

BYLAWS OF NEW ORLEANS SECULAR HUMANIST ASSOCIATION, INC.

ARTICLE I – NAME

The name of the corporation is New Orleans Secular Humanist Association, Inc. Hereafter in these bylaws, the corporation may be referred to as “NOSHA.”

ARTICLE II – PURPOSE

The purposes of NOSHA are as stated in the Certificate of Incorporation. The purposes of NOSHA shall be within the meaning of 501(c)3, a tax-exempt and nonprofit corporation of the State of Louisiana, and include, but not limited to:

- * Provide a voice of reason when superstition is presented in the media.
- * Support the separation of government and religion.
- * Help our members achieve a full and rewarding life with ethical excellence.
- * Promote freethought, secularism, skepticism, non-theism and humanism.
- * Support rights protected in the first amendment of the U.S. Constitution, as well as other basic human rights.
- * Support a scientific approach to the understanding of the natural world and society.

ARTICLE III – MEMBERSHIP

Section 1: Eligibility

Any person who is in general accord with the above-stated purpose may become a member by applying for membership and submitting payment of annual dues.

Section 2: Dues

The Board shall determine the amount of dues payable for membership and/or subscriptions.

Section 3: Confidentiality

The membership roll of NOSHA is confidential. No member’s name or contact information is to be made public without the express permission of that member.

ARTICLE IV—OFFICERS OF THE CORPORATION

Section 1 Offices and Elections

NOSHA shall have the following officers: President, Vice-President, Treasurer and Secretary. The Board may elect or appoint other officers as necessary. Officers shall be at least 18 years old and must be members in good standing of NOSHA. They shall be elected by a simple majority of the Directors present at the Annual Meeting of the Board. An officer’s term of office is two years, with terms beginning January 1. If during the term an office becomes vacant, the Board shall elect a successor to fill the unexpired term. An officer can be removed or suspended by a majority vote of the Board of Directors.

Section 2 – President

- a) The President shall supervise and direct the ongoing business and affairs of NOSHA. Other officers and committee chairpersons shall consult the President about their activities. The President is subject to the control of the Board of Directors and shall report regularly to the Board.
- b) The President shall be the official spokesperson and contact for NOSHA in regard to dealing with outside entities. The president may delegate such tasks as necessary.
- c) The President shall be the ex officio Chair of the Board of Directors. S/he will chair Board meetings and Annual Meetings, schedule such meetings, and will be responsible for compiling the agenda.
- d) The President shall have discretion to take any action necessary and proper to carry out the Purpose of this Corporation, provided such actions are not inconsistent with these Bylaws or the actions and directives of the Board or the members.
- e) The President may also pay authorized bills of NOSHA when the Treasurer is incapacitated or unavailable.

Section 3 – Vice-President

- a) The Vice-President shall perform the duties of the President in the absence of that officer.
- b) Should the President's office become vacant, Vice-President shall assume the office temporarily until the Board can elect a permanent replacement.
- c) The Vice-President shall assist the President as requested and assists in arranging the program of general meetings.
- d) The Vice-President shall perform such duties as he or she may be directed to undertake by the board from time to time.

Section 4 -- Treasurer

- a) The Treasurer shall receive all income and make all disbursements on behalf of the Corporation.
- b) The Treasurer shall keep records of all financial transactions, submit regular reports to the Board of Directors, and prepare and file any reports as may be required by government agencies.
- c) The Treasurer shall prepare in collaboration with the President an annual budget for consideration and approval by the board
- d) The Treasurer shall safeguard the Corporation's funds.

Section 5 -- Secretary

- a) The Secretary shall keep accurate minutes of all Corporation and Board meetings and distribute copies to all officers and directors in a timely manner.
- b) The Secretary shall prepare correspondence as directed by the President or the Board.
- c) The Secretary shall keep and maintain the Corporation's records, including the minutes of all Corporation and Board meetings in which business is transacted, all policies established by the Board, and all other records, letters, etc. of value to the Corporation.

ARTICLE V—MEETINGS

Section 1: Annual Membership Meeting

NOSHA shall hold an annual meeting of the general membership for the purpose of electing board members. The Annual Membership Meeting shall be scheduled by the Board of Directors, to take place some time between September 1 and December 31. Members will receive at least two week's notice of the meeting along with the approved slate of candidates for Board membership.

Section 2: Program Meetings

Program meetings shall be held monthly unless otherwise ordered by the board. In keeping with the purposes of NOSHA, program meetings are to be educational, entertaining, free of charge and open to the public, such as a lecture, panel discussion, debate, film, etc. With the exception of the Annual Membership Meeting, official business will not be conducted at these meetings.

Section 3: Board of Directors Meetings

- a) A regular Annual Board Meeting shall be held at a time following the Annual Membership Meeting and prior to December 31 of each year, for the election of officers, adoption of a budget, and such other business as may come before the board.
- b) Other Board meetings shall be held periodically as necessary for the conduct of the business of NOSHA, at times and locations as set by Chair with consent of the Directors.
- c) Notice of Board meetings shall be given to each member of the board at least fifteen days in advance of such meeting. Whenever possible the main agenda items shall be listed. Such advance notice may be waived by unanimous agreement of the members of the board.
- d) A majority of directors present, whether or not a quorum is present, may adjourn any meeting to another time and place, with notice of the adjournment and rescheduling to be given to all Directors.
- e) Board meetings shall be conducted according to the rules contained in Robert's Rules of Order, latest revised edition, utilizing the "Informal Procedure for Small Boards." These rules shall prevail in all cases in which they are not inconsistent with these bylaws and any statutes applicable to this Board.

Section 4: Officers' Meetings

Officers may hold meetings as necessary to coordinate activities that do not require direction of the entire Board. Any officer may call for an Officers' Meeting.

Section 5: Special Meetings

Special meetings of the members of this corporation may be called at such times and places as determined by the board of directors or by the president.

ARTICLE VI –BOARD OF DIRECTORS

Section 1 -- Composition

The corporate powers and management of this corporation shall be vested in, and exercised by a Board of Directors. The Board shall consist of not less than seven (7) and not more than fifteen (15) members. All Officers of NOSHA are members of the Board of Directors. Directors shall be are elected annually, at a general meeting of the members for staggered two-year terms.

Section 2 – Duties

The general duties of any member of the Board shall be:

- a) Attendance of all regular Board meetings, if possible, with clear advance notice given to the President if attendance is impossible,
- b) Keeping in confidence any special topics under discussion and any external discussion so declared,
- c) Maintaining regular correspondence and communication with the Board and membership,
- d) Participation in Board voting and providing prompt response,
- e) Active participation in NOSHA’s ongoing programs and activities.

Section 3 -- Authority

- a) The board of directors shall have the power to make, alter and annul such by-laws, rules and regulations for the government of the affairs of this corporation as it may deem proper.
- b) A majority of the directors, present or by written proxy, shall constitute a quorum, and a quorum shall be necessary to consider any question that may come before any meeting of the directors. A quorum being determined, the affirmative vote of a majority of those directors shall be necessary to decide any questions.
- c) The board may take any action by E-mail (internet) vote without the necessity of a meeting. A quorum, as well as the number required for passage of a resolution, shall be Email response by a majority of the Directors.

Section 4 – Compensation and Indemnification

Directors, including officers, shall receive no compensation other than reasonable expenses, and shall not be indemnified by the corporation.

ARTICLE VII -- FINANCE

Section 1 -- Accounts

NOSHA’s funds shall be in accounts structured as follows:

- a) Operating funds shall be held in a checking account.
- b) Reserve funds shall be held in a savings account.

Section 2 – Authority

The President and the Treasurer shall have access to NOSHA’s bank accounts, and authority to sign checks on behalf of the Corporation. The President may, at his or her discretion, also designate the Vice-President and/or Secretary to have such access.

Section 3 – Accounting Period

The fiscal year shall be from January 1 to December 31 of each year.

Section 4 – Budget

An annual budget shall be drafted by the Treasurer and President, and presented to the Board of Directors at the Annual Board Meeting described in Section 3(a). The budget must be approved by a majority of the Directors present

ARTICLE VIII – COMMITTEES

The Board may create such committees and working groups as it deems necessary and appropriate to carry out the responsibilities of the Board and the Purpose of the Corporation. Such committees and working groups shall have only such powers and responsibilities as are granted to them by the Board.

ARTICLE IX – STANDING POLICIES

Standing policies may be adopted, revised, or removed by a majority vote of the Board of Directors. These policies shall be collected in a Policy Manual, held and maintained by the Secretary.

ARTICLE X -- DISSOLUTION

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of NOSHA shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, as determined by the board of directors.

ARTICLE XI -- AMENDMENTS

Amendments of the Certificate of Incorporation or these Bylaws may be made by the Board of Directors upon the two-thirds vote of the entire board.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a 2/3 majority vote on August 13, 2016.

Secretary

Date