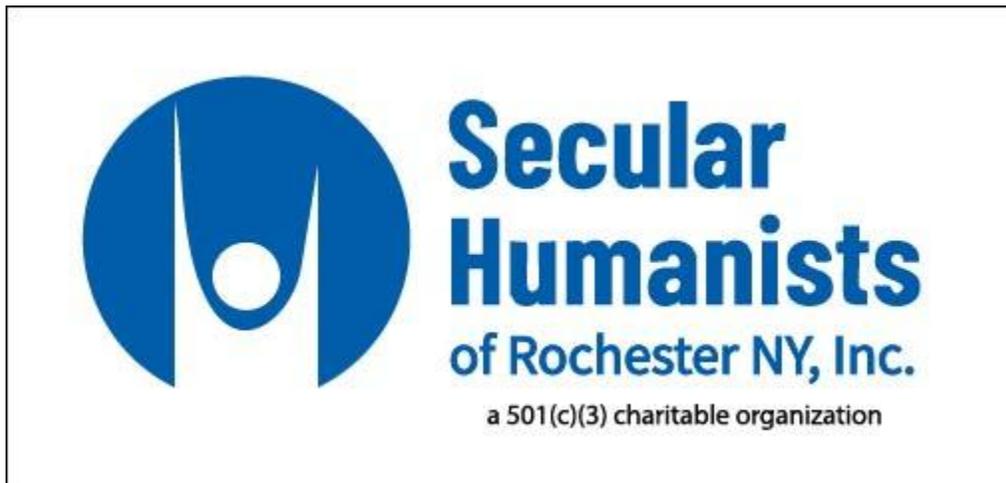


# **Secular Humanists of Rochester NY, Inc**

## **Bylaws**



Secular Humanists of Rochester NY, Inc - Bylaws

**Revisions to this document.**

Date	Changes made
2025.07.01	Initial publication and adoption

# Secular Humanists of Rochester NY, Inc - Bylaws

These Bylaws define the organizational purpose, board structure, officer position descriptions and responsibilities, terms of board service, officer/board member succession and removal, official meeting requirements, membership provisions, amendment process, dissolution and any other non-negotiables that the Board of Directors deems necessary.

The Bylaws are not to be used as a policy and procedure manual. Separate documents shall be used for those purposes.

## **Article I: About**

- Name: Secular Humanists of Rochester NY, Inc
- Address: Greater Rochester, New York State
- Incorporated New York State

Secular Humanists of Rochester NY, Inc (aka SHOR) is a tax-exempt non-profit corporation organized under the laws of the State of New York.

## **Article II: Purpose**

The purpose of SHOR is to be a clear voice for humanism in the Greater Rochester New York region, to increase public awareness and acceptance of humanism, to establish, protect and promote the position of humanists in our society, and to develop and advance humanist thought and action as a self-governing humanist association.

## **Article III: Membership**

### ***Section-1 Who We Are***

We are people who embrace secular humanism through joining, gathering, and participating in promoting free thinking and secular humanist ideals via education, discussions, activism, volunteerism, and enlightenment among our members and outwardly to the Greater Rochester community in Western New York.

We strive to promote secular humanist ideals and comradery based on the tenets of modern secular humanism, by way of ethics, rationalism, scientific method, human concerns, and free thinking.

### ***Section-2 Joining***

Any person who is in general accord with *Article II Purpose* and deem themselves aligned with *Article III Section-1 Who We Are* may become a member of SHOR by applying for membership and being approved by a board member or board appointed member. The Board may set a minimum age or a qualified minimum age.

# Secular Humanists of Rochester NY, Inc - Bylaws

## ***Section-3 Termination of Membership***

Any member who wishes to no longer be associated with this organization has the right to be removed from the membership role in accordance with procedures established by the Board.

Membership shall be terminated due to death, or by nonpayment of dues (if applicable).

The board may, at its discretion, terminate the membership of anyone who is instigating unwarranted distractions, disruptive behavior, turmoil, or who is involved in illegal activity, or violations as outlined in the SHOR Code Of Conduct Policy toward the Board of Directors, the Leadership Team, SHOR as an organization, or a member or members of SHOR.

## ***Section-4 Funding***

These Bylaws do not cover dues, fundraising, donations or any other types of funding. These will be determined by the Board of Directors as they see fit to support the organization financially.

## **Article IV: Board Of Directors**

In this document the Board of Directors is referred to as the Board and individuals on the Board of Directors are referred to as Directors

### ***Section-1 Governance.***

SHOR shall operate as a self-governing Board of Directors, having the authority to control and lead this organization, focusing on the company's larger goals and providing direction to individuals in charge at the organization. This board operates independently and is not subordinate to another governing body within the organization. They are responsible for setting the overall strategic direction, overseeing management, and making key decisions that align with the organization's mission and vision.

As a self-governing board structure, the board members shall elect their own successors and select new members based on the needs of the board, ensuring continuity and alignment with the organization's purpose. This self-perpetuation allows the board to maintain its focus and expertise without external interference.

### ***Section-2 Compensation.***

All board members volunteer their time, and will not receive any form of compensation.

# Secular Humanists of Rochester NY, Inc - Bylaws

## ***Section-3 Board Members.***

The Board shall consist of no less than the minimum number of directors as required by the State of New York regulations for non-profit corporations which is three(3) directors at the time of the adoption of these Bylaws and shall not be greater than five(5) directors.

Of the directors of the Board one shall be designated as President via board majority with the remaining directors taking on roles and responsibilities as needed and determined by Board majority.

All board members must be a member of SHOR; and a member of the organization to which SHOR is affiliated or chartered, if such a relationship exists.

## ***Section-4 Powers and Duties of the Board.***

The Board shall manage the business, property, and affairs of the organization, and may exercise and delegate any and all of the powers of the organization as it sees fit, subject only to restrictions imposed by statute, and these Bylaws. The Board shall establish administrative policies; authorize operational goals and objectives; emphasize overall organizational planning; authorize agreements and contracts; adopt the budget; approve committee appointments; authorize meetings; choose meeting venues for official business and social events; review committee reports; and determine action to be taken.

Board Members shall actively participate in community outreach, gift solicitation, member support, event planning, and fundraising campaigns, etc..

## ***Section-5 Creation or Removal of Board Positions.***

As necessary for the continued operation of SHOR, the Board may create or remove Board positions by a two-thirds ( $\frac{2}{3}$ ) majority vote of the Board of current Board members. Removal of a Board position can only take place if there is a vacancy, such as following a resignation or termination.

## ***Section-6 Term and Eligibility.***

Board Members shall be selected by the Board via a consensus of the entire Board. To be eligible for the Board an individual must be a member of SHOR and meet any other requirements as set forth in *Article IV, Section 3 Board Members*.

# Secular Humanists of Rochester NY, Inc - Bylaws

## ***Section-7 Quorum and Conducting Business.***

A quorum will consist of a simple majority of the Board of Directors. A quorum of the Board of Directors must be present to conduct business and must include the President or their Director-in-Charge designee.

Board Members may be excused from attendance upon notification to the President or Director-in-Charge designee prior to the scheduled meeting.

## ***Section-8 Removal and Replacement.***

### **Resignation**

Resignation from the board must be in writing, via paper, text, or email, that is received by the President or the Director-in-Charge designee, or provided orally at a board meeting where it will be documented in the minutes. An officer may resign at any time.

### **Termination.**

Whenever, in the judgment of the Board, the best interests of the organization will be served, any officer may be removed from office in accordance with the following.

Termination from the board requires a vote of two-thirds ( $\frac{2}{3}$ ) majority of the Board of Directors, excluding the board member in question, as well as one (1) of the following conditions:

1. Missing three Board meetings in a row without approval, as documented in the board meeting minutes.
2. Abusing the responsibilities of their office, stated in writing with particulars.
3. Not fulfilling the responsibilities of their office, stated in writing with particulars.
4. Fitting the description for member removal as stated in *Article III: Membership, Section-3 Removal*.
5. Misrepresenting SHOR internally or externally, stated in writing with particulars.

### **Vacancies.**

Vacancies occurring on the Board of Directors may be filled at any time by nomination from the President with a consensus of the Board of Directors.

## ***Section-9 Leadership Team.***

The Board can create an Leadership Team to aid in running the day-to-day operations of SHOR such as but not limited to volunteer opportunities, education and discussion programs, community outreach, social event planning, and community activism.

# Secular Humanists of Rochester NY, Inc - Bylaws

All Board members are considered part of the Leadership Team.

The Board members may nominate additional SHOR members for the Leadership Team who must then be approved by a simple majority vote of the full Board.

Other than Board members themselves, members of the Leadership Team may be removed via a simple majority vote of the full Board.

## **Article V: Roles & Responsibilities**

### ***Section-1 General.***

SHOR is initially structured as an Organic Organizational Structure to allow quick response and to minimize unnecessary encumbrances with getting things done. As long as the organization is working successfully this should remain the structure until it is no longer a good fit as determined by a two-thirds( $\frac{2}{3}$ ) majority of the entire board.

An organizational chart shall be maintained and made accessible to SHOR members.

### ***Section-2 Duties, Roles and Responsibilities.***

The Officers shall possess such powers and perform such duties as shall be determined by the Board. Responsibilities may be added, changed or removed from an office with a two-thirds ( $\frac{2}{3}$ ) majority vote of the Board.

#### **All Board Members shall:**

1. Monitor meetings, agendas, and decisions, and communications to ensure that the board is functioning within the ByLaws and Government Statutes.
2. Oversee that SHOR is operating according to the principles of Organic Organizational Structure.
3. Bring attention to the board of any indiscretions noticed in the prior two points.
4. Establish rules for financial protection and responsibility and determine a member or members who will be responsible for financial duties.
5. Perform other duties customary to Board Members, or as directed by the Board.

#### **The President of the Board shall:**

1. Select the Board meeting dates and venues.
2. Select the Leadership Team meeting dates and venues.
3. Preside at all meetings of the Board and the Leadership Team.

## Secular Humanists of Rochester NY, Inc - Bylaws

4. Prepare the agenda of the meetings of the Board of Directors and the Leadership Team.
5. Designate a Director as Director-in-Charge when the President is unable to perform their duty for an event or meeting and notify all the directors of such designation.
6. Perform other duties customary to the Office of President, or as directed by the Board.

### **The Directors of the Board shall:**

1. Perform such duties as the President and/or the Board of Directors may determine.
2. Document and maintain the minutes of the meetings of the Board of Directors.
3. Review individual assignments for each board member at close of the meetings of the Board of Directors.
4. Keep voter records of any board votes conducted over email.
5. Designated a Treasurer who shall:
  - a. Be the custodian of the funds of SHOR, however received, save and except for such funds as the Board of Directors may from time to time entrust to the care and use of designated paid employees of SHOR, to be used exclusively for the operation of SHOR.
  - b. Disburse the funds of SHOR as ordered by the Board of Directors.
  - c. Oversee day-to-day authority for managing the finances of SHOR.
  - d. Provide such financial reports and statements as the Board of Directors or Governance Committee may from time to time require or request.
  - e. Supervise the keeping and auditing of the accounts which shall be open at all times to inspection by the Board of Directors.
  - f. File the annual Form 990 with the IRS
6. Perform other duties customary to the Office of the Secretary, and as may be required by the Board of Directors or the President of the Board.

### **The Leadership Team is responsible to:**

1. Attend, advise, and vote at Leadership meetings.
2. Act as leaders for various activities as determined by the Leadership. For example,
  - Adopt-a-Highway Cleanup
  - Community Outreach
  - Activism
  - Presentations and Discussions
  - Social Events
  - Volunteer activities
  - Social Media Coordinator

# Secular Humanists of Rochester NY, Inc - Bylaws

3. Perform other duties customary to the Office of the Secretary, and as may be required by the Board of Directors or the President of the Board.

## ***Section-3 Invitations***

With prior approval from the President a non-board or non-leadership-team member may be invited to a Board or Leadership meeting.

## **Article VI: Meetings**

General Membership meetings are not required but may be held if the Board so determines. Whether or not guests are allowed at a general membership meeting shall be determined by the Board. The Board will determine the number of membership meetings, if any, are to be held and how often.

The Board shall determine if Board meetings and Leadership Team meetings shall be scheduled either at regular intervals or ad hoc as necessary.

Both Board and Leadership meetings may be conducted in-person, virtual or mixed as determined by the President.

Board meetings may be scheduled by the Board as necessary. All Board meetings shall be closed; but, non-board members may attend by asking a Board Member for an invite and receiving approval from the President, with the following exceptions. The following meetings shall be considered entirely closed to non-Board members:

1. Employment or personnel matters for the employees of the Corporation;
2. Legal advice from an attorney for the Corporation;
3. Past, pending or contemplated litigation;
4. Past, pending or contemplated matters relating to enforcement of the Corporation's documents or rules;
5. Pending or contemplated business pertaining to real estate and other large transactions in which secrecy is needed for effective negotiation.
6. General board meeting that addresses matters particular only to the Board.
7. The decision to close a Board meeting or a portion of an otherwise open Board meeting shall be at the discretion of the presiding officer, subject to appeal by any Board member. After an appeal the meeting will remain closed unless a majority of the Board upholds the appeal.

# Secular Humanists of Rochester NY, Inc - Bylaws

## **Article VII: Fiscal Management And Records**

### ***Section-1 Designation of Fiscal Year.***

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December of every year.

### ***Section-2 Financial Records.***

Recent 990 Tax Filings with the IRS will be made available as per NYS statutes and regulations pertaining to non-profit corporations.

### ***Section-3 Storage of Records.***

The Board shall be responsible for maintaining copies of all administrative, financial and legal records.

The Board is responsible to ensure that the minutes of all Board meetings are stored and made available to the Board members.

The Leadership Team is responsible to ensure that the minutes of all Leadership Team meetings are stored and made available to the Leadership Team members.

Some SHOR documentation will be made available to the entire organization such as Bylaws, Code of Conduct and other documents as determined by the Board.

Document storage may be via electronic media provided all documents are backed up securely.

### ***Section-5 Insurance***

The Board may purchase insurance as necessary to protect against claims of bodily injury or property damage resulting from their activities. The Board also may consider other types of insurance such as directors and officers (D&O) or errors and omissions (E&O) insurance.

### ***Section-6 Disbursement of Funds.***

All disbursements from the treasury shall require the documented authorization of the Board. The Board may establish a dollar amount above which board approval is required for disbursement of unbudgeted funds.

## **Article VIII: Amendments**

These Bylaws were adopted on **xxxx nn**, 2025 in Rochester NY by a consensus of the Board, and supersedes all previous Bylaws.

## Secular Humanists of Rochester NY, Inc - Bylaws

These Bylaws or any portion thereof may be amended through a consensus of the full Board of Directors. The changed bylaws shall be posted with haste in place of the previous bylaws.

### **Article IX: Dissolution Of Corporation**

Upon dissolution of SHOR assets shall be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any further federal tax code, or distributed to the federal government, or to a state and local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.