

BYLAWS
FIRST COAST FREETHOUGHT SOCIETY, INC.
Adopted by the Board of Directors, September 10, 2006

ARTICLE I: NAME

The name of this organization is the First Coast Freethought Society, Inc.

ARTICLE II: PURPOSE AND MISSION STATEMENT

Whereas freethinkers, skeptics, agnostics, atheists, nonbelievers, and secular humanists are dedicated to the search for meaning and values for individuals and society through reliance on critical intelligence, reason, and the scientific method; and

whereas freethinkers examine and question all belief systems and ideologies with equal rigor and interest; and

whereas freethinkers believe that all ethical, political, and social values should be derived through rational processes and based on the human experience in the material world; and

whereas freethinkers acknowledge the dignity and rights of all individuals and seek to enhance the potential for all individuals and human society to realize their potential through the nurturing of the rational intelligence of humanity,

the First Coast Freethought Society (FCFS) shall serve the needs of the secularists of Northeast Florida, promote the ideas of freethought and secular humanism, and advocate for principles and policies, such as the separation of state and church, which protect the rights of secularists and promote the application of science and reason to solving world problems.

ARTICLE III: MEMBERSHIP

Membership in the organization shall be open to all dues-paying persons, otherwise known as members in good standing, who support the purpose and mission stated in Article II of these Bylaws. Dues shall be set by the Board. Members in good standing have full voting rights, may be elected to or appointed to the Board, and may serve on committees.

ARTICLE IV: OFFICERS

This organization shall have the following officers: President, Vice President, Treasurer, Secretary, Board Member-at-Large, and Immediate Past President. The President, Vice President, Treasurer, and Secretary shall be elected by the general membership; the Board Member-at-Large shall be recommended by the President and approved by the Board. There may be other officers as determined by the Board, who shall be recommended by the President and confirmed by the Board and whose duties shall be specified by the Board and whose positions shall terminate with the expiration of the term of office.

All officers shall serve a term of one year. The President and Vice President shall be eligible to serve two consecutive terms, after which they shall be ineligible to hold the same office for one year. The Treasurer and Secretary shall be eligible to serve four consecutive terms, after which they shall be ineligible to hold the same office for one year.

An officer may be removed from the board for misconduct or inability to perform the duties by a two-thirds vote of all Board members. The charges shall be submitted in writing at a Board meeting, a copy given to said officer, and the expulsion vote shall take place at the next Board meeting.

The President shall appoint a successor to fill the unexpired term of any officer with the approval of the Board.

The President (1) shall serve as the Chief Executive Officer of this organization; (2) shall chair all public, Board, and special business meetings; (3) shall be the official spokesperson of the organization or designate another member to speak publicly for the organization; (4) shall be responsible for compiling the board meeting agenda; and (5) shall be an ex-officio member of all committees except the Nominating and Audit Committees. Other officers and committee chairpersons shall consult the President about their activities. The President shall report board activities through the Society's newsletter.

The Vice President (1) shall chair the Program Committee; (2) shall become President if the President's office becomes vacant; (3) shall assume the office temporarily if the vacancy is temporary; and (4) shall assist the President as requested.

The Treasurer (1) shall chair the Finance Committee; (2) shall keep records of money received and spent; (3) shall safeguard the organization's funds; (4) shall invest funds, with Board approval; (5) shall submit an annual budget to the Board; (6) shall submit quarterly and annual reports to the board; (7) shall file the State of Florida Corporation Annual Report between January 1 and May 1 of each year; and (8) shall file forms with the IRS, Department of the Treasury, as outlined in the FCFS Tax-Exempt Letter dated April 11, 2005.

The Secretary (1) shall record the minutes of Board meetings and special business meetings; (2) shall handle the Board correspondence; (3) shall maintain a permanent file of the Bylaws and other documents including minutes of the Board meetings and special business meetings, Officers' and Committee Chairpersons' reports, newsletters, correspondence, policies and procedures; and (4) shall perform other duties as assigned by the President and the Board.

ARTICLE V: BOARD OF DIRECTORS

The Board of Directors shall be composed of the President, the Vice President, the Treasurer, the Secretary, one Board Member-at-Large recommended by the President and approved by the Board, and the Immediate Past-President. The Board shall manage the affairs of this organization. Three (3) voting members of the Board shall constitute a quorum.

ARTICLE VI: MEETINGS

Public meetings of this organization shall be held monthly (unless otherwise determined by the Board) at a time, site, and date determined by the Board.

Special business meetings can be called at the discretion of the board and are open to all members in good standing. All members present shall be entitled to vote, and all votes shall have equal value. Eleven members, who must include three voting members of the Board, shall constitute a quorum.

Board meetings shall be held at least twice yearly or at the discretion of the Board. The President has the discretion to invite certain members in good standing to attend a Board meeting. Those members are not eligible to vote at these meetings.

ARTICLE VII: COMMITTEES

The standing committees shall be Program, Finance, Audit, Long-Range Planning, and Nominating. Other committees may be appointed by the President subject to approval by the Board as the need arises.

The Program Committee, chaired by the Vice President, shall coordinate activities for public meetings.

The Finance Committee, chaired by the Treasurer, shall prepare a budget for the fiscal year and recommend membership dues for that year. This committee shall report to the Board.

The Audit Committee, subject to approval of the Board, shall be appointed by the President at the first Board meeting of the year, shall audit the Treasurer's accounts and records at the close of the fiscal year and other times as determined the Board, and shall report to the membership through the newsletter.

The Long-Range Planning Committee, subject to approval of the Board, shall be appointed by the President at the final Board meeting of the year and shall submit a five year framework of goals consistent with the organization's mission statement to the Board at the first Board meeting of the following year, when appropriate. At the first Board meeting of the year, the committee will also submit an Annual Plan to the board which works toward achieving these goals.

The Nominating Committee, subject to the approval by the Board, shall be appointed by the President in September and shall recommend a slate of candidates for election.

ARTICLE VIII: FINANCES

The fiscal year of this organization shall be from January 1st to December 31st.

Notwithstanding any other provisions of these articles, this organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not carry on any activities not permitted to be carried on by an

organization exempt from Federal income tax under 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

No substantial part of the activities of this organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986, as amended), nor shall this organization participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

In any taxable year in which this organization is a private foundation as described in Section 509(a) of the Internal Revenue Code, this organization shall distribute its income for said period at such time and manner as not to subject its income to tax under Section 4942 of the Internal Revenue Code, and this organization shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, (c) make any investments in such a manner as to subject this organization to tax under Section 4944 of the Internal Revenue Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws.

No part of the income, net earnings, or assets of this organization shall inure to the benefit of any member, director, officer of this organization, or any private individual.

ARTICLE IX: ELECTIONS

The means of electing the officers will be to publish the slate and the ballot in the November newsletter. Voting will be by mail-in ballot post marked no later than December 1st. Write-in candidates are allowed on the ballot. The officers shall be elected by a majority of ballots received from members in good standing, and the results of the voting will be announced at the December public meeting.

ARTICLE X: EXTRAORDINARY ACTION

(A) EXPULSION

Any member may be expelled by a majority vote of the Board present and voting at a Board meeting for seriously obstructing this organization's business, misappropriating this organization's name or funds or acting officially in a manner that discredits this organization. The charges shall be submitted in writing at a Board meeting, a copy given to said member, and the expulsion vote shall take place at the next Board meeting.

(B) DISSOLUTION

This organization may be dissolved at any special business meeting by a two-thirds affirmative vote of the membership, provided that the resolution has been submitted in writing at least ninety days prior to the dissolution vote and has received a four-fifths affirmative vote of the Board. No member, officer of this organization or any private individual shall be entitled to share in the distribution of any of this organization's assets on dissolution of this organization.

In the event of dissolution, all of the remaining assets and property of this organization shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules contained in the most recent edition of *The Standard Code of Parliamentary Procedure*, by Alice Sturgis, published by McGraw-Hill, Inc., shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order this organization may adopt.

The Parliamentarian shall be appointed by the President, shall advise the presiding officer and members as to proper parliamentary procedures, and shall chair the Bylaws Committee if one is appointed.

ARTICLE XII: AMENDMENTS TO BYLAWS

An amendment to the bylaws may be proposed to the Board by any member. If approved by the Board, the amendment shall be submitted to the membership via the newsletter for vote. Passage of an amendment shall require a two-thirds majority of votes received from members in good standing.

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