

HUMANISTS OF SARASOTA BAY, INC
REVISED JANUARY 29, 2024

ARTICLE I: NAME

- A. The name of this organization shall be Humanists of Sarasota Bay, Inc. (HUSBAY) in Florida
- B. All deliberative proceedings of the governing body of HUSBAY shall be conducted in accordance with its Bylaws, and Florida Statute 617 Corporations Not for Profit.

ARTICLE II: PURPOSES AND TENETS

- A. HUSBAY is a not-for-profit, secular organization that, without theism or other supernatural beliefs, is created to foster a community of Humanists and Freethinkers dedicated to improving the human condition through rational inquiry, creative thinking, and appropriate action. HUSBAY works in cooperation with the American Humanist Association and other Humanist organizations to meet these goals.
- B. In support of our purpose, we adopt the following goals:
 - 1. To lead an open discussion of the philosophical and moral basis of our society and to encourage ethical practices within our community and our country.
 - 2. To provide humanistic education in regard to issues that affect the human condition.
 - 3. To advocate, defend, and practice the principles of democracy, free speech, civil rights, and the separation of church and state as expressed in the Constitution of the United States, the Bill of Rights, and Supreme Court decisions.
- C. HUSBAY endorses the following tenets:
 - 1. Humanists are dedicated to the search for meaning and values through the use of critical intelligence, reason, and the scientific method. Humanists are committed to democracy, tolerance, compassion, community, peace, and equity.
 - 2. Humanists affirm the dignity and worth of each human being and assert that people are responsible for the realization of their aspirations and that they have within themselves and their community the potential for achieving those aspirations.
 - 3. Humanists believe that human beings are a part of nature, that they developed as a result of evolutionary processes, and that their values—ethical, political, social, economic—have their source in human experience and culture.

ARTICLE III: MEMBERSHIP

- A. Membership is open to all who support these purposes and tenets and pay annual dues as determined by the Board.
- B. Members are encouraged to attend all membership meetings of HUSBAY. They have the right to vote, appropriately present opinions, and openly discuss topics on the agenda.
- C. The Board reserves the right to meet in executive session to discuss sensitive issues as they may determine. Executive session is open only to Board members and invited participants. All votes will be taken in regular Board meetings.
- D. No person shall be denied membership based upon age, race, creed, color, national origin, sexual orientation, gender, disability, genetic predisposition, or marital status.

ARTICLE IV: BOARD OF DIRECTORS

All Directors shall be selected or elected from the current membership. Directors must maintain their membership as a condition of their service on the Board.

A. Duties and Responsibilities

- 1. The Board shall have supervision, control, and direction of the affairs of HUSBAY, shall determine its policies within the limits of the bylaws and Florida Statute 617, shall actively pursue its objectives, and shall have discretion in the paying of funds.
- 2. The President or the President's designate shall call the annual meeting of the membership to order and set regular meetings of the Board and the membership.
- 3. Any action of a Board member contrary to the approved policies and bylaws or Florida Statute 617, is prohibited.
- 4. A Director is not liable for any action taken as a Director or any failure to take action if he/she performed the duties of his/her office in compliance with the bylaws of HUSBAY and Florida Statute 617.
- 5. Directors, as a group in session, may:
 - a. Recommend changes, amendments, or repeal of bylaws not inconsistent with law and these bylaws.
 - b. Have and exercise all power to affect any and all purposes for which HUSBAY is organized.
 - c. Make mortgage and pledge any or all of its properties and income.
 - d. Make donations for the public welfare.
- 6. In no case shall proxy voting be allowed for making any determination.
- 7. The Board shall annually affirm and designate a registered agent and report a new agent to the Secretary of State as required by state statute.

B. Director Terms of Office

- 1. The Board of Directors shall consist of up to nine (9), but not less than five (5) members elected from the current membership of HUSBAY. If for any reason the number of seated Directors falls below the minimum number the remaining Board shall assume powers of the full Board. The President and Board shall refill the vacant seats within 90 days.
 - a. The immediate past president shall serve on the board for a term of one year.
- 2. The term of office for members of the Board of Directors, with the exception of the Immediate Past President, shall be three (3) years for each term.
- 3. Any vacancies that may occur on the Board shall be filled by a recommendation of the President and approval of the Board. Such appointment shall be valid until the next Annual Meeting at which time the appointee may stand for his/her first term of office.

4. Any Director shall be removed for demonstrable incompetence, dishonesty, manifest neglect of duty, or other just cause as determined by the Board of Directors by a two-thirds vote of the Board. Any Director may be removed from office with or without cause by the vote or agreement in writing by a majority of the entire membership.
5. Any Director wishing to resign from this Board must provide written notice of their desire to resign at any regular Board meeting.
6. Any Director absent from three (3) consecutive regular Board meetings without giving just cause to the Board shall be notified in writing by the Secretary that the Director has been removed from office for dereliction of duty.

C. Board Meetings

1. The Board of Directors shall hold at least one board meeting which shall take place before the annual meeting of HUSBAY. The Board will hold other meetings as necessary. Officers and Board members must attend meetings and vote either in person or virtually.
2. Special meetings of the Board. The President may call a special meeting of the Board. Additionally, two (2) Directors and/or six (6) members may submit a written request for a special meeting of the Board. Such requests will be provided to the President. All special meetings require that the Board receive the limited agenda and notice at least two (2) days before the meeting. WAIVER of NOTICE - the meeting may still be held, and business may still be conducted if the Directors sign a statement that waives notice, or if they attend the meeting without objecting to a lack of notice. Waiver shall be made part of the minutes.
3. Participation. The Board of Directors must allow all Directors present to participate in the meeting or allow the conduct of the meeting through the use of communication by which all directors may simultaneously hear each other during the meeting. Conference calls or computer connections which allow voice communication from the meeting room to remote Directors shall be permitted. Any Director participating by such a means is assumed to be present in person.
4. At all meetings of the Board of Directors, a majority of currently elected or appointed Directors present constitutes a quorum to carry on a meeting.
5. Votes on business items requiring Board approval that have been openly discussed at prior Board meetings by the current Board members may be conducted by email or text.

ARTICLE V, OFFICERS

A. The Board of Directors will meet immediately after the annual meeting to elect from its membership a President, a Vice President, a Treasurer, and a Secretary for one year terms with the following responsibilities:

B. President:

1. Serve as chief executive officer of the Board of Directors and preside at all meetings of the Board and of the membership.
2. Provide general supervision of all activities of HUSBAY.
3. Represent the Board to the public and sign documents as directed by the Board.
4. Ensure that all meetings of the Board and membership are conducted in accordance with these Bylaws and ensure that accurate minutes of each meeting are taken.
5. Prepare an agenda for each meeting, accepting input from other Directors before a meeting, ensuring that each Director is sent the agenda and relevant material at least two (2) days before the meeting.

C. Vice President:

1. Perform the duties of the President in the event of a temporary disability or absence of the President.
2. Work with the President to receive training in the position of President and act as an adjutant to the President.

D. Treasurer:

1. Hold all funds deposited with him/her.

2. Pay debts at the direction of the Board.
3. Sign HUSBAY checks or arrange for the President to do so.
4. Prepare an annual financial report for distribution to the Directors thirty (30) days prior to the annual meeting.
5. Prepare a financial report through the end of the previous month to be provided to the Board members two (2) days before each regular meeting for inclusion with the agenda.

E. Secretary:

1. Handle correspondence of the Corporation with the direction of the Board.
2. Oversee maintenance of membership records.
3. Keep and maintain minutes of all meetings to include: kind of meeting, name of the assembly, date, time, place, Directors present, acceptance and/or revisions of minutes of the previous meeting, all motions, made and seconded, (unless withdrawn) points of order, appeals, and whether or not sustained or lost, time of adjournment.
4. Distribute minutes of a meeting to Board members no later than fifteen (15) days following the meeting and ensure that an official copy of the minutes is filed after approval.

ARTICLE VI: MEETINGS AND ELECTIONS

A. Annual Meeting

1. HUSBAY shall hold an annual meeting each January at a time and place determined by the Board of Directors, with thirty (30) days written notice to the members of the date and agenda. Agenda items may be added at the Annual Meeting of HUSBAY by a majority vote of the members present.

B. Elections

1. The membership shall elect board members at the Annual Meeting. The term of office of all elected board members shall be for three years and shall begin on the date of the Annual Meeting.
2. One (1) month prior to the annual meeting a nominating committee consisting of two members of the Board and two from the general membership will be appointed by the President to propose a slate of candidates for the next election.

C. Regular Meetings

1. HUSBAY shall hold regular meetings throughout the year, as determined by the Board, to promote its purposes and conduct its business.

ARTICLE VII, AMENDMENTS:

1. Any proposed amendments to the bylaws must first be approved by a two-thirds (2/3) vote of the Board of Directors. After Board approval, the proposed amendments will be presented to the membership with pro and con arguments at least three (3) weeks prior to the annual meeting. Ballots must be submitted by the start of the annual membership meeting. To be adopted, amendments require a majority of votes cast.

ARTICLE VIII, DISSOLUTION:

1. HUSBAY shall use its funds only to accomplish the objectives and purpose specified in these bylaws and no part of its funds shall inure or be distributed to the members of HUSBAY. On the dissolution of HUSBAY, any funds or assets remaining, after all debts and obligations are discharged, shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization to be selected by the Board of Directors.

