



FOUNDATION BEYOND BELIEF

humanism at work

Bylaws of Foundation Beyond Belief, Inc.

The name of the Corporation shall be Foundation Beyond Belief, Inc (“Corporation”). 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 Board of Directors manage the business and affairs of the Corporation.

SECTION 2. Size, Terms, and Term Limits.

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) and no greater than eleven (11). Absent temporary exigencies, the Board of Directors shall generally have seven (7) members. The Board of Directors shall work 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.

Seat terms for Directors begin on January 1st (of the first year they are serving) and expire on December 31st (of the last year they are serving). For a Director's term to be renewed, each Director must be re-elected by a two-thirds majority vote of the other Directors during the fourth quarter of their final year. The Board of Directors may reduce or increase the total number of Directors with a two-thirds majority vote. Vacancies, however occurring, may be filled by a simple majority vote of the remaining Directors for the remainder of an existing term or for a full or staggered term (for new seats). The seats of Directors shall be staggered so that no more than one-third of the Board (rounded up to the next whole person) is potentially replaced each year.

Each Director 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. Meetings

The Board of Directors may:

- A. hold regular or special meetings in or out of the state of Georgia, the state in which FBB is incorporated.
- B. permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting

SECTION 4. 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 Board Chair.

SECTION 5. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of 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 6. Notice.

- A. Regular meetings of the board may be held without notice of the date, time, place, and purpose of the meeting.
- B. Special meetings of the board must be preceded by at least two days' notice to each Director of the date, time, and place, but not the purpose, of the meeting
- C. A Director may waive any notice required by these Bylaws before or after the date and time stated in the notice. Except as provided by subsection (b) of this Code section, the waiver must be in writing or by electronic transmission, signed by the Director entitled to the notice, and delivered to the Secretary for inclusion in the minutes.
- D. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

SECTION 7. Quorum.

A majority of the then-serving Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A quorum of a Board of Directors shall consist of no fewer than one-third of the prescribed number of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors unless these Bylaws require the vote of a greater number of Directors. A Director who is present at a meeting of the board of Directors or a committee of the board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

- A. The Director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting;
- B. The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- C. The Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting.

The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

SECTION 8. 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 provide written consent before such action occurs. Directors may provide written consent through the use of email or other electronic means. The action will take effect when the last Director signs the consent, unless the consent specifies a different effective date. Action without a meeting has the effect of a meeting vote and may be described as such in any document.

SECTION 9. Compensation.

No Director shall, for reason of serving as a Director, Executive Director, 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 10. 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 11. Ethical and Professional Responsibility.

- A. By accepting a position on the Board of Directors, each Director of the Corporation agrees to act in good faith and in the best interests of the Corporation. Directors agree to act in a professional and ethical manner and in compliance with all laws, regulations, and official policies of the Corporation.
- B. Individuals are prohibited from serving on the Board of Directors if they have close personal ties with one of the then-serving Directors, including but not limited to being married or related to a member of the Board of Directors.

SECTION 12. Actions of the Board

- A. By a two-thirds majority vote, the Board of Directors may enact policies, procedures, and guidelines to supplement these Bylaws. A consent agenda may be used when the Board of Directors have been given three days' notice prior to the vote. Voting by electronic methods, such as email, real-time enterprise messaging applications (e.g.,

“Slack”), and text are permitted with documented consent by each Director prior to voting.

- B. The Board can withdraw confidence in a Board member or employee by proposing a motion of no-confidence.
- C. If the Directors are deadlocked and unable to break the deadlock a neutral party shall appoint a Provisional Director. The Provisional Director shall be an impartial party who is neither a member nor a creditor of FBB nor related by consanguinity or affinity within the third degree, as computed according to the civil law, to any of the other Directors of FBB or to the impartial person by which he or she is appointed. The Provisional Director shall have all the rights and powers of a Director and shall be entitled to notice of the meetings of the Board of Directors and to vote at such meetings until he or she is removed by order of the court or by vote or written consent of a majority of the Directors.

SECTION 13. Committees and Task Forces.

The Board of Directors may create and dissolve by majority vote Committees or Task Forces that shall have such duties and responsibilities as granted by the Board. Each such Committee or Task Force shall be subject to the control and direction of the Board of Directors. A committee may not, however:

- A. authorize distributions;
- B. approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;
- C. elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or
- D. adopt, amend, or repeal the articles or bylaws.

SECTION 14. Supervision of Executive Director

The Board of Directors is responsible for the hiring, supervising, evaluation, and termination of the Corporation's Executive Director and setting and approving the salary and salary changes of the Executive Director.

ARTICLE IV OFFICERS

SECTION 1. Number.

The Officers of the Corporation shall include Executive Director, Board Chair, Vice Chair, Treasurer, and Secretary. With the exceptions of the Board Chair and Secretary, Officer roles may be filled by those not then serving on the Board as approved by a majority-Board of Directors vote. Such other Officers and assistant Officers may be elected or appointed by the Board of Directors as deemed necessary 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 Executive Director, Board Chair, or Secretary, none of which may be simultaneously held by the same person.

SECTION 2. Election, Term of Office, and Resignation.

The Board Chair, Vice Chair, Treasurer, and Secretary of the Corporation shall be elected annually by the Board of Directors at the first quarterly meeting of the Board of Directors or prior to the first quarterly meeting of the Board of Directors by means of a vote by email or text. 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. A Director may resign at any time by delivering notice in writing (hard copy document) or by electronic transmission (email) to the Board of Directors, the Board Chair, or the Secretary. Resignation is effective when the notice is delivered unless the notice specifies a later effective date.

SECTION 3. Removal.

- A. A Director elected by the Board of Directors may be removed with or without cause by the vote of two-thirds of the Directors then in office;
- B. A Director elected by the Board of Directors may be removed by the Board of Directors only at a meeting called for the purpose of removing the Director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director;
- C. A Director may be removed upon missing three (3) board meetings.
- D. A designated Director may be removed by an amendment to the articles or bylaws deleting or changing the designation.
- E. An appointed Director may be removed without cause by the person appointing the Director;
- F. The person removing the Director shall do so by giving written notice of the removal to the Director and either the Chair of the Board or the Secretary; and
- G. A removal is effective when the notice is published, unless the notice specifies a future effective date

SECTION 4. Vacancies.

- A. If a vacancy occurs on a Board of Directors, including a vacancy resulting from an increase in the number of Directors:
 - a. the Board of Directors may fill the vacancy; or
 - b. if the Directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office.
- B. If a vacant office was held by an appointed Director, only the person who appointed the Director may fill the vacancy.

- C. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

SECTION 5. Executive Director.

The Executive Director shall:

- A. Report to and take direction from the Board of Directors and supervise all of the business and affairs of the Corporation.
- B. Attend and participate in meetings of the Board of Directors, subject to exceptions as determined by the Board of Directors, such as executive sessions. The Executive Director is expected to provide updates to the Board of Directors on the organization's business affairs and shall not vote.
- C. Unless these Bylaws or the Board of Directors provides otherwise, the Executive Director shall have authority to conduct all ordinary business on behalf of the Corporation and may execute and deliver on behalf of FBB any contract, conveyance, or similar document not requiring approval by the Board of Directors
- D. Perform all duties incident to the office of Executive Director 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.
- E. Be responsible for the hiring, supervising, evaluation, and termination of FBB personnel and setting and approving their salaries and salary changes.
- F. Be subject to adjustments in roles and responsibilities, including salary increases or decreases and termination, as determined by a two-thirds majority vote by the Board of Directors.
- G. Exercise all duties, privileges, and responsibilities that, bylaw or custom, are given to an 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 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.
- E. In the absence or unavailability of the Executive Director, 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. Vice Chair.

- A. The Vice Chair shall generally assist the Board Chair and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Board Chair or the Board of Directors.
- B. The Vice Chair shall be prepared at all times to assume the role of the Board Chair, if necessary.

SECTION 8. Secretary.

The Secretary shall:

- A. Keep the minutes of the proceedings of the Board of Directors in one or more minute electronic folders accessible to the Board of Directors and the Executive Director provided for that purpose. Meeting minutes from Executive Sessions shall be kept in electronic folders accessible to the Board of Directors only.
- B. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, including the scheduling of meetings of the Board of Directors.
- C. Be custodian of the corporate records.
- D. Keep a register of contact information of each 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 9. Treasurer.

The Treasurer shall:

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

Financial Transactions with a value of \$5,000 USD or more require majority approval of the Board of Directors or Executive Committee if a majority of the Board of Directors is not immediately available to vote on the transaction. In all other transactions, the Executive Director may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board of Directors and the purposes of the Corporation as set out in the Certificate of

Formation and these bylaws. Notwithstanding the above, all checks of more than \$3,500 disbursing funds from any of the Corporation's accounts require the signatures of at least one of the following: the Executive Director, Board Chair, Vice Chair, Secretary, or Treasurer.

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.

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 two-thirds majority of the Board of Directors. Notice and copies of proposed changes to these Bylaws shall be made available at the regular Board of Directors meeting previous to the regular Board of Directors 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 this 22nd day of July in the year 2020.

Alice Ashton

Alice Ashton, Secretary