

# **BYLAWS of FOUNDATION BEYOND BELIEF, Inc.**

The name of the Corporation shall be Foundation Beyond Belief, Inc. It shall be a non-profit corporation incorporated under the laws of Georgia.

## **ARTICLE I PURPOSES AND POWERS**

### **SECTION 1. Purposes.**

The Corporation is organized for exclusively religious, charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3) of the Internal Revenue Code of 1986. The mission of the Corporation is to unite humanists in volunteer and charitable service, and to advocate for compassionate action throughout the world.

### **SECTION 2. Powers.**

The Corporation is a Georgia nonprofit corporation and has all the powers, duties, authorizations, and responsibilities as provided by the state code. However, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE II MEMBERSHIP**

The Corporation shall not have members, being governed exclusively by a Board of Directors.

## **ARTICLE III BOARD OF DIRECTORS**

### **SECTION 1. General Powers.**

The business and affairs of the Corporation shall be managed by its Board of Directors.

### **SECTION 2. Size and Terms.**

The number of Directors of the Corporation shall be fixed by the Board of Directors, but in no event shall be fewer than three (3). Absent temporary exigencies, the Board of Directors shall generally have seven (7) members. The Board of Directors shall work

## **BYLAWS of FOUNDATION BEYOND BELIEF, Inc.**

with all deliberate speed to fill empty seats as they become open, while also ensuring that those invited to serve both share the Corporation's values and bring necessary life experience.

Each Director shall hold office for three years unless duly removed as prescribed in these Bylaws. Each Director must be re-elected by a  $\frac{2}{3}$  majority vote of the other Directors at the regular annual meeting coinciding with the end of their term. The Board of Directors may reduce or increase the total number of Directors with a  $\frac{2}{3}$  majority vote. Vacancies, however occurring, may be filled by a simple majority vote of the remaining Directors for the remaining term (for existing seats) or for a full or staggered term (for new seats). The seats of Directors shall be staggered so that no more than  $\frac{1}{3}$  of the Board (rounded up to the next whole person) is potentially replaced each year.

### **SECTION 3. Regular Meetings.**

A regular annual meeting of the Board of Directors shall be held each year in the third quarter of the fiscal year, the day of which shall be called by the President or Board Chair.

### **SECTION 4. Special Meetings.**

Special meetings of the Board of Directors may be called by or at the request of the President, the Board Chair, or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

### **SECTION 5. Notice.**

Notice of any meeting shall be given at least two weeks prior thereto by written notice delivered personally, mailed to each Director at their mailing address, or by electronic mail. Any Directors may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **SECTION 6. Quorum.**

A majority of the Directors then-serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A quorum shall not be established if more than 50 percent of such quorum is related by blood or marriage, have joint financial interests, or are otherwise conflicted by law or under the Corporation's Conflicts of Interest policy.

## **BYLAWS of FOUNDATION BEYOND BELIEF, Inc.**

### **SECTION 7. Action Without a Meeting.**

Any action that may be taken by the Board at a meeting may be taken without a meeting if all Directors provided written consent before such action occurs. Directors may provide written consent through the use of email or other electronic means.

### **SECTION 8. Compensation.**

No Director shall, for reason of serving as a Director, President, Board Chair, Treasurer, or Secretary, be entitled to receive any salary or compensation. No Director may be simultaneously employed by the Corporation. No Director may be financially contracted with the Corporation without that financial contract being undertaken in conformance with the Corporation's Conflicts of Interest policy. Nothing herein shall be construed to prevent a Director from reasonable reimbursement or payment of bona fide business expenses properly incurred on behalf of the Corporation.

### **SECTION 9. Presumption of Assent.**

Any Director who does not vote in favor of a motion can file a record of their dissent in the minutes of the meeting or by filing written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or by sending registered mail or email to the Secretary of the Corporation immediately after the adjournment of the meeting. Absent such written dissent, all present Directors are presumed to have assented to all motions or other action undertaken by the Board of Directors at that meeting.

### **SECTION 10. Ethical and Professional Responsibility.**

By accepting a position on the Board of Directors, each director of the Corporation agrees to act in a professional and ethical manner and in compliance with all laws, regulations, and official policies of the Corporation.

### **SECTION 11. Policies and procedures.**

By a  $\frac{2}{3}$  majority vote, the Board of Directors may enact policies, procedures, and guidelines to supplement these Bylaws.

# **BYLAWS of FOUNDATION BEYOND BELIEF, Inc.**

## **ARTICLE IV OFFICERS**

### **SECTION 1. Number.**

The Officers of the Corporation shall be a President, Board Chair, Treasurer, and Secretary. With the exception of the Board Chair, Officer roles may be filled by those not then serving on the Board. Such other Officers and assistant Officers as may be deemed necessary may be elected or appointed by the Board of Directors. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of Board Chair and Secretary. Any two or more offices may be held by the same person, except for the offices of President, Board Chair, and/or Secretary, none of which may be simultaneously held by the same person.

### **SECTION 2. Election and Term of Office.**

The Board Chair, Treasurer, and Secretary of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until a successor shall have been duly confirmed, or until death, or until the Officer shall resign or shall have been removed in the manner hereinafter provided.

### **SECTION 3. Removal.**

Any Officer or Director may be removed by a  $\frac{2}{3}$  majority vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby. The person under consideration for removal, if a Director, shall not vote or be considered in the numerator or denominator of the calculation. Any removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or Director shall not of itself create contract rights, and such appointment shall be terminable at will.

### **SECTION 4. Vacancies.**

A vacancy in any Office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

## **BYLAWS of FOUNDATION BEYOND BELIEF, Inc.**

### SECTION 5. President.

The President shall:

- A. Be the principal executive officer of the Corporation.
- B. Subject to the control of the Board of Directors, in general supervise and control all of the business and affairs of the Corporation.
- C. If not a Director, attend and participate in meetings of the Board of Directors, subject to such exceptions as the Board of Directors may choose (e.g. Executive Session).
- D. Be empowered to sign, with the Secretary or any other proper Officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.
- E. Perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors, subject to any limits specified by the Board of Directors or these Bylaws.
- F. Exercise all duties, privileges, and responsibilities that, by law or custom, are given to a President, Executive Director, or Chief Executive Officer.

### SECTION 6. Board Chair.

The Board Chair shall:

- A. Preside at all meetings of the Board of Directors, including setting the agenda of such meetings.
- B. Be empowered to sign, with the Secretary or any other proper Officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Officer or agent of the Corporation, or shall be required by

## **BYLAWS of FOUNDATION BEYOND BELIEF, Inc.**

law to be otherwise signed or executed.

- C. Perform all duties incident to the office of Board Chair and such other duties as may be prescribed by the Board of Directors, subject to any limits specified by the Board of Directors or these Bylaws.
- D. Exercise all duties, privileges, and responsibilities that, by law or custom, are given to a Board Chair or Vice President.
- E. In the absence or unavailability of the President, the Board Chair shall temporarily serve as the principal executive officer of the Corporation and, subject to the control of the Board of Directors, temporarily supervise and control all of the business and affairs of the Corporation.

### **SECTION 7. Secretary.**

The Secretary shall:

- A. Keep the minutes of the proceedings of the Board of Directors in one or more minute books provided for that purpose.
- B. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law,
- C. Be custodian of the corporate records.
- D. Keep a register of the mailing address of each Director which shall be furnished to the Secretary by such Director.
- E. Perform all duties incident to the office of the Secretary and such other duties as assigned by the Board Chair or by the Board of Directors.
- F. Exercise all duties, privileges, and responsibilities that, by law or custom, are given to a Secretary.

### **SECTION 8. Treasurer.**

The Treasurer shall:

- A. Oversee the management of the financial affairs of the Corporation.
- B. Assist the President in preparing financial statements to be reported to the Board of Directors each quarter.

## **BYLAWS of FOUNDATION BEYOND BELIEF, Inc.**

- C. Take responsibility for any and all reports required by taxing authorities.
- D. Exercise all duties, privileges, and responsibilities that, by law or custom, are given to a Treasurer or Chief Financial Officer.

### **ARTICLE V INDEMNITY**

The Corporation shall indemnify its Directors, Officers and employees as follows:

- A. Every Director, Officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding to which the person may be made a party.
- B. They shall also be so indemnified in any proceeding in which the person may become involved, by reason of being or having been a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof.
- C. Indemnity shall not be contingent on whether or not the person is a Director, Officer, employee or agent at the time such expenses are incurred.
- D. Indemnity shall not apply to such cases wherein the Director, Officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties.
- E. In the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.
- F. The Board of Directors shall direct the purchase of liability insurance by way of implementing the provisions of this Article.

### **ARTICLE VI FINANCIAL TRANSACTIONS**

#### **SECTION 1. Contracts.**

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter

## **BYLAWS of FOUNDATION BEYOND BELIEF, Inc.**

into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

### **SECTION 2. Loans.**

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

The Corporation will not make loans to its Officers and Directors. Any Directors voting for or assenting to the making of any such loan, and any Officer participating in the making thereof, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof. The issuance of a corporate credit card or similar payment means for the purposes of conducting the Corporation's business shall not be construed as a loan.

### **SECTION 3. Inurement.**

No part of the net income of the Corporation shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its Directors or Officers. The Corporation may pay compensation in a reasonable amount to its non-Director Officers for services rendered, honor reasonable financial contracts with Directors undertaken in accordance with these Bylaws and the Corporation's Conflicts of Interest policy, and may reimburse its Directors as provided elsewhere in these Bylaws.

### **SECTION 4. Dissolution.**

In the event the Corporation shall be dissolved, none of its property shall be distributed to any of the Directors. Instead, all of its property shall be distributed to such organization(s) as the Board of Directors shall determine to have purposes and activities most nearly consistent with those of the Corporation. Such organization(s) must be tax-exempt under Section 501(c)(3) of the Internal Revenue Code and other applicable law.

## **ARTICLE VII FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September each year.



# **BYLAWS of FOUNDATION BEYOND BELIEF, Inc.**

## **ARTICLE VIII PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt. In the event of disagreement over interpretation of Robert's Rules of Order Newly Revised, the Board Chair's interpretation shall prevail.

## **ARTICLE IX AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws adopted when necessary by a  $\frac{2}{3}$  majority of the Board of Directors. Notice and copies of proposed changes to these Bylaws shall be made available at the regular board meeting previous to the regular board meeting when alteration, amendment, repeal or adoption of new Bylaws is proposed to be voted upon.

The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that these amended Bylaws were approved and adopted by a quorum of the Board of Directors of the Corporation effective August 25th, 2019.

*Dale McGowan*

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Secretary  
Dale McGowan