

# BYLAWS

## OF THE

### *AMERICAN HUMANIST ASSOCIATION*

The American Humanist Association “AHA” is a non-profit corporation organized under the laws of the State of Illinois and recognized as tax exempt under Section 501 (c) (3) of the Internal Revenue Code of the United States.

## ARTICLE I

### MEMBERSHIP

#### *Section 1. Membership*

- A. Membership in the AHA is open to everyone who is in agreement with the humanist philosophy and the positions and policies adopted by the AHA, and who supports the AHA’s mission and programs.
- B. Membership is subject to continued acceptance by the Board of Directors of the AHA (“Board”).
- C. The Board shall establish membership dues. Members in good standing are those whose dues are paid current or who have been deemed by the Board to have otherwise satisfied their dues requirement.
- D. Only members in good standing shall have the right to vote on AHA business or elections.
- E. The executive director may solicit and accept multi-year memberships.

#### *Section 2. Termination of Membership*

Membership shall be automatically terminated by death or by nonpayment of dues, and may be terminated by written resignation or in accordance with procedures established by the Board.

## ARTICLE II

### MEMBERSHIP MEETINGS

#### *Section 1. Annual Meeting*

A meeting of the members of the AHA shall be held annually. The Board shall set the place and date of the meeting and the Secretary shall notify members at least thirty (30) days prior to each meeting.

#### *Section 2. Quorum*

Fifty percent plus one of the number of registered attendees at the annual conference who are also members shall constitute a quorum.

#### *Section 3. Agenda*

The agenda for membership meetings shall be established by the President and published by the Secretary after inviting suggestions from the Board and the membership, subject to the will of the members assembled at a valid meeting.

#### ***Section 4. Action***

- A. An affirmative vote of two-thirds (2/3) of those members in attendance at a valid meeting shall serve as a mandate to the Board to either adopt the measure at its next meeting or to submit it to an electronic vote of the entire regular membership for decision by a majority of those voting thereon.
- B. The affirmative vote of a simple majority requires only that the Board consider the measure at its next meeting.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

#### ***Section 1. Powers and Responsibilities***

- A. The Board shall govern the AHA and establish its policies on behalf of the membership and, with the advice and opportunity for participation of the membership, shall determine the purpose of the AHA.
- B. The members of the Board shall serve in a fiduciary capacity and shall not in any instance act against the best interests of the AHA or place the interests of self or any other organization above the best interests of the AHA. Each member is expected to act prudently, providing attention and concern in all actions, and to adhere to the laws of the land and the rules and regulations of the AHA.

#### ***Section 2. Membership***

- A. The voting members of the Board shall consist of twelve (12) Directors elected by and from the membership of the AHA, the immediate past President for one year following his or her term of office, and the Secretary and Treasurer when appointed as provided for in these Bylaws. Other nonvoting members may be appointed by the Board from the membership for one-year terms.
- B. The Executive Director of the AHA shall be an ex officio, nonvoting member of the Board.

#### ***Section 3. Terms of Office***

- A. Members of the Board shall serve for staggered terms of four years, half to be elected in biennial elections held within the last six months of each even-numbered year.
- B. Effective with Board terms that start in 2016 or after, no Board member may be elected more than three times consecutively. As an exception to the three term limit, a Board member may serve up to one additional term (four total) so long as they serve that term as President of the AHA. After a lapse of one full 4-year span, a former Board member may run again, should they so wish, for another series of terms of office.

#### ***Section 4. Vacancies***

- A. Vacancies among Directors and Officers shall be filled by the Board until the next biennial election.
- B. Upon the failure of any Director to attend three (3) consecutive regular Board meetings, the Board must affirmatively vote to retain the Director. Otherwise, immediately following the call to order of the third meeting, the seat of such Director shall be deemed vacant.

- C. A Director or Officer may be removed from office upon 2/3 vote of the entire Board when the continued tenure of that Director is deemed contrary to the best interests of the AHA.

### ***Section 5. Board Meetings***

- A. The Board shall meet regularly at least three times each year at a time and place determined by the Board. One of the three annual Board meetings may be conducted via electronic communications with the prior agreement of a majority of Board members.
- B. Up to four members of the board, per meeting, may use electronic means to participate in regular in-person meetings, and no one member can take advantage of the electronic option more than once in any given 12 month period.
- C. The agenda for regular meetings of the Board shall be established by the President after requesting agenda items from the Directors.
- D. A majority of voting Directors of the Board shall constitute a quorum.
- E. All Board meetings, except executive sessions and electronic communications, shall be open to all members of the AHA in good standing.

### ***Section 6. Action***

- A. Except as otherwise prescribed by law, the Articles of Incorporation, or these Bylaws, the act of a majority of the Directors present in a meeting having a quorum, shall be an act of the Board.
- B. The Directors shall, whenever possible, reach decisions by consensus in a manner consistent with these Bylaws and other policies established by the Board.
- C. Should the voting members not be able to reach consensus, and in matters not addressed by these Bylaws or other policies established by the Board, the Standard Code of Parliamentary Procedure (current revised edition) shall prevail.

### ***Section 7. Interim Referenda***

For any issue deemed by the President to require board action between meetings, said issue may be clearly set forth in writing to each Director at least seven (7) days prior to a vote, which may be taken by postal or electronic communication—so long as the position of any dissenting director is communicated to all directors and all directors have an opportunity to be heard on any issue prior to the vote. The 7-day waiting period may be waived by unanimous consent of the board. Such actions must be ratified at the next board meeting.

### ***Section 8. Executive Committee***

- A. The voting members of the Executive Committee shall be the President, the Vice-President, the Secretary, and the Treasurer.
- B. The Executive Director shall be an ex officio, nonvoting member of the Executive Committee.
- C. Except for the power to amend the Articles of Incorporation and Bylaws of the AHA, the Executive Committee shall, when acting unanimously, have all the powers and authority of the Board in the intervals between meetings, subject to ratification of the Board at its next meeting.
- D. Three (3) members of the Executive Committee shall constitute a quorum.

- E. Any member of the Executive Committee may bring an issue to a vote between meetings of the Board by clearly setting forth said issue in writing to each member of the Executive Committee at least seven (7) days for discussion prior to a vote which may be taken by postal or electronic communication—so long as the position of any dissenting member is communicated to all members and all members have an opportunity to be heard on any issue prior to the vote. Such actions must be ratified at the next board meeting.

### ***Section 9. Indemnification***

The AHA, to the extent of its assets, shall defend, indemnify, and hold harmless Directors of the AHA from any loss incurred as a result of acts performed in the regular course of attending in good faith to his or her office on behalf of the AHA.

### ***Section 10. Conflict of Interest Policy***

- A. No member of the Board shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify him or herself, and be excused from the meeting until discussion is over on the matter involved. The chair the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.
- B. Each Director at the first Board meeting of a Calendar year, shall submit to the Chair a signed and dated Conflict of Interest form as supplied by the AHA, stating if there is a conflict that would impede their ability to direct the affairs of the AHA. If, after hearing members' responses and after making further inquiry as warranted by the circumstances, the governing board or committee later determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. No immediate relatives of any employee or Board member shall be employed by the AHA as long as the original employee or Board member remains with the AHA. Exceptions to this policy without Board involvement include interns and project employees hired for short periods. An exception may also be made without Board approval if two employees should become relatives while working for the AHA, but no immediate relative of an employee may be supervised by that employee.

## **ARTICLE IV**

### **OFFICERS AND EMPLOYEES**

#### ***Section 1. Officers***

The Officers of the AHA shall be the President, Vice-President, Secretary, and Treasurer, each elected by the new Board for two (2) year terms and serving until their successors are elected. The President and Vice-President shall be chosen from among Board members elected by the membership. The Secretary and Treasurer may be appointed from the membership of the AHA.

#### ***Section 2. President***

The President shall preside at meetings of the membership and Board, and shall perform such other duties as are usually incident to the office of President or as may be assigned by the Board. In accord with the established written and understood policies and positions

of the AHA and humanism, the President shall speak, directly or indirectly, for and on behalf of the AHA, and may commit the AHA to the positions, declarations, or activities of others.

### ***Section 3. Vice-President***

The Vice-President shall serve as President whenever the President cannot perform the duties of that office and shall perform such other duties as may be assigned by the President or the Board.

### ***Section 4. Secretary***

The Secretary shall provide for the safekeeping of the corporate records of the AHA; be responsible for keeping minutes of the proceedings, approving their publishing online to members and the general public; assure timely notice of Board and membership meetings; record and report all agenda and referenda; and be principally responsible to assure the performance of such other duties as are usually incident to the office of Secretary or that may be assigned by the President or Board.

### ***Section 5. Treasurer***

The Treasurer shall chair the Finance Committee and assist in and oversee the preparation of a detailed annual budget. He or she shall report to the Board and membership, if necessary, any substantial departure from the approved budget or from established policies of the AHA, assure continued development and implementation of fundraising strategies, ensure that staff provides financial information and disclosures to regulatory authorities, members and the general public, and oversee an audit of all books and records of the AHA at least annually. He or she shall also be principally responsible to assure the performance of such other duties as are usually incident to the office of Treasurer or that may be assigned by the President or Board.

### ***Section 6. Executive Director***

- A. The Executive Director reports to the President, is accountable to the Board, and responsible for the performance of the AHA within the directives, policies, and budgets established by the Board.
- B. The President shall present for the approval of the Board any request to appoint or terminate the Executive Director, except on an interim basis. The President shall be responsible for the supervision of the Executive Director, and may determine and adjust the terms of employment subject to approval by the Board.
- C. The Executive Director shall be responsible for the appointment, termination, the terms of employment, and supervision of all staff.
- D. The Executive Director shall advise, make recommendations to, and assist the Board in formulating policies; implement Board policies and directives; oversee the daily management of the AHA; and represent the AHA to the public.
- E. In accord with the established written and understood policies and positions of the AHA and Humanism and, whenever possible, in consultation with the President or an available member of the Executive Committee, the Executive Director may speak for and on behalf of the AHA and may commit the AHA to the positions, declarations, or activities of others.

### ***Section 7. Limitation on Employees***

No paid employees of the AHA may be elected to the Board or serve on nomination or election committees during their employment or for a period of one (1) year thereafter.

# ARTICLE V

## ELECTIONS

### ***Section 1. Biennial Elections***

There shall be a biennial election of Directors by ballot of the membership held within the last six months of each even-numbered year.

### ***Section 2. Nomination and Election Committee***

- A. A Nomination and Election Committee of five (5) AHA members, none of whom may be current members of the Board or be nominated for the current election, shall be appointed biennially by the Board.
- B. The Nomination and Election Committee shall serve as a fair election committee to monitor the campaign of candidates for elective office. The Committee shall make and publicize rules for proper campaign and electioneering procedures. It may disqualify any candidate who violates any rule, usually after due notice and warning.

### ***Section 3. Nominations Procedure***

- A. The Nomination and Election Committee shall solicit candidates to serve as Directors after requesting nominations from the Board and membership of the AHA.
- B. The Nomination and Election Committee shall provide no less than one more nominee than there are positions to be filled.
- C. The Nomination and Election Committee shall publish its nominations to the members of the AHA no later than June 30.
- D. Additional nominations may be added by written petition received by the Nomination Committee within forty-five (45) days after the Committee's nominations have been published to the members of the AHA.
- E. The petition of each candidate so added must bear the signature of seventy-five (75) or more members in good standing, no more than thirty-five (35) of whom shall be from any one Chapter or Affiliate of the AHA.

### ***Section 4. Eligibility***

An eligible nominee is any person, age eighteen (18) or older, who, at the time of the nomination, has been a regular member of the AHA in good standing for at least one (1) year prior to such nomination, and is a current member.

### ***Section 5. Balloting***

- A. The Nomination and Election Committee shall conduct the election of Directors, count all valid ballots, declare the winners, and inform the Secretary. The Secretary shall assure publication of election results to the Board and the membership.
- B. The election of Directors shall be by plurality of valid votes cast during the course of the election period where votes are cast.
- C. When, in addition to the regular seats on the Board, there are unexpired terms of Directors to be filled, those receiving the highest number of votes shall be elected to the longest terms; those receiving the next higher number of votes shall be elected to the progressively shorter unexpired terms.
- D. The Nomination and Election Committee shall secure all ballot records for six (6) months following any election and make them available for review at the national office by any regular member in good standing.

## ***Section 6. Assumption of Office***

Newly elected Directors and elected officers shall assume their duties the first day of January following their election.

# **ARTICLE VI**

## **SELF-GOVERNING ADJUNCTS**

### ***Section 1. Establishment***

Specific functions for furthering humanism under the auspices of the AHA may be conducted by such self-governing adjuncts as the Board may deem desirable to establish and/or Charter, all of which shall be assets of the AHA and may be under the AHA's tax-exempt status.

### ***Section 2. Administration***

Self-governing adjuncts shall be self-administered and subject to the Articles of Incorporation and Bylaws of the AHA as well as to the policies and review of the Board.

### ***Section 3. Charters for Self-Governing Adjuncts***

All aspects of self-governing adjuncts shall be specified in individual Charters, Bylaws, and other governing documents which may be adopted and amended only with approval of the Board. Such governing documents will be kept on file at the AHA headquarters.

### ***Section 4. Adjunct Leadership***

Leaders and board members of adjuncts must be approved by the AHA Board before taking office. Their term of office is two years, after which, should the adjunct seek their re-appointment, the AHA Board must again approve them.

# **ARTICLE VII**

## **COMMITTEES**

### ***Section 1. Appointment***

- A. Except as otherwise provided in these Bylaws, the President shall appoint and may remove, with the advice and consent of the Board, the Chair of any committee, council, panel, commission, task force, or similar body.
- B. Unless otherwise provided for in these Bylaws or specified by the Board, the President, with the advice of the relevant Chair, shall determine the size and select the members of committees.

### ***Section 2. Standing Committees***

In addition to those provided elsewhere in these Bylaws, the Standing Committees of the AHA shall be:

- A. **Finance Committee**, chaired by the Treasurer, to assist the Board in preparing and monitoring its budget, to oversee the management of the assets of the AHA, and to oversee fundraising efforts for the AHA.
- B. **Review Committee**, consisting of the Executive Committee chaired by the President, to continuously review and annually evaluate the performance of the Executive Director in comparison to a set of prioritized goals, which goals shall be aligned with the AHA's goals as set forth in the written Strategic Plan. The annual performance

- appraisal of the Executive Director shall be conducted using input from the Board, AHA staff, and other stakeholders and experts as deemed appropriate by the Committee, with the results of such review and the current list of prioritized goals for the Executive Director presented to the Board for ratification.
- C. **Resolutions Committee**, appointed by the President, to assist the Board in promulgating new resolutions consistent with these Bylaws, and to expunge or modify obsolete resolutions.
  - D. **Awards Committee**, appointed by the President, to recommend to the Board outstanding people for recognition by the AHA and/or its self-governing adjuncts.
  - E. **Legal Committee**, appointed by the President, to review and make recommendations regarding cases being litigated or under consideration for litigation by the Appignani Humanist Legal Center of the AHA.
  - F. **Chapters/Affiliates Committee**, appointed by the President, to manage the annual Harvey LeBrun Chapter Grants Fund process, provide advice and support to staff local group outreach, and support chapter sessions at the annual conference.
  - G. **Education Committee**, appointed by the President, consistent with the agreement with The Humanist Institute dated December 9, 2017, to advise and support the AHA Board, the AHA Executive Director, and the AHA Education Director to ensure future educational development adheres to established goals and objectives.

### ***Section 3. Ad-hoc Committees***

In addition to standing committees, the President may appoint ad-hoc committees to accomplish goals of the AHA.

## **ARTICLE VIII**

### CHAPTERS AND AFFILIATES

### ***Section 1. Chapters***

- A. An independent local organization of Humanists may become a Chapter of the AHA by holding a currently recognized Charter from the Board.
- B. All Chapters shall be self-governing, democratic, and function consistent with the Articles of Incorporation, Bylaws, Positions, and Policies of the AHA.
- C. Chapters shall promptly and annually send the AHA the names and addresses of their members and officers, and shall provide from time to time other such information as may be reasonably requested by the AHA.
- D. A Chapter's Charter may be revoked by the AHA Board upon a finding that the Chapter does not meet the minimum requirements of the AHA, or is otherwise functioning in a manner deemed by the Board to be inappropriate.
- E. Investigations of chapters may be delegated by the Board to the Executive Director or a special committee of AHA members.

### ***Section 2. Affiliates***

Organizations that agree and identify with the mission of the AHA, and whose aims and activities are compatible with those of the AHA, may be Affiliates of the AHA upon application for and issuance of a Certificate of Affiliation by the Board.



## **ARTICLE IX**

### MANAGEMENT OF ASSETS

No one may obligate the AHA, financially or otherwise, except by prior authorization of the Board, its Executive Committee, or the President; except the Treasurer may obligate the AHA financially consistent with the budget previously adopted by the Board, or as provided by the President of a self-governing adjunct.

If and when the AHA is dissolved or otherwise terminated, its assets shall be distributed only to Humanist organizations that are recognized by the Internal Revenue Service as tax-exempt under § 501(c)(3) of the tax code of the United States.

## **ARTICLE X**

### PARLIAMENTARY PROCEDURE

The rules contained in the latest edition, as revised by the American Institute of Parliamentarians, of The Standard Code of Parliamentary Procedure shall govern the Board and Committee meetings in all cases to which they may be applicable and in which are not inconsistent with these Bylaws, any special rules of order the Board or Executive Committee may adopt, or any law of The United States of America that would supersede these bylaws.

## **ARTICLE XI**

### ADOPTION AND AMENDMENT

- A. These Bylaws were adopted by a two-thirds majority of the Board voting on May 7th, 2015, in Denver, CO, and supersede all previous Bylaws.
- B. These Bylaws may be amended by a two-thirds majority of the Board present and voting at a meeting having a quorum, provided that the amendment is submitted in writing and placed on the agenda at least 30 days prior to the meeting.

***Signed and attested to by:*** Debbie Allen, Secretary and Rebecca Hale, President

***Last Amended:*** May 17, 2018