

Code of Regulations of the Secular Student Alliance

Article I – Name and Purpose

Section 1: NAME – The name of this organization shall be the Secular Student Alliance.

Section 2: PURPOSE – The purpose of the Secular Student Alliance is to bring about a society in which the ideals of scientific rationality, secularism, and human based ethics flourish. Whereas many other organizations already exist to spread these values to off-campus populations, the Secular Student Alliance focuses on fostering these values among high school and college students.

The Secular Student Alliance specifically seeks to organize, unite, educate and serve students and student communities that promote the ideals of scientific rationality, secularism, and human based ethics.

Section 3: NONPROFIT STATUS – The Secular Student Alliance shall be a nonprofit corporation and is not empowered to engage directly or indirectly in any activity, including distribution of its assets upon dissolution, that would invalidate its status as an organization exempt from federal income taxation under 501(a) of the Internal Revenue Code of 1986. The officers of the Secular Student Alliance shall have broad discretion to curtail activities of members which conflict with the tax-exempt purpose of the Secular Student Alliance; and the Board of Directors may impose sanctions upon members when necessary to protect the integrity of the Secular Student Alliance’s tax status.

Article II – Membership

Section 1: QUALIFICATIONS – Any individual who agrees with the purpose of the Secular Student Alliance is eligible for membership.

Section 2: AFFILIATES – The Board of Directors may establish one or more classes of individuals or entities associated with the Secular Student Alliance. Such individuals or entities shall be referred to as “Affiliates.” The privileges, rights and duties of any class or classes of Affiliates shall be as provided by the Board of Directors, subject to the terms of the Regulations.

Section 3: ADMISSION – Decision to admit members shall be made by an officer of the Secular Student Alliance, designated by the Board of Directors. In the event that an applicant is not accepted for membership by the officer, the applicant may appeal the decision to the Board of Directors, which shall vote on the final membership admission decision.

Section 4: FEES, DUES AND ASSESSMENTS – The Membership Dues Schedule shall be approved by a two thirds majority vote of the Board of Directors. Dues may include opportunities to volunteer in place of payment. Dues for students shall always be lower than dues for non-students.

The Membership Dues Schedule shall designate each class of membership as either a voting membership or non-voting membership. Non-voting members will be ineligible to run for the Board of Directors or vote in the Board of Directors election.

Section 5: TERMINATION – The membership of any member shall terminate upon the occurrence of any one or more of the following:

a) *Resignation* – Any member may resign from the Secular Student Alliance in writing or e-mail filed with the Secretary of the Secular Student Alliance. Resignation does not release the resigning member from the payment of any membership fees, dues or assessments which are due and owing prior to the resignation. Further, no pro

rata refund for any membership fee, dues or assessments shall be made for the balance of the period in which the resignation is effective.

b) *Expiration* – A membership issued for a period of time shall expire when the period of membership has elapsed unless the membership is renewed. The Membership Dues Schedule shall describe the duration of a membership.

c) *Dues and Assessments* – Membership shall terminate upon failure of the member to pay dues or assessments within the time periods established by the Board of Directors.

d) *Expulsion or Suspension* – Membership shall terminate upon the determination of the Board of Directors after hearing duly held by a committee with no fewer than two Directors designated by the Board of Directors to make such determination, that the member has failed in a material respect to observe conduct befitting a member of the Secular Student Alliance as determined by the Board of Directors. Following the determination by the committee that a member should be expelled or suspended, the member must be contacted by certified mail, setting forth the expulsion or suspension and reasons therefor.

The member being expelled or suspended shall be given an opportunity to appeal their expulsion or suspension in writing. The appeal shall be reviewed the entire Board of Directors. Following review of the appeal, the Board of Directors shall take a majority vote. Any action challenging an expulsion or suspension of membership must commence within thirty days after the date of the expulsion or suspension.

Section 6: REINSTATEMENT – Suspended or expelled members may be reinstated at the discretion of the Board of Directors.

Section 7: PROPERTY RIGHTS – No member shall have any right or interest in any of the property or assets of the Secular Student Alliance.

Section 8: NONLIABILITY – No member shall be liable for the debts, liabilities, or obligations of the Secular Student Alliance.

Section 9: NONTRANSFERABILITY – No member may transfer his or her membership or any right arising there from, and all rights of membership shall cease upon the member’s death, resignation, or expulsion.

Section 10: VOTING AND MEETINGS

a) *Scope* – The membership may vote only on the election of Directors to the Board of Directors. Only the voting members in good standing may vote on the election of Directors to the Board of Directors.

b) *Method* – A vote of the membership must be conducted in a meeting open to all voting members. Meetings may be held in person or electronically through a system that allows contemporaneous communication by all voting members. Voting members may designate proxyholders to vote in a membership meeting. The collection and counting of votes shall be conducted by the staff and overseen by at least one Director; candidates for election may not oversee the collection and counting of votes.

c) *Annual Meeting* – An annual meeting of voting members shall be held at a place and date specified by the Board. The Board shall provide written or electronic notice to all voting members no less than fourteen days before the date of the meeting, and shall explain therein the procedure by which voting members can vote by proxy if they are unable to attend.

Article III – Board of Directors

Section 1: POWERS – Subject to the limitations of the Articles of Incorporation, the Code of Regulations, and the laws of the States of its incorporation and operations and the United States Government, the general management of the affairs of this Secular Student Alliance shall be vested in a Board of Directors. The Board of Directors shall have control of the property of the Secular Student Alliance and shall determine its policies with the advice of its various committees. It shall have power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this Secular Student Alliance and to promote its best interest.

Section 2: NUMBER OF DIRECTORS – There shall be no fewer than five and no more than twelve Directors.

Section 3: ELIGIBILITY – Any voting member in good standing who is neither a member of the nominating committee nor a member of the Board of Directors who casts a vote on the list of prospective candidates is eligible to run for election to the Board of Directors. No other person is eligible to run for election to the Board of Directors. Directors may not continue to serve on the Board if their voting membership terminates.

Section 4: TERMS – Directors shall serve two-year terms. A Director who has served three consecutive terms may only be re-elected after one year has passed.

Section 5: RECRUITMENT AND NOMINATION –

- a) *Nominating Committee* – Prior to each election an ad hoc nominating committee consisting of at least two board members shall be formed.
- b) *Recruitment* – The chair of the nominating committee shall announce the election to all members and ask for nominations. The nominating committee shall actively recruit potential candidates.
- c) *Nomination by the Board* – The nominating committee shall recommend a set of candidates to be nominated to the full Board of Directors. Candidates may be nominated by a majority vote of the Board of Directors, excluding those who are candidates for nomination by the Board.
- d) *Nomination by Petition* – Any candidate who is not nominated by the Board of Directors may seek to be nominated by a petition of five percent of the voting membership. Candidates shall be allowed at least two weeks after being informed of the Board of Director’s decision to pursue signatures on their petitions before voting may begin. If a candidate so requests within 48 hours of being informed of the Board of Director’s decision, the Chair shall distribute such petitions to at least ninety percent of the voting members. Voting members shall be allowed at least one week to respond to a petition distributed by the chair before voting may begin.

Section 6: ELECTION

- a) *Time* – The election of Directors shall occur at a meeting of the voting members, scheduled at the discretion of the Board, as described in Article II, Section 10. Elected Directors' terms shall begin on May 1st and end on April 30th after the term length specified in Section 4.
- b) *Method* – If the number of nominees is less than or equal to the number of vacancies on the Board, voting members may vote “Yes” or “No” on each candidate, and any candidate for whom the majority vote “Yes” is elected. If the number of nominees is greater than the number of vacancies, voting members may vote for any number of candidates up to the number of vacancies; up to the number of vacancies, the candidates with the most votes, and at least a majority, are elected. Ties shall be broken by the Chair. There is no quorum for this election.
- c) *Special elections* – At its discretion, the Board of Directors may vote to fill an empty Board position by

appointment. A two-thirds majority is required for this vote. A Director thus elected shall serve a term ending at the next regular election period. This term shall not count toward the term limit specified in Section 4.

d) *Inability to contact* – If the Chair is unable to reach a Director-elect by telephone or electronic mail within two weeks after a first attempt, he or she may assume that the Director-elect does not wish to serve out a term and declare the position vacant.

Section 7: MEETINGS

a) *Quorum* – More than half of the Board of Directors constitutes a quorum. This applies to all votes, whether in meetings or by correspondence.

b) *Notice* – The Board shall meet at a regularly scheduled time and day. The Chair of the Board is responsible for reminding the Board to attend, and tracking attendance.

c) *Frequency* – The Board shall meet at least once per quarter unless extraordinary circumstances prevent a meeting.

d) *Method* – Meetings shall be either in person, via teleconferencing, or over real time Internet Chat. At least once per year, the Board shall meet in person.

e) *Notice* – A Director who cannot attend must notify the Chair of the Board, or the Board as a whole, as soon as possible prior to the meeting.

Section 8: OBSERVERS – In the event that a Director is unable to attend a meeting of the Board, the Director may send an observer to that meeting, provided the Director has obtained the prior approval of a majority of the Board. An observer attending at the request of the Director may not be heard by the Board unless recognized. The Director appointing the Observer shall be held accountable for any privileged information the Observer shares outside the Board.

Section 9: FEES AND COMPENSATIONS – Directors may not receive compensation for serving on the Board or on any committee. Compensation does not include reimbursement for travel expenses incurred traveling to conduct business of the Secular Student Alliance. No currently serving Director shall serve as a paid employee or consultant. Corporate funds may not be expended to support the election of a candidate for Director, except as described in Article III Section 5 above.

Section 10: RESIGNATION AND REMOVAL

a) *Resignation* – Any Director may resign at any time by giving written notice to the Board of Directors, or to the Chair of the Board.

b) *Removal for Cause* – The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or, in case the Secular Student Alliance is holding assets in charitable trust, been found by a final order or judgment to have breached any duty arising as a result of Section 7238 of the Nonprofit Corporation Law. In addition, the Board of Directors shall declare vacant the office of a Director who has failed to attend four consecutive regularly scheduled Board meetings.

c) *Removal without Cause* – Upon a two-thirds majority vote of the Board of Directors, a Director may be removed from the Board. The Director being removed will be given a reasonable opportunity to defend himself or herself before the vote.

Section 11: AUTHORIZATION OF PUBLIC STATEMENTS – Only the paid staff and Board of Directors have authority to speak on behalf of the Secular Student Alliance, unless the Board of Directors has authorized a person to speak on behalf of the Secular Student Alliance by majority vote. The Chair can remove this authorization at will. The Chair can be compelled to remove this authorization by a majority vote of the Directors.

Section 12: ACTION WITHOUT MEETINGS – Any action required or permitted to be taken at a Board meeting may instead be taken by unanimous consent of all Directors through electronic or written communication. Such a motion shall pass only if every Director responds affirmatively to the Chair's request for unanimous consent.

Article IV – Officers

Section 1: OFFICES – The principal officers of the Secular Student Alliance are a Chair, a Treasurer, and a Secretary, and such other officers as the Board of Directors may appoint. One person may hold, at most, two offices simultaneously.

Section 2: NOMINATION AND ELECTION – The officers of the Secular Student Alliance shall be elected by the Board of Directors. Each officer shall hold his or her office until the next officer election, or until he or she resigns or is removed from his or her office. Officer elections shall be held at the first in person board meeting occurring nine months or more after the previous officer elections, unless the board schedules officer elections for another date. Each candidate for an officer position must be a voting member in good standing who is nominated by one or more Directors of the Secular Student Alliance in order to be eligible for election. Officers are elected by a majority of the Board of Directors; runoff elections may be held as necessary. All other procedures governing nomination and election of officers shall be established by resolutions of the Board of Directors.

Section 3: RESIGNATION AND REMOVAL

a) *Removal* – Any officer may be removed, with or without cause, by the Board of Directors at any regular or special meeting thereof by a majority vote.

b) *Resignation* – Any officer may resign at any time by giving written notice to the Chair or to the Secretary of the Secular Student Alliance. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified, the Board's acceptance of such resignation shall not be necessary to make it effective. Such resignation shall not prejudice the rights of the Secular Student Alliance under any contract to which the officer is a party.

Section 4: VACANCIES – A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Regulations for regular appointments to such office.

Section 5: CHAIR – The Chair is responsible for the scheduling and execution of meetings of the Board of Directors, unless otherwise arranged by the Chair. As the Chair has the power of setting the agenda and running meetings, the Chair does not get a vote during meetings except in the case of a tie. The Chair's vote breaks any tie.

Section 6: TREASURER – The Treasurer shall oversee the financial and accounting matters of the Secular Student Alliance with respect to the receipt and deposit of funds.

Section 7: EXECUTIVE DIRECTOR – The Board of Directors may employ an Executive Director who shall have general charge, subject to the overall control and direction of the Board, oversight and direction of the

affairs and business of the Secular Student Alliance, and sole responsibility for the employment and discharge of staff. The Executive Director shall be the principal administrative officer of the Secular Student Alliance, charged with the duties of effectuating the purposes of the Secular Student Alliance, carrying out the directives of the Board of Directors in performing any and all functions necessary and proper to ensure that the policies, objectives and aims of the Secular Student Alliance are carried out.

Once per year, the Board shall appoint two or more Board members to review the performance of the Executive Director over the previous year. The Board members performing the review must present their review to the Executive Director no less than one month after the end of the year being reviewed. The Executive Director shall have one week after the review is presented to add comments to the review. The Executive Director's comments on the review must be presented to the whole Board before any decisions about termination, discipline, salary or benefits can be made about the Executive Director based on the review. Documentation of the Board's personnel actions concerning the Executive Director shall be maintained by the Secretary of the Board.

Section 8: DELEGATION – All officers may delegate their responsibilities to anyone who has obtained the prior approval of a majority of the Directors. The officer remains responsible for the execution of the duties despite any delegation.

Article V – Committees

Section 1: CREATION AND DISSOLUTION OF COMMITTEES – The Board of Directors shall have standing Executive, Finance, and Development committees, as well as other committees the Board deems necessary or appropriate to conduct the business and further the objectives of the Secular Student Alliance. The creation or dissolution by the Board of any other committee shall be by resolution adopted by a majority of Directors then in office.

Section 2: AD HOC COMMITTEES – Ad hoc committees may be created to perform tasks which will be completed within a particular period of time.

Section 3: COMPOSITION OF COMMITTEES – Any committee shall include two or more Directors, and shall include all Directors seeking membership in the committee. Only directors may be voting members of a committee. Other persons may be non-voting members of a committee at the discretion of the voting members of the committee.

Section 4: COMMITTEE CHAIRS – Each committee shall appoint a committee chair from among its members, who shall report to the Board of Directors on the committee's activities.

Section 5: POWERS OF COMMITTEES – The Board of Directors retains the right to limit the powers and duties of any committee and to dissolve any committee in its sole discretion. Except as provided in Section 6 below, the committees have the authority to pass resolutions and adopt policies and procedures relating to the subject matter for which such committees were constituted; however in the event of any conflict between a resolution adopted by a committee and a resolution adopted by the Board of Directors, the resolution adopted by the Board of Directors shall govern.

Section 6: NON-DELEGABLE POWERS – The following powers shall be retained by the Board of Directors, and may not be delegated to any committee, task force, individual, or other entity:

- a) The approval of any action for which relevant state or federal law also requires the approval of members of a corporation,
- b) The filling of vacancies on the Board of Directors,
- c) The amendment and repeal of Regulations and the adoption of new Regulations,

- d) The creation and dissolution of committees,
- e) The dissolution of the Secular Student Alliance, and
- f) The hiring and firing of the Executive Director.

Article VI – Accountability

Section 1: POLICIES – The Board of Directors shall maintain written policies addressing conflicts of interest, employee complaints, document retention, and any other governance issues necessary to comply with relevant state and federal law.

Section 2: EXTERNAL AUDIT – The Board of Directors may authorize an annual external audit of the Secular Student Alliance's finances. The audit must be conducted by a special committee that is distinct from the Finance Committee and is composed of members with no conflicting interest who are not part of the Secular Student Alliance's staff and are not compensated for their service. The audit committee is responsible for selecting an external auditor with the appropriate resources to carry out its function and reviewing the audit prior to approval for the Board, which shall also review the audit before formally accepting or rejecting it.

Article VII – Precedence, Effective Date, Amendments, and Dissolution

Section 1: PRECEDENCE – The Articles of Incorporation take precedence over these Regulations in any conflict.

Section 2: EFFECTIVE DATE – These Regulations shall become effective immediately upon their adoption. Amendments to these Regulations shall become effective immediately upon their adoption unless the Board of Directors of this Secular Student Alliance in adopting them provide that they are to become effective at a later date.

Section 3: ARTICLES AND REGULATION AMENDMENTS – The Articles of Incorporation and the Code of Regulations of the Secular Student Alliance may be amended or repealed and new Regulations adopted by the vote of a two-thirds majority of the Board.

Section 4: DISSOLUTION – The Secular Student Alliance may be dissolved upon the vote of a two-thirds majority of the Board.