



Bylaws of Secular Hub, Inc.
A Chapter of the American Humanist Association

May 19, 2019

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Secular Hub, Inc. Bylaws

ARTICLE 1: NAME, DURATION, PURPOSE

1.1 Name and Logo

The name of this organization is “Secular Hub, Inc.” (Secular Hub). It is a 501(c)(3) non-profit organization, registered in the State of Colorado, for Humanists, Atheists, and Freethinkers, and it is a chapter of the national American Humanist Association (AHA). Use of the name “Secular Hub” or “Secular Hub, Inc.” or its logo is by permission of the Board of Directors only.

1.2 Duration

The duration of the Secular Hub shall be perpetual.

1.3 Purpose

The Secular Hub is organized:

- 1) To support the separation of Church and State in American governance,
- 2) To support nonreligious educational, scientific, and charitable endeavors,
- 3) To provide a physical location to serve as a meeting space to enable secular groups to thrive,
- 4) To provide our Members with a social community that creates camaraderie and resources for personal growth,
- 5) To work with the Secular Community in a positive and beneficial manner,
- 6) To orchestrate charitable and volunteer community service projects across Colorado to raise the awareness of the secular movement, and
- 7) To support and promote the public policies of the American Humanist Association.

Secular Hub Members are encouraged to become Members of the AHA.

ARTICLE 2: MEMBERS AND AFFILIATE GROUPS

2.1 Membership in the Secular Hub

Membership is open to everyone who agrees with Secular Hub membership criteria, supports the Secular Hub purpose and programs, and pays the scheduled membership dues.

Membership is terminated if dues are more than thirty days past due. Membership in the AHA is not required to be a Member of the Secular Hub.

2.2 Membership Dues/Fees

The membership dues schedule will be set by the Board of Directors and ratified by Members at the time of the annual budget review at the Annual Members Meeting.

2.3 Application for Membership/Consent to be a Member

An applicant seeking membership to the Secular Hub shall provide to the Board of Directors personal information as outlined in the Policies. The Secular Hub will keep accurate and confidential records of its Members, and will use Member information only for internal purposes, to facilitate payment processing with third parties, and for sharing with the AHA.

2.4 Membership Criteria

Members, while at the Hub or taking part in any Secular Hub sanctioned event:

1. Commit to not promoting belief in deities or other supernatural entities,
2. Commit to honor the purposes set forth in Section 1.3 *Purpose*.

2.5 Rights of Members

Secular Hub Members 18 years old or older may vote and are counted for purposes of establishing a quorum at Members Meetings. To be eligible to vote, a voting Member must be a Member of the Secular Hub at least 60 days before a scheduled election. Family memberships may designate no more than two voting Members.

Voting Members:

1. Elect Secular Hub Directors;
2. Review and comment on the annual budget, and review and ratify the membership fee schedule;
3. Review the Annual Activities report;
4. Approve changes to Bylaws;
5. May recall individuals from the Board of Directors;
6. May attend Board meetings and offer suggestions;
7. May request copies of non-confidential records of the Secular Hub with reasonable notice.

2.6 Affiliate Group Criteria

A group that supports the purposes set forth in *Section 1.3 - Purpose*, may become an affiliate upon approval of the Secular Hub Board of Directors.

2.7 Termination of Membership or Affiliation

1. Any Member may revoke his/her membership at any time for any reason.
2. Any affiliated group may withdraw its affiliation at any time for any reason.

2.7.1 Membership Termination

1. Any Member may request the termination of membership of another Member in writing specifying which item in *Section 2.4 Membership Criteria* has in their opinion been violated. This request shall be submitted to the Membership Committee.
2. If the Membership Committee recommends termination, the Board shall confirm or reject the recommendation. The Board of Directors shall notify the Member of their pending termination by letter, giving the reasons, at least 30 days before the effective termination date.
3. The Member may appeal this decision to the Members at a Members Meeting. After reviewing the appeal, the Members may reinstate the membership by a majority vote of a quorum as defined in *Section 6.3.3 Quorum for Members Meetings*.

2.7.2 Affiliate Group Termination

1. Any Member may request the termination of the affiliation of a affiliated group in writing specifying which item in *Section 2.6 Affiliate Group Criteria* has in their opinion been violated. This request shall be submitted to the Board of Directors.

2. The Board shall confirm or reject the request. The Board of Directors shall notify the Affiliate Group of its pending termination by letter, giving the reasons, at least 30 days before the effective termination date.
3. The Affiliate Group may appeal this decision to the Members at a Members Meeting. After reviewing the appeal, the Members may reinstate the affiliation by a majority vote of a quorum as defined in *Section 6.3.3 Quorum for Members Meetings*.

ARTICLE 3: BOARD OF DIRECTORS

3.1 Governance

Governance of the Secular Hub shall be by the Board of Directors which shall establish Policies on behalf of Members with the advice and opportunity for participation by Members.

3.2 Composition of the Board

The Board shall include seven (7) Directors. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

The Board shall consist of Directors, the Officers of the Secular Hub, non-voting ex-officio Members, and any other non-voting Members appointed by the Board.

Half (or half plus one) of the Directors are elected in odd numbered years. The other half (or half plus one) are elected in even numbered years.

3.3 Director Qualifications

A Director must be at least 18 years old and a Voting Member of the Secular Hub.

3.4 Officers of the Corporation

At the first Board meeting following the Annual Members Meeting, the new Board of Directors shall elect, by a majority vote, the Officers of the Secular Hub. The Officers of the Secular Hub are Chair, Vice Chair, Secretary, and Treasurer. Officers shall be responsible for the day-to-day operations of the Secular Hub.

Vacant Officer positions shall be filled by a majority vote of the Board.

3.4.1 Chair and Vice Chair Qualifications

The Chair and Vice Chair must be elected Directors.

3.4.2 Secretary and Treasurer Qualifications

The Secretary and Treasurer must be Members of the Secular Hub.

3.5 Term of Office/Removal from Position

3.5.1 Director

The term of office for Directors shall be two years. There is no limit to the number of terms a Director may serve.

1. A Director may be removed through a recall process by a majority vote of the Members at a Members Meeting as defined in *Section 6.3.3 Quorum for Members Meetings*.

2. The Board, by majority vote, may declare a Director seat vacant if the Director
 - a. Is found unsound of mind by a final court order,
 - b. Is convicted of a felony,
 - c. Misses all Board meetings over three (3) consecutive months,
 - d. Ceases to meet required qualifications.

3.5.2 Officers of the Corporation

The term of office for Officer positions shall be one year. There is no limit to the number of terms an Officer may serve. The Board may, by majority vote, remove an Officer at any time with or without cause. Directors who are removed as an Officer (Chair, Vice Chair) continue to serve on the Board with all the rights and privileges of a Director.

3.6 Vacancy

In the event of a vacant Director seat, a vacancy may be filled by a majority vote of the remaining Directors for the unexpired portion of the outgoing Director's term.

If the remaining Directors are less than a quorum, the remaining Directors cannot conduct any business except to appoint other Directors to the Board.

3.7 Duties

Officers shall attend all Board and Members Meetings.

3.7.1 Chair

The Chair of the Secular Hub shall:

1. Preside over all Board and Members Meetings
2. Create the agenda for all Members and Board meetings
3. Call special meetings of the Board of Directors or Members in accordance with provisions in the Bylaws
4. Serve as an ex-officio member of all committees except the Nominations and Elections Committee
5. The Chair shall sign documents and conduct correspondence on behalf of the Secular Hub when authorized to do so by the Bylaws or the Board.

3.7.2 Vice Chair

The Vice Chair shall:

1. Perform the duties of the Chair in the Chair's absence,
2. Act as Parliamentarian at Board and Member Meetings, and
3. Carry out special assignments as requested by the Board or Chair

3.7.3 Secretary

The Secretary shall keep, maintain, and make available all the Secular Hub minutes, correspondence, records, or documents of any kind whatsoever except for financial records kept by the Treasurer and confidential personnel records. The Secretary shall sign documents and conduct correspondence on behalf of the Secular Hub. The Secretary shall also file, in a timely manner, all documents required to be filed by the Secular Hub with any governmental agency, except for those financial reports which are to be filed by the Treasurer.

In addition, the Secretary shall:

1. Prepare meeting notices with attached agenda and make them available online to Directors and Members,
2. Prepare and make available, to Members, minutes of a Board of Directors meeting within a reasonable amount of time,
3. Amend documents with the Colorado Secretary of State,
4. Have available for reference at all Member Meetings a copy of the Bylaws, a list of Directors, representatives of Secular Hub groups or projects, Committee Chairs, and list of Members,
5. After the annual Members Meeting, manage the distribution, completion, and filing of all Conflict of Interest Disclosure Statements and Gift Policy and Disclosure forms,
6. After the Annual Members Meeting, provide a report to the AHA giving the names and addresses of Secular Hub Members and Officers, and, from time to time, provide other information as may be reasonably requested by the AHA,
7. Process email sent to info@secularhub.org,
8. In a timely manner, inform the Chair if unable to record minutes so that a substitute may be appointed and,
9. Publish the policies of the Secular Hub at an online location accessible to Members, and
10. Perform such other duties as are requested by the Chair or Board of Directors.

The Secretary shall have all the authority of the Board regarding any correspondence or dealings that require the Secretary's signature.

3.7.4 Treasurer

The Treasurer shall be responsible for the collection, receipt, safekeeping and disbursement of the Secular Hub's funds. The Board of Directors shall require that the Treasurer be bonded.

The Treasurer shall:

1. Prepare and file the Secular Hub's tax return on time,
2. Be the primary signer on the Secular Hub's bank account; the Chair, or person designated by the Board, shall be an alternate signer,
3. Change bank signature cards as necessary,
4. Provide a monthly financial statement to the Board of Directors,
5. Work closely with the Membership Committee to assure accurate collection of membership dues,
6. Create the Annual Budget for the Board of Directors' approval. The budget shall include the proposed activity program planned for the year and estimate the required expenses to implement the program. The budget shall state how each expense in the program can be financed,
7. Present the Annual Budget to the Members for review and comment at the Annual Members Meeting,
8. Review the Annual Audit and answer Board members' questions about the audit, and
9. Perform such other duties as are requested by the Chair or Board of Directors.

The Treasurer shall sign documents and conduct correspondence on behalf of the Secular Hub when authorized to do so by the Bylaws or the Board.

3.7.5 Board of Directors

The Board of Directors shall be the policy-making body of the Secular Hub. The Board shall have all powers normally vested in such a body, subject to any limitations in these Bylaws

including but not limited to the power to delegate such of its duties as may be legally permitted and reasonable and responsible; and to appoint such Ad Hoc Committees on such basis as it may deem appropriate. Board members shall attend Board and Members Meetings and serve on committees or task forces and take on special assignments.

The Board of Directors shall:

1. Determine and publish the Secular Hub's mission;
2. Advise the Members of the schedule of Board of Directors' meetings;
3. Draft the Secular Hub's Annual Budget including the membership fee schedule;
4. Prepare Annual Activities report;
5. Ensure that Board resolutions are carried out;
6. Provide financial oversight for operations of the Secular Hub;
7. Create and publish a 1 to 5-year strategic plan;
8. Be the primary interface with the media, general public, or public officials;
9. Ensure adequate financial resources;

3.8 Annual Activities Report

The Board of Directors and Officers shall keep records of activities for input into the Annual Activities Report. The Annual Activities report shall contain:

1. A statement of activities for the past year from the Board, committee chairs, and representatives from Hub groups and projects.
2. A summary of goals from the strategic plan showing goals met or missed.
3. A report of assets, liabilities, revenue, and expenditures provided by the Treasurer.

3.9 Annual Disclosure Statements

All Board members, Committee members, and any staff must complete and sign a Conflict of Interest Disclosure Statement and Gift Policy and Disclosure Form at the beginning of their term and every year they serve the Secular Hub. These should be completed after the Annual Members Meeting. The documents will be kept on file for at least 3 years.

3.10 Compensation and Expenses

Service on the Secular Hub's Board of Directors is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board members' duties. By resolution of the Board, reasonable expenses may be reimbursed to any Member for services to the Secular Hub. Any expense approved in the Annual Budget need not be approved again by the Board unless that expense exceeds the amount approved in the Budget by \$100. The Board shall not approve reimbursement of an expense to a person in excess of the actual amount spent, or to a person who has a conflict of interest concerning the transaction.

ARTICLE 4: COMMITTEES

Committee Chairs shall furnish a monthly report to the Board.

All committees shall present an activities report summary at the Annual Members Meeting. The full activities report is included in the Annual Activities report. The Secular Hub Chair appoints the Chairs of all committees except the Nominations and Elections Committee. Committee Chairs shall be responsible for recruiting Committee Members.

4.1 Committee Rights of Autonomy

Committees have full authority to represent the Secular Hub and make decisions on behalf of the Secular Hub without Board approval given the following criteria:

1. The event or opportunity does not involve or provoke a major shift in the operation or scope of the Secular Hub;
2. The event or opportunity does not contradict any or fail to support at least one of the four pillars of the Secular Hub – community, altruism, reason, and education;
3. The event or opportunity does not pose any significant financial or legal risk to the Secular Hub;
4. The event or opportunity does not pose a risk to the reputation of the Secular Hub;
5. The event or opportunity does not require resources that are unsustainable or unduly detract from or compromise other higher priority efforts;
6. The event or opportunity does not violate any existing Secular Hub Bylaws or Policies;
7. The event or opportunity does not require the long-term availability of specialized knowledge or skills.

4.1.1 Committee Budgets

Each year, committees shall submit to the Treasurer a budget allocation request that will be incorporated in the Annual Budget. If the cost of any event or opportunity exceeds the committee's budget allocation by \$100, the committee must seek the Board's approval for a new funds allocation.

4.2 Standing Committees

4.2.1 Bylaws Committee

The Bylaws Committee maintains Secular Hub Bylaws and Policy statements and makes sure they follow the Colorado Revised Statutes. All proposed changes to the Bylaws must be reviewed by the Bylaws Committee, which will present them to the Board for review at least 30 days before a Members Meeting.

4.2.2 Program and Events Committee

The Program and Events Committee plans and implements educational and scientific programs and facilitates other events that take place under the auspices of the Secular Hub, and coordinates with Affiliate Groups.

4.2.3 Fundraising Committee

The Fundraising Committee specializes in coordinating specific activities whose purpose is to raise money for the Secular Hub, the American Humanist Association, or Secular Hub special projects or purposes. Within an event or meeting there can be a fundraising activity such as a silent auction, book sale, or pass-the-hat.

4.2.4 Membership Committee

The Membership Committee is responsible for recruitment and retention strategy(ies). The Membership Committee manages the Member database and works with the Treasurer regarding membership dues collection.

The Membership Committee establishes a written procedure for adjudicating requests for termination of membership or affiliation.

4.2.5 Information Technology Committee

The Information Technology Committee responsibilities shall include network administration, software development and installation, and the planning and management of the Secular Hub's technology life cycle, including maintaining, upgrading, and replacing hardware and software. A primary responsibility is administration of the web infrastructure such that the website is viewable by common media devices and is kept updated and secure.

4.2.6 Nominations and Elections Committee

Each year the Board of Directors shall appoint a Nominations and Elections Committee (NEC) made up of two or more Secular Hub Members at least 45 days prior to the Annual Election or as needed should vacancies appear on the Board. None of the Members of the NEC may be a current member of the Board or a nominee for the Board. The NEC shall select its own Chair. The NEC shall solicit candidates to serve as Directors after requesting nominations from the Board and Secular Hub Members. For Annual Elections, the Secretary must receive the list of nominees at least 12 days before the election so the list may be included in the meeting notice to Members.

The NEC shall be responsible for conducting elections.

4.2.7 Audit Committee

This committee shall be appointed by the Board within three months following the Annual Members Meeting from Members who are not signatories on any Secular Hub asset account. This committee shall:

1. reconcile the monthly statements from the Secular Hub current accounts,
2. one member of the Committee shall be competent to perform an audit of the Treasurer's accounts for the previous one-year term within ninety days of its appointment and shall submit the audit for approval by the Board. The audit report shall be presented at a Members Meeting held within a year of the audit completion.

4.2.8 Community Service Committee

The Community Service Committee organizes all community service activities for the Secular Hub.

4.2.9 Marketing Committee

The Marketing Committee develops and implements the marketing strategy for the Secular Hub. This includes market research, target market identification, positioning and promotion.

4.2.10 Outreach Committee

The Outreach committee plans and implements public events that take place outside the Secular Hub and that focus on direct public engagement about secularism.

4.2.11 Building and Grounds Committee

The Building and Grounds Committee oversees and carries out the work of facility maintenance and improvement, as well as maintaining supplies and managing concessions. The Chair serves as the primary contact with the landlord or property manager concerning the operations of the facility.

4.3 Ad Hoc Committees

The Board may appoint or dissolve special Ad Hoc Committees.

ARTICLE 5: ELECTIONS

Voting Members may vote either electronically in advance or in person at the Annual Members Meeting. The Nominations and Elections Committee (NEC) shall present the list of Director nominees. The NEC shall conduct the election by ballot unless there is only one nominee for each open Director position, in which case the nominees may be approved by acclamation. Otherwise, election shall be by plurality of votes cast. Each Voting Member may cast one vote for each open Director position on the ballot. The NEC shall count valid ballots, declare the winners, and inform the Secretary who will, in turn, publish the results to the Board and Members. The NEC shall secure all ballot records, which shall be anonymous, for six (6) months following any election and make them available for review by any Member.

ARTICLE 6: MEETINGS

6.1 Board Meetings

Regular meetings of the Board shall be held monthly unless determined otherwise by the Board. Board meetings shall be held in a location accessible to Members. Special meetings may be called by any two of the Directors. Before a Board meeting, any Member may ask that an item be added to the agenda. If there is insufficient time at a meeting for agenda items to be addressed, then those items will be placed on the agenda for the next regular meeting. Directors may vote by absentee ballot.

6.1.1 Notice of Board Meetings

Notice of regular Board meetings shall be provided to all Members and posted on the Secular Hub web site at least four (4) days before the meeting. The notice shall specify the date, time, and place of the meeting, and members shall have access to the agenda. Notification includes notification by telephone or other electronic means. The notice for any special meeting shall include the agenda and any matters to be voted on and be made as soon as practicable.

6.1.2 Quorum for Board Meetings

A quorum shall consist of at least two-thirds (2/3) of the number of Directors. Those physically present and those connected in real time by other means shall be counted for purposes of meeting the quorum and for voting.

6.1.3 Board Voting Options

Board members may vote on motions at meetings and by e-mail. Voting by e-mail must comply with the applicable provisions of Colorado Revised Statutes §7-128-202, *Action without*

meeting. Board members may vote *in absentia* on pending motions provided no changes are made are made to the motion(s) during the meeting. If changes are made, the absentee vote will become invalid.

6.2 Members Meetings

The Hub shall have a minimum of two Members Meetings per year including the Annual Members Meeting. Additional Members Meetings may be called by the Board as needed or desired.

6.2.1 Annual Members Meeting

The Annual Members Meeting shall take place in the 2nd calendar quarter of each year. The agenda for the Annual Meeting shall include election of Board Directors, presentation of the Annual Activities Report, review and comment on the Secular Hub's budget, ratification of any changes to the dues schedule, and approval of changes to the Bylaws. The Board may add other items to the agenda including review of the annual audit.

6.2.2 Notice of Annual Meeting

The notice of the Annual Members Meeting, to include the date, time and place of the meeting, will be posted publicly 30 days prior to the meeting date. At least 10 days before the Annual Members Meeting the Secretary shall send official notice to the Members of the Annual Meeting date, time, and place of the meeting either electronically or by mail. The notice shall include the agenda, the Bylaws, and a list of the nominated candidates for open board seats. Voting shall commence 10 days before the Annual Members meeting and shall end at the close of the meeting.

6.2.3 Quorum for Members Meetings

Members may vote either electronically in advance or in person at any members meeting. All such votes shall be counted in determining a quorum. A quorum at any Members Meeting shall consist of 10% of all Members.

ARTICLE 7: MISCELLANEOUS

7.1 Charitable Giving

An organization or individual requesting a financial or in-kind donation from the Secular Hub must complete a written application. The Secular Hub Committee or group facilitating the request and donation shall vet the requesting entity to determine if it conforms to the Secular Hub's purpose, policies and goals. The Secular Hub Board will set the policy and vetting process for charitable giving.

7.2 Donation Solicitation

The Secular Hub Board of Directors, Officers and Members may solicit businesses and organizations for donations in person, via mail, email, or telephone.

7.3 Discrimination

It is the principle of the Secular Hub, Inc. to prohibit age, race, gender, national origin, or sexual orientation discrimination in any form in its dealings with Members and nonmembers.

7.4 Dissolution

In the event the Members decide to dissolve the Secular Hub, assets, including any remaining funds after all taxes, expenses and other financial obligations have been met, shall be distributed for one or more tax-exempt purposes to one or more atheist or non-theist organizations in the Denver Area within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code as determined by a vote of the Board of Directors, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Secular Hub is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

7.5 Fiscal Year

Unless otherwise specified, the fiscal year for the Secular Hub accounting purposes will begin on July 1 and end on June 30.

ARTICLE 8: AMENDMENT OF BYLAWS

Proposed amendments to the Bylaws shall:

1. Require at least 15% of the members eligible to vote to cast a vote on the proposed bylaws amendments;
2. Be approved by two-thirds (2/3) of Members voting electronically prior to or in person at a Members Meeting.

Written notice of the proposed Bylaws changes shall be made available to every Member at least 10 days prior to the meeting.

8.1 Bylaws Revision History

Voted on and accepted October 12, 2011.

Revisions voted on and accepted by the Board on 03-15-2016 and ratified by the Members on 05-20-2016.

Revisions made by the Bylaws Committee and the Secular Hub Board. Accepted by the Board on 4/30/2017.

Revisions made by the Bylaws Committee as of 3/25/2018. Revisions made by the Board of Directors as of 4/15/2018. Revisions made by the Bylaws Committee as of 4/18/2018. Final revisions and approval by the Board of Directors on 5/8/2018.

Approved by a vote of the Secular Hub Membership on 05/20/2018.

Revisions made by the Board of Directors as of 4/9/2019. Approved by a vote of the Secular Hub Membership on 05/19/2019.