

## WASH BYLAWS

The current Bylaws of WASH were approved by the WASH Membership and became effective on 15 May 2006.

### ARTICLE I

#### Name and Purpose

Section 1. The name of the organization is Washington Area Secular Humanists, Inc. (WASH).

Section 2. WASH is a non-profit Maryland corporation established to provide educational, scientific, and literary services to members and the public from a humanist perspective.

### ARTICLE II

#### Membership

Section 1. Membership. A member of WASH is any person who subscribes to the principles and goals of WASH, has applied for WASH membership, and has paid the established dues. Persons who join as part of a Household/Family membership must be at least eighteen years of age, and must reside in the same household.

Section 2. All members in good standing shall have the right to vote, to stand as candidates for election to the board of directors, and to participate in all WASH activities and functions. The board of directors may limit, suspend or revoke the privileges of any member, and may expel a member, as described in Article X.

### ARTICLE III

#### Governing Body

Section 1. Powers. The affairs of WASH shall be managed by a Board of Directors, hereinafter referred to collectively as the "Board" and individually as "Directors." The Board shall have the sole power, on behalf of WASH, to enter into contracts, execute and deliver instruments, issue official statements, accept contributions, gifts and bequests for general or special purposes, and approve expenditures. The board may, at its discretion, delegate these functions to individual Directors, committees or other individuals if such delegation is consistent with the applicable sections of the Maryland Code, the Articles of Association, and these Bylaws. The board shall establish policies and operating procedures for WASH, establish the membership dues structure, maintain membership records, and carry out the duties assigned to it by the Maryland Code, the Articles and these Bylaws.

Section 2. Composition. The Board shall consist of 11 WASH members elected by the membership in accordance with Article VI. Directors need not be residents of Maryland.

Section 3. Tenure. Except as provided in Section 9, Directors shall serve terms of approximately two years. The Directors shall be divided into two classes, one of 5 and one of 6. The terms of the classes shall begin and end in alternate years.

Section 4. Meetings. The Board shall meet at least once each calendar year. A meeting of the Board may be called by the President, either on the President's own volition or at the request of any three Directors. The Board will establish rules regarding adequate notification of Board meetings. The Board may decide, on a case by case basis, that a meeting or portion of a meeting should be closed. The minutes of closed meetings or portions of meetings will be recorded separately, and will be incorporated into published minutes by reference.

Section 5. Parliamentary Authority. Robert's Rules of Order, Modern Edition, Completely Revised by Darwin Patnote, 1989 edition, shall govern conduct of Board meetings. In case of conflict between the Bylaws and the parliamentary authority, the Bylaws shall take precedence.

Section 6. Quorum and Voting. A simple majority of Directors shall constitute a quorum, except that, if the Board consists of an even number of Directors, the quorum shall consist of one-half of the number of Directors. Unless otherwise specified in the WASH Bylaws, decisions of the Board shall be determined by simple majority vote of Directors present and voting.

Section 7. Actions Requiring Approval of 2/3 of the Entire Board. When the Bylaws specify that an action requires approval of 2/3 of the entire board (Art. VII, Sect. 3, Art. VIII, Sect. 2 or Art. X Sects. 1 and 2), such an action shall be approved by vote at a board meeting if it receives a number of affirmative votes equal to at least 2/3 of the total number of Directors. If it receives less than this number of affirmative votes, and the number of Directors absent from the meeting is such that affirmative votes by those Directors would have met or exceeded the 2/3 requirement, the Secretary shall contact the absent members as soon as possible after the meeting, and request that they submit votes, in writing, on the question. The action shall be approved if the total of affirmative votes cast at the meeting, and affirmative votes submitted in writing by Directors who were absent from the meeting, is at least 2/3 of the total number of Directors. The board shall establish a time limit for the receipt of written votes.

Section 8. Actions Taken Without A Meeting. Any action required or permitted to be taken at a meeting of the Board or of committee of the Board may be taken without a meeting if a unanimous consent which sets forth the action is given in writing or by electronic transmission to by each member of the Board or committee. The consents shall be filed with the minutes of the proceedings of the board or committee.

Section 9. Vacancies. A vacancy on the Board shall be filled by the Board as soon as possible, and the replacement Director shall serve until the next annual membership meeting. If, because of the application of this Section, the number of vacancies to be filled by an annual election is greater than the size of the class whose terms expire that

year in accordance with Section 3, the terms of the Directors elected to fill the excess vacancies shall be one year instead of two years to ensure an equal rotation of terms.

## ARTICLE IV

### Officers

Section 1. Officers. The officers of WASH shall be: President, Vice President, Secretary, and Treasurer.

Section 2. Elections. Officers of WASH shall be elected by the Board from among the Directors shortly after each annual WASH membership election of Directors.

Section 3. Duties of the President. The President shall be the principal officer of WASH and shall supervise and control all of its business affairs. The President shall preside at all meetings of the Board, and he/she or his/her designated representative shall preside at all membership meetings. The President shall sign, with the Secretary or any other officer of WASH designated by the Board, any and all contracts, deeds, mortgages, and other papers and instruments authorized by the Board or required under federal law or the laws of Maryland, or under the laws of any other state in which WASH may do business. When presiding at Board and membership meetings, the President shall not vote except in the following three cases: 1) The vote is taken by secret ballot, 2) The vote is on an action that requires more than a majority of members present and voting for adoption, 3) The President's vote would affect the outcome. In the third case, the President shall call for the vote as usual and, after the result is announced, shall have the option to cast his/her vote if doing so would either break or create a tie.

Section 4. Duties of the Vice President. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and shall have all the powers and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as shall be assigned by the President or by the Board.

Section 5. Duties of the Secretary. The Secretary shall keep the minutes of Board meetings and WASH membership meetings, and shall maintain a book of minutes. The Secretary shall be custodian of the corporate records and of WASH's corporate seal and shall see that the corporate seal is affixed to documents as necessary. The Secretary shall perform such other duties as may be assigned by the President or the Board.

Section 6. Duties of the Treasurer. The Treasurer shall have charge and custody of and responsibility for all funds and securities of WASH, shall receive and give receipts for moneys due and payable to WASH from any source, and deposit all such moneys in WASH's name in such banks or other depositories as shall be approved by the Board. The Treasurer shall perform such other duties as may be assigned by the President or the Board. The Treasurer shall make a report on the status of all accounts, debts, moneys due and other financial matters at each meeting of the Board.

Section 7. Succession of Officers. If the President resigns, is deceased or is removed from office, the Vice-President shall automatically assume the office of President, and the Board shall appoint a replacement for the Vice-President. If any other officer resigns, is deceased or is removed from office, the Board shall appoint a replacement. Replacement officers appointed under this Section shall serve for the remaining term of the officer they replace.

## ARTICLE V

### Committees

Section 1. Executive Committee. The Board shall establish an Executive Committee consisting of three Directors. The President and The Secretary shall be ex-officio members of the Executive Committee. The third member shall be selected by vote of the Board and shall serve until replaced.

Section 2. Executive Committee: Meetings. Meetings of the Executive Committee shall be called by the President as required. Meetings may be held by telephone or other electronic means as long as all participating members can hear each other, or read each others' remarks, at the same time. A quorum shall consist of all three members. Decisions of the committee shall require three affirmative votes. The Secretary shall prepare minutes of Executive Committee meetings and present them for review at the next meeting of the Board.

Section 3. Executive Committee: Powers. Decisions of the Executive Committee shall be considered to be decisions of the Board. The Executive Committee may take any action that is allowed to be taken by the Board under the Maryland Code, the Articles of Incorporation and these Bylaws and the Maryland Code, with the following exceptions:

- A. Proposing amendments to the Bylaws,
- B. Proposing to the membership any action that would require approval of the membership under the bylaws,
- C. Removing an officer from office,
- D. Appointing or removing a director,
- E. Expelling or otherwise disciplining a member of WASH,
- F. Approving expenditures in excess of \$500.00, or committing WASH to contractual obligations in excess of \$500.00,
- G. Dissolving the organization.

Section 4. Other Committees. The Board may establish or abolish other committees as needed. Chairs of these committees shall be appointed by and serve at the discretion of

the President with the concurrence of the Board. Committee members shall be appointed by and serve at the discretion of the committee Chair.

## ARTICLE VI

### Elections

Section 1. Elections for Directors shall take place at an annual membership meeting.

Section 2. At least 90 days before the annual election the Board shall publish a notice to the WASH membership of the date and place of the annual membership meeting. This notice shall also inform the WASH membership of the procedure for nominating Director candidates in Section 4 below, and of the procedure for absentee voting in Section 6 below.

Section 3. Director candidates may be nominated by the Board and by each Chapter. Chapter Coordinators will provide the names of Chapter nominees to the Secretary not later than 45 days prior to the date of the annual membership meeting

Section 4. Director candidates may also be nominated by the WASH membership by mailing to the WASH address a nominating petition containing the name of the candidate, a signed certification by the candidate that he or she agrees to serve if elected, and at least three other signatures of WASH members in support of the candidate. This notice must be received by WASH at least 60 days prior to the date appointed for the annual membership meeting.

Section 5. Names of nominees shall be provided to the members at least 30 days prior to the date set for the annual membership meeting. Candidates may, at their discretion, submit a short notice detailing their qualifications and interests as a potential Director. Such submissions shall be provided to the members along with the list of Candidates. Nominees may not be made from the floor at the annual membership meeting.

Section 6. At the annual membership meeting, if the number of nominees does not exceed the number of vacancies, the nominees will be considered elected without a formal vote. If the number of nominees exceeds the number of vacancies, a vote shall be taken by secret ballot. Each member shall be entitled to one vote for each vacancy, and may not cast more than one vote for any individual candidate. The nominees who receive the highest number of votes, including write-in votes as described in Section 7, shall be considered elected.

Section 7. Absentee voting. Members who are unable to attend the annual membership meeting may vote by absentee ballot. Instructions for absentee voting shall be provided to all members as described in Section 2. Absentee ballots must be received by mail at the WASH address not later than the day before the scheduled date of the annual membership meeting.

## ARTICLE VII

## Chapters

Section 1. Formation. Any group of five or more members of WASH in good standing may petition the Board to form a Chapter. The petition shall include the names of the members forming the chapter, the name of the member to be designated as Chapter Coordinator, and the proposed name of the Chapter. The Board will review and act upon Chapter petitions as soon as possible. A simple majority vote of Directors is required to authorize formation of a local Chapter. Chapter names shall be appropriate to the Chapter's normal meeting location.

Section 2. Chapters shall conduct their affairs so as not to conflict with any provisions of the Maryland Code, the Articles of Incorporation, and these Bylaws. Chapters are not legally distinct from WASH, and shall identify themselves as part of WASH in all documents, correspondence and publicity materials.

Section 3. Authorization of a Chapter can be discontinued by an affirmative vote of 2/3 of the Directors. Chapters whose authorization has been discontinued will not be deemed officially sponsored activities of WASH.

Section 4. Chapter Procedures. Local Chapters will establish their own rules and procedures, including the method of choosing the Chapter Coordinator and the establishment of other Chapter officer positions. The Chapter Coordinator shall be responsible for ensuring that the Chapter's activities conform to these Bylaws and to other policies and procedures established by the Board. Whenever the Chapter Coordinator is replaced, the incoming Coordinator will inform the Secretary of his/her acceptance of the position.

Section 5. A Chapter may, at its discretion, appoint any member to be that Chapter's representative to the Board. If the appointee is not a Director, the Board shall invite him/her to attend all open Board meetings as a non-voting representative.

## ARTICLE VIII

### Special Interest Groups

Section 1. Any WASH member may organize a Special Interest Group (SIG).

Section 2. SIGs shall conduct their affairs so as not to conflict with any provisions of the Maryland Code, the Articles of Incorporation, and these Bylaws.

Section 3. Authorization of a SIG can be discontinued by an affirmative vote of two-thirds of the Directors. SIGs whose authorization has been so prohibited will not be deemed officially sponsored activities of WASH.

## ARTICLE IX

### Amendments to the WASH Bylaws

Section 1. The Board may propose amendments to the Bylaws by distributing the proposed amendments to the members at least 60 days prior to a proposed effective date. The notice of proposed amendments will include notification to members of their right to reject any proposed amendments under the provisions of Sections 2 and 3 below, and an explanation of the procedure for doing so.

Section 2. Any WASH member may vote against a proposed amendment by mailing a notification to that effect to the WASH address at least 30 days prior to the proposed effective date for the changes. The proposed amendment will become effective on the proposed effective date unless it is rejected by the membership as provided in Section 3.

Section 3. If, by the proposed effective date for an amendment, the number of votes against the proposed amendment equal to at least ten (10) percent of the number of members, the amendments will be considered rejected.

## ARTICLE X

### Disciplinary Actions

Section 1. The Board may remove any officer from office, and may remove any Director from the Board, if the said officer or Director engages in conduct that is injurious to WASH, or that tends to injure the good name of the organization, disturb its well-being, or hamper its work. Removal of an officer or director shall require an affirmative vote of 2/3 of the Directors, excluding the Director accused of the injurious conduct.

Section 2. The Board may temporarily or permanently limit, suspend or revoke any of the membership privileges of a member, or may expel a member from WASH, if the said member engages in conduct that is injurious to WASH, or that tends to injure the good name of the organization, disturb its well-being, or hamper its work. Limitation, suspension, revocation of membership privileges, or expulsion from membership, shall require an affirmative vote of 2/3 of the Directors.

Section 3. Before taking any of the actions described in Sections 1 and 2, the Board shall conduct a thorough investigation of the circumstances and, if action is deemed appropriate, shall draw up written charges and specifications against the accused. The Board shall provide the accused the opportunity to hear and respond to the charges. The investigation process shall be conducted in accordance with Section 66 of the parliamentary authority, or an equivalent process established by the Board.

## ARTICLE XI

### TRANSITIONAL ARRANGEMENTS

The Board shall, within three months of the date on which this Bylaws revision becomes effective, adopt a plan for transitioning from the current board composition to the composition specified in Article III. The transition shall be completed not more than three

years after the effective date of the revision, and shall be consistent with the provisions of the Maryland Code, the Articles of Incorporation, and these Bylaws. During the transition period, the number of directors may temporarily exceed the number specified in Article III, but shall not exceed the number of directors in office at the time the revision becomes effective.