

BY-LAWS OF NEW ORLEANS SECULAR HUMANIST ASSOCIATION, INC.

ARTICLE I – NAME

The name of the corporation is New Orleans Secular Humanist Association, Inc. Hereafter in these by-laws, the corporation may be referred to as “NOSHA.”

ARTICLE II – PURPOSE

The purposes of NOSHA are as stated in the Certificate of Incorporation. The purpose of NOSHA shall be within the meaning of 501©3, a tax-exempt and nonprofit corporation of the State of Louisiana, and include, but not limited to:

- * Provide a voice of reason when superstition is presented in the media.
- * Support the separation of government and religion.
- * Help our members achieve a full and rewarding life with ethical excellence.
- * Promote freethought, secularism, skepticism, non-theism and humanism.
- * Support rights protected in the first amendment of the U.S. Constitution, as well as other basic human rights.
- * Support scientific approach to the understanding of the natural world and society.

ARTICLE III – BOARD OF DIRECTORS

The corporate powers and management of this corporation shall be vested in, and exercised by a board of directors, to be elected annually, at a general meeting of the members for staggered terms up to three years. There shall be not less than seven nor more than fifteen members of the Board of Directors, as it may be determined from time to time.

A majority of the directors, present or by written proxy, shall constitute a quorum, and a quorum shall be necessary to consider any question that may come before any meeting of the directors. A quorum being determined, the affirmative vote of a majority of those directors shall be necessary to decide any questions.

The board of directors shall have the power to make, alter and annul such by-laws, rules and regulations for the government of the affairs of this corporation as it may deem proper.

Special meetings of the members of this corporation may be called at such times and places as determined by the board of directors or by the president.

The members of the board of directors shall elect from their members a Chair, who shall preside at the meetings of the board, and a Vice Chair, who shall preside at the meetings of the board in the absence of the Chair. The Chair and the Vice Chair shall each hold office during the pleasure of the board.

(1) MEETINGS. Meetings of the board shall be held periodically as it may determine by resolution, or upon special call by its Chair or by a majority of the directors. A regular Annual Meeting of the board shall be conducted in December of each year for the election of officers, adoption of a budget, and such other business as may come before the board. A majority of directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors. At all meetings of the board, the Chair, or in his/her absence, a chairperson chosen by the board, shall preside.

(2) NOTICE OF MEETINGS. Notice of regular meetings shall be given to each member of the board at least fifteen days in advance of such meeting. Whenever possible the main agenda items shall be listed. Such advance notice may be waived by unanimous agreement of the members of the board.

(3) ACTION WITHOUT A MEETING. The board may take any action by E-mail (internet) vote without the necessity of a meeting. A quorum, as well as the number required for passage of a resolution, shall be Email response by a majority of the Directors.

(4) ACTION BY TELEPHONE CONFERENCE. Any one or more members of the board of directors may participate in a meeting of such board by means of a telephone conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

(5) AMENDMENTS. Amendments of the Certificate of Incorporation or these By-Laws shall be made by the Board of Directors upon the two-thirds vote of the entire board.

ARTICLE IV—OFFICERS OF THE CORPORATION

The officers of this corporation shall consist of a President, Vice-President, Treasurer, Secretary and such other officers as the board of directors may elect or appoint,. Each of the officers is to be elected annually by the board of directors and shall serve for one year or until their successors are duly elected and installed.

DUTIES OF OFFICERS

The President shall have general supervision and direction of the business and affairs of the Corporation, subject to the control of the board, and shall report directly to the board.

The Vice-President shall perform such duties as he or she may be directed to undertake by the board from time to time.

The Treasurer shall prepare in collaboration with the President an annual budget for consideration and approval by the board; be responsible for maintaining financial records; arrange for annual statements of receipts and disbursements of the Corporation; and be responsible for the preparation and filing of periodic reports as may be required by governmental agencies.

The Secretary shall issue notices of meetings of the Board and shall be responsible for keeping a record of proceedings of such meetings and other records of the board.

ARTICLE V – FINANCE

The fiscal year shall be from January 1 to December 31 of each year.

ARTICLE VI – DISSOLUTION

Upon the dissolution of the Corporation, after paying or making provision for the payment of all the Corporation's liabilities, the Board of Directors shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at all time qualify as an exempt organization or organizations under Section 5902©3 of the Internal Revenue Code as the Board of Directors shall determine.

ARTICLE VII – INDEMNIFICATION

No member of this corporation shall ever be held liable or responsible for contracts, debts or defaults of this corporation in any further sum than the unpaid dues, if any, owing by him or her to the corporation, nor shall any mere informality in organization have the effect of rendering the Articles of Incorporation null or of exposing the member to any liability other than as provided in the Articles of Incorporation.