

# SUNDAY ASSEMBLY EAST BAY BYLAWS -- DRAFT

Approved by the Board on X Yyyyy 2015

## ARTICLE I: INCORPORATION

*Section 1- Name:* The name of this organization will be "Sunday Assembly East Bay" (SAEB or the Assembly), the duration of which is perpetual.

*Section 2- Function:* SAEB is organized and operated exclusively as a charitable organization within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended.

*Section 3- Termination:* Upon the dissolution of this Assembly, after paying or adequately providing for the debts and obligations of the Assembly, the remaining assets shall be distributed to one (1) or more nonprofit funds, foundations or organizations that have established their tax exempt status under Section 501(c) (3) of the Internal Revenue Code and whose purposes are in accordance with those of the Assembly.

## ARTICLE II: PURPOSES

*Section 1- Purpose:* To foster a secular community that celebrates life.

*Section 2- Mission:* To support the principles of the Sunday Assembly movement to organize community to live better, help often, and wonder more.

## ARTICLE III: AUTHORITY

*Section 1- Sources:* The ultimate authority for all matters pertaining to the operation of the Assembly resides with the membership of the Assembly. By majority vote, the membership shall elect the Board of Directors, approve and propose amendments to Bylaws, approve the annual budgets, issue resolutions, and other such actions as needed.

*Section 2- Inclusion:* Membership in the organization shall be voluntary and unrestricted with regard to race, religion, gender, sexual orientation, disability, color, ethnicity or national origin.

*Section 3- Membership:* Those desiring membership are expected to support SAEB and the general purposes described in Article II. The terms for becoming a Member and any dues required will be determined by the Board of Directors.

*Section 4- Boundaries:* Membership may be withdrawn at any time by the member through written statement to the Secretary. A majority of the full Board may expel or limit a member for action contrary to the best interests of the organization at a meeting where the member is invited to appeal under rules and procedures set by the presiding officer.

*Section 5- Reimbursement:* Any Director or member may be given reasonable compensation for expenses incurred on behalf of the Assembly, as approved by a majority of the Board.

## ARTICLE IV: BOARD OF DIRECTORS

*Section 1- Purpose:* The business of SAEB shall be managed by a Board of Directors (Board).

*Section 2- Authority:* The Board of Directors shall act as trustees on behalf of the Assembly to promote the purposes of the organization, including establishing positions and policies as it deems necessary.

*Section 3- Size; Quorum:* The number of Directors shall be five (5); a quorum shall be three.

*Section 4- Elections and Terms:* Directors shall be elected for a staggered term of one (1) year. At the first election following the adoption of the Bylaws, three persons will be elected for one-year terms and two persons for six-month terms. Subsequent elections will be semi-annual and will be for one (1) year terms for those then elected. No Director shall serve more than two consecutive terms of office. A Director may be re-elected following an absence of one year from the Board. Vacancies shall be filled by appointment by the majority of Directors at any Board meeting.

*Section 5- Vacancies; Basis for Removal:* A Director shall notify the President or Secretary of any anticipated absence from a regularly scheduled meeting. Any Director having two (2) unannounced absences within a six-month period may be subject to removal by a majority vote of the Board.

A Director may be removed by a majority vote for action contrary to the best interests of the Board.

*Section 6- Regular Board Meetings:* Regular Board meetings shall be held monthly at an agreed upon time and place, announced through a variety of formats. Meetings shall include time for comment from members.

*Section 7- Special Meetings:* Special meetings of the Board shall be called upon the request of the chair, or two members of the Board. Notices of the special meeting shall be sent out by the Secretary to each Board member by email no less than 24 hours in advance.

*Section 8- Executive Session:* The board of directors will hold executive sessions within regularly scheduled board meeting as needed. An executive session may be called by the chair, or a majority vote of the board.

## ARTICLE V: OFFICERS AND THEIR DUTIES

*Section 1- Offices:* Once elected the Board members will vote amongst themselves to designate a President, Secretary and Treasurer. The remaining members shall be regarded as at large members.

*Section 2- President:* S/he shall chair or designate the chair of all meetings of the Board and membership, supervise the business and affairs of the organization, and prepare an agenda for such meetings in coordination with members of the Board. S/he and the Secretary shall sign all contracts and instruments authorized by the Board. S/he, with Board approval, shall appoint committees and chairpersons as deemed necessary for the effective functioning of the organization.

*Section 3- Secretary:* S/he shall keep the minutes of the meetings of the Board and provide notices required by the Bylaws. The Secretary shall maintain documents and history of the organization and perform such other duties as may be assigned by the Board and the President.

*Section 4- Treasurer:* S/he shall be responsible for all funds. S/he shall supervise the receipt and giving of receipts for moneys due and payable to the organization from any individual or other source. The Treasurer shall establish and maintain a record of the income from all sources. The Treasurer shall present an accounting of receipts and expenditures in a monthly financial report to the membership, at regular meetings of the Board, and at Annual Meetings.

*Section 5- At Large Members:* S/he shall perform additional duties as may be necessary for the safety, health and welfare of the organization, its members and community, including but not limited to fundraising, programming support, community outreach, and public relations.

## ARTICLE VI: COMMITTEES

*Section 1- Functions:* The Board may create volunteer committees deemed necessary to accomplish the purposes of the organization.

*Section 2- Leadership:* Committee organizers do not need to be Board members. Committees can be led, proposed, and organized by members of the Assembly. Committees are activities to foster small group connections and practice the mission of SAEB. Any funding requests must be approved by the Board.

*Section 3- Advisory Council:* The Board may appoint a non-voting Advisory Council to serve without the requirement of Board meeting attendance. The Council will act in an advisory capacity on matters related to promoting the aims of Sunday Assembly East Bay and connecting with the community at large.

## ARTICLE VII: ANNUAL AND SPECIAL MEETINGS

*Section 1- Member Meetings:* There shall be two formal Member Meetings throughout the year. Member Meetings are held for the purpose of electing the Board of Directors, presenting the aims of the Assembly, reviewing budgets, and such other business as may be necessary.

*Section 2- Notification:* Notice of date, time and place shall be given to eligible Members at least thirty (30) days before the meeting. Notice shall be verbal at a regularly scheduled meeting and posted digitally in a variety of formats.

*Section 3-* Members eligible to voter shall be those whose dues are current as of the date of the annual meeting.

*Section 4-* There shall be no proxy voting.

*Section 5-* A quorum for business at all membership meetings shall be 25% of current Members.

*Section 6-* Agenda for the Semi-Annual Meetings will include- a) Verification of Quorum; b) Secretary's proof of Membership; c) Election of Board members. The agenda may also include the following- Reports of the President and other officers; Financial report of the Treasurer; Items needing a general membership vote.

*Section 7-* Special meetings of the membership shall be called by the President, or by two (2) members of the Board, or by written request signed by 20% of current Members. The President and/or Secretary shall notify the membership of the meeting and the proposed business 48 hours in advance. Section 5 shall apply.

*Section 8-* ROBERTS'S RULES OF ORDER shall govern all the business meetings of the organization.

## ARTICLE VIII: AMENDMENTS

*Section 1:* These Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted by a vote of the Members entitled to vote at the semi-annual meeting, provided notice as specified in ARTICLE VII has been given.

## SUNDAY ASSEMBLY EAST BAY - CONFLICT OF INTEREST POLICY

### ARTICLE I PURPOSE

The purpose of the conflict of interest policy is to protect Sunday Assembly East Bay (SAEB)'s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of SAEB or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### ARTICLE II DEFINITIONS

1. *Interested Person:* Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. *Financial Interest:* A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which SAEB has a transaction or arrangement,
- b. A compensation arrangement with the SAEB or with any entity or individual with which the SAEB has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the SAEB is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### ARTICLE III PROCEDURES

1. *Duty to Disclose:* In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. *Determining Whether a Conflict of Interest Exists:* After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. *Procedures for Addressing the Conflict of Interest:*

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Sunday Assembly East Bay's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.