



Bylaws of

The Ethical Humanist Society of Chicago

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Article I NAME AND PURPOSE

Section 1 Name

The name of this organization is the Ethical Humanist Society of Chicago.

Section 2 Purpose

The Ethical Humanist Society of Chicago is a democratic religious fellowship of men and women devoted to fostering ethical ideals in every day life. We emphasize ethics and human values, and an understanding of the conditions and issues, intellectual and social, of the modern era. We seek to learn together the art of living with reason, compassion, responsibility, and cooperation. We affirm our trust in the democratic processes and the rights and worth of all individuals. We utilize these processes in the management and actions of the Society. To help fulfill these aims and purposes, we are a member of the American Ethical Union, and a chapter of the American Humanist Association, and through them we support the International Humanist and Ethical Union.

Article II MEMBERSHIP

The word "member" can be used in various ways to suit evolving Society communication, fundraising,

and other needs. However, for the purpose of these bylaws, the word "member" refers specifically to SUSTAINING MEMBERS as defined in Section 1 below.

Section 1 Qualifications

Any adult, 18 years of age or older wanting to join the Society as a Sustaining Member shall apply in writing to the membership committee. Sustaining Members agree in principle with the purposes of the Society and agree to support the Society. An applicant shall become a Sustaining Member by approval of the Board of Trustees. Admission to Sustaining Membership in the Society shall be without regard to sexual orientation, race, creed, color, gender, or ethnic or national origin.

Section 2 Contributions

A member shall make an identified and timely financial contribution each fiscal year toward the support of the Society, as determined by the Board. A member is expected to contribute both financially and in personal service according to their means and abilities. The financial contribution is encouraged but not required for members under the age of 26.

Section 3 Censure, Suspension and Expulsion

a. A member who has not made an identified financial contribution for the fiscal year may be suspended from membership in the Society, unless a request for a waiver for financial hardship has been received and granted by the Treasurer. No later than two months prior to the Annual Meeting, the Treasurer shall provide written notice of such potential suspension of membership to any member who has not yet made an identified financial contribution or received a hardship waiver for that fiscal year.

b. Whenever, in the opinion of the Board, the conduct of a member has been inconsistent with the principles of, or prejudicial to, the welfare of the Society, the Board may direct that a written statement of the grounds of its opinion be sent by certified mail to such member, together with a notice giving such member an opportunity to be heard at a stated meeting of the Board. The Board may, after such hearing or upon the non-appearance of the member, absolve, censure, suspend, or expel such member by a vote of three-fourths of the entire Board. Any member so suspended or expelled may appeal the Board's decision at the next Annual Meeting or at a Special Meeting called for that purpose, when the Board's decision may be overruled by a two-thirds majority vote of the members present.

Section 4 Leaving the Society

a. A member may resign by giving written notice to the Board.

b. A member who has demonstrated exceptional commitment to the Society and is no longer able to contribute to the Society financially or through personal service may, upon approval of the Board, be designated as a Member Emeritus. A Member Emeritus will be a non-voting member, will be exempt from the requirements of Article 2, Section 2, and will be accorded all other rights and privileges of membership.

Section 5 Property Rights

No member shall have any right, title, or interest in the property of the Society at any time. In the event of the dissolution of the Society, all assets thereof

shall be transferred to any religious, educational, or humanitarian purpose as may be designated by resolution of the Board and ratified by two thirds of the membership pursuant to a mailed ten-day notice. Any such transfer of assets shall be in keeping with Illinois law.

Article III MEETINGS OF SUSTAINING MEMBERS

Section 1 Annual Meeting

The Annual Meeting of the Society shall be held within 60 days prior to the start of the fiscal year. At this meeting, the Society shall receive the reports of officers and committees, elect Trustees to replace those whose terms expire, fill vacancies on the Board, adopt a budget, and conduct other lawful business.

Section 2 Special Meetings

A Special Meeting of the Society may be called by the President, a majority of the entire Board, or by petition of 20% of the members of the Society. The subject(s) of the meeting must be specified.

Section 3 Notice of Meetings

At least ten days notice of an Annual Meeting or Special Meeting of the Society shall be mailed to members, posted at the Society, and announced at a regular Sunday platform meeting of the Society. Notice of a Special Meeting shall specify the agenda and the manner of voting, and no business shall be transacted except on the specific subjects(s) on the agenda. For good cause, a member may give their written and signed proxy vote on the specific subjects(s) to another member who will be in attendance.

Section 4 Quorum

A quorum shall consist of 25% of the total voting membership.

Article IV BOARD OF TRUSTEES

Section 1 Number, Term, and Eligibility

a. The Board of Trustees shall consist, within three years time from the adoption of this revision, of

nine trustees, elected from among the members of the Society, one-third at each Annual Meeting, each trustee to serve for a term of three years after the Annual Meeting.

b. Each trustee shall make an identified financial contribution to the Society at least two months prior to the Annual Meeting in order to be eligible to serve on the Board in the following fiscal year, unless granted a hardship waiver according to Article II, Section 3, Paragraph a.

c. No more than one member from the same household may serve on the Board concurrently.

d. Any Leader of the Society, as defined by Article VII, shall be a member ex-officio of the Board without the right to vote.

e. Members who are employees or contractors of the Society may not vote on issues in which they have a pecuniary interest.

Section 2 Election

a. Election to the Board shall be by secret ballot. Winning candidates may, in descending order of their vote totals, choose whether to fill either a full term or the remaining portion of an unexpired term.

b. No trustee may serve for more than two full consecutive terms on the Board. In the case of filling a midterm vacancy, the service could be extended to a maximum of seven and half consecutive years. A trustee who has completed their maximum consecutive service shall be ineligible for reelection or appointment for one full year.

c. At each Annual Meeting of the Society, the members shall elect three trustees to fill terms expiring with that Meeting and enough trustees to fill any vacancies in unexpired terms that will exist by such time, if necessary to maintain a Board membership of nine trustees.

d. A candidate for the Board must have been a member of the Society for at least eleven months, have signed the Statement of Trustee's Responsibility, have made an identified minimum financial contribution for the current fiscal year,

unless granted a hardship waiver according to Article II, Section 3, Paragraph a, and have attended at least one Board meeting.

Section 3 Powers and Duties

a. The Board of Trustees shall be vested by the membership with responsibility for the oversight of the function, purposes, financial affairs, and property of the Society, including employment of staff.

b. The Board's budgetary plans for spending and income shall be ratified by the membership at the Annual Meeting, except where powers and duties are otherwise expressly conferred by these Bylaws and applicable government regulations.

c. The Board shall employ a professional who is not a member of the Society to audit annually the books and accounts of the Treasurer. This audit shall be made available to the Board and the membership upon request.

d. An appeal of a Board decision shall be settled by a three-fifths vote of a quorum, as defined in Article III, Section 4, of those at an Annual Meeting or at a Special meeting called for that purpose.

e. The Society shall purchase and maintain the appropriate directors' errors and omission insurance for the Board of Trustees.

f. A candidate for trustee shall be required to agree to and sign the following Statement of Trustees' Responsibilities, and all trustees shall be required to reaffirm the Statement by signing it annually.

Statement of Trustees' Responsibilities:

As a Trustee of the Ethical Humanist Society of Chicago, I recognize the following responsibilities:

Stewardship: I have a duty to care for the organization's affairs in good faith and with at least the degree of diligence, care and skill which ordinarily prudent people would exercise under similar circumstances in like positions. I understand that a good-faith effort alone is not enough, that I must act with knowledge and after adequate deliberation and to follow all relevant Illinois laws. I also understand that I owe a duty of

loyalty to the organization that takes precedence over my personal interests.

Board participation: I commit myself to attend meetings faithfully and participate actively.

Society activity: By committee participation or individual effort, I commit myself to volunteer significant time and labor to help our Society fulfill its mission.

Discipline: I commit myself to stay familiar with the Society's business and activities through minutes, the newsletter, and other means.

Development: I commit myself to promoting the Society's development: organizational, financial, and membership.

Conduct: I commit to conduct myself in board meetings and all other Society activities in a respectful, non-abusive manner, using peaceful behavior and language, and engaging in civil dialogue and treatment of fellow members of the Society. I will respect and follow the rules and the democratic processes of the Society, irrespective of any personal reservations or misgivings.

I understand that failure to abide by this Statement may subject me to disciplinary action by the Board and/or the general membership.

Section 4 Meetings

a. Regular meetings of the Board of Trustees shall be held monthly on any selected day of the month. The Executive Committee may choose to cancel a monthly meeting, up to two per fiscal year, when deemed appropriate. Special meetings of the Board may be called by the President or Executive Committee at any time, and shall be called at the written request of three members of the Board. Trustees shall be notified of all special Board Meetings no fewer than 48 hours in advance. Minutes must be kept of all meetings of the Board.

b. On occasion, the Board may need to conduct business or take votes outside of its regular meetings. Notice of a vote between meetings would be sent to the Board of Trustees a minimum of 48 hours in advance of the vote. The voting period, if asynchronous, would last a minimum of 12 hours.

When the voting period ends, a summary of votes cast will be sent to all Board members and reported in the next meeting minutes.

Section 5 Quorum

A quorum shall consist of a majority of the trustees or six, whichever is greater. Motions shall pass by majority vote, but not less than four affirmative votes.

Section 6 Censure or Removal

a. A trustee who has been expelled or suspended as a member of the Society under the provisions of Article II, Section 3 shall be immediately removed or suspended as a trustee.

b. A trustee may be censured by the Board for violating the Statement of Trustees' Responsibilities or refusing to sign it. Such censure requires a two-thirds vote of the entire Board. If the Board, by a two-thirds vote of the entire Board, supports removal of a trustee for violating the Statement or refusing to sign it, the Board shall call a meeting of the membership for the stated purpose of removing the trustee. The trustee may be removed by the affirmative vote of two-thirds of the votes present and voted, either in person or by proxy. No trustee shall be removed unless a good faith effort has been made to deliver a written notice of the meeting to all members.

Section 7 Vacancies

A vacancy on the Board of Trustees occurring more than two months prior to the annual meeting shall be filled from the membership by the Board in a timely manner, if necessary to maintain a Board membership of nine trustees. This trustee shall serve until the next Annual Meeting. At said meeting a member to fill the unexpired term shall be elected.

Section 8 Indemnification

To the fullest extent permitted by law, the Ethical Humanist Society of Chicago shall have powers to indemnify any director, officer, former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another entity or joint venture, whether for profit

or not-for-profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or intentional misconduct in the performance of a duty.

Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under agreement, recommendation of the Board of Trustees, or otherwise. No indemnification or advancement of expenses shall be made under this Section if such indemnification or such advancement of expenses would be inconsistent with: (i) the provisions of Section 501(c)(3) or Section 4958 of the Code or the Treasury Regulations promulgated thereunder; (ii) a provision of the Corporation's Articles of Incorporation or these Bylaws; (iii) applicable state law; or (iv) a resolution of the Board of Trustees or other proper corporate action, in effect at the time of the occurrence of the event giving rise to the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification or such advancement of expenses.

Article V OFFICERS

Section 1 General

The officers of the Society shall consist of President, Vice President, Treasurer, and Secretary, and any additional officers as may be designated by the Board.

Section 2 Elections

The sitting President shall appoint an Officer Nominating Committee, consisting of three members of the new Board, within seven days after the Annual Meeting. Said Officer Nominating Committee shall present a slate of officers at the first meeting of the new Board. Officers shall be elected from among the trustees who will be in office in the upcoming year. To be eligible for election, the President must either have been a trustee prior to the current term or have been a member of the Society for at least four years.

Section 3 Term

Officers shall be elected for a period of one year and shall serve until their successors are elected. The president shall be limited to three consecutive one-year terms.

Section 4 Powers and Duties

a. President: The President shall preside at all Annual Meetings and Special Meetings and at meetings of the Board of Trustees and the Executive Committee. The President, subject to the control of the Board of Trustees, shall have the usual powers and duties incident to the office and shall be an ex-officio member of all the committees of the Society, with the exception of the nominating committees.

b. Vice President: A Vice President, at the request of or in the absence of, the President, subject to the control of the Board of Trustees, shall discharge the powers and duties of the President.

c. Treasurer: The Treasurer, subject to the control of the Board of Trustees, shall be in charge of all funds and securities of the Society and have the usual powers and duties incident to the office.

d. Secretary: The Secretary, subject to the control of the Board of Trustees, shall prepare and keep the minutes of all Annual Meetings, Special Meetings, and meetings of the Board, and have the usual powers and duties as may be prescribed by the Board.

e. All officers of the Board of Trustees are subject to the control of the Board of Trustees.

Section 5 Removal

Any officer of the Society may be removed from office by a vote of two-thirds of the Board of Trustees. The Board shall replace that officer by its next meeting, avoiding the provisions of Article V, Section 2.

Article VI COMMITTEES

Section 1 General

The Board of Trustees shall establish committees, standing and special, other than the Executive,

Officer Nominating, and Board Nominating Committees, as are necessary to carry on the work of the Board in the interests of the Society. The Board shall reserve the power to appoint or approve all committee members and committee chairpersons, to establish or approve committee rules and procedures, to approve committee decisions, and to require that committees keep minutes of their meetings. The President and the Leader of the Society shall be ex officio members of all committees except the Board Nominating Committee and the Officer Nominating Committee.

Section 2 Executive Committee

a. General: The President, Vice President, Treasurer, Secretary, and Leader of the Society, and such additional trustees or officers that the Board may elect, shall constitute the Executive Committee of the Board.

b. Term: The Executive Committee shall be elected at the first regularly scheduled meeting of the Board following the Annual Meeting of the Society and shall hold office until the next Annual Meeting of the Society.

c. Powers and Duties: Between meetings of the Board, the Executive Committee shall meet at the call of the President or any two members of the Committee to exercise the ordinary function and powers of the Board; except those actions that require a super majority of the Board or those actions that involve an aggregate expenditure of more than three percent of the Society's annual budget or an obligation binding the Society for more than three months. The Executive Committee shall keep minutes and shall report all actions taken by it to the next meeting of the Board of Trustees.

Section 3 Board Nominating Committee

a. Members: The Board of Trustees shall appoint a Board Nominating Committee at the first meeting of the new calendar year. The committee shall consist of five members, two Board members whose terms are not expiring, and three from the general membership.

b. Term: A member of the Board Nominating Committee may not serve for more than two

consecutive years. The Board shall appoint replacements as needed.

c. Powers and Duties

1. A qualified member seeking to run for election to the Board of Trustees shall submit their name to the Board Nominating Committee no later than thirty days prior to the Annual Meeting.

2. The Board Nominating Committee shall nominate a list of qualified candidates to ensure there are at least a minimum number of candidates to fill the open positions on the Board.

3. The list of all nominees shall be sent to the members of the Society no fewer than ten days before the Annual Meeting.

4. Additional nominations may be made from the floor at the Annual Meeting.

Article VII PROFESSIONAL LEADERSHIP

Section 1 Appointment

The Board of Trustees shall have the power, by a two-thirds majority vote of the entire Board, to appoint and give a contract, not to exceed three years, to a Leader, with the advice of the Leadership Committee of the American Ethical Union, provided that it is approved by a two-thirds majority of the members of the Society voting and present at the Annual Meeting or a Special Meeting called for that purpose, or voting by mail received by meeting date.

Section 2 Powers and Duties

A Leader shall have unlimited freedom of expression and shall perform the usual pastoral functions. A Leader shall be an ex officio member without vote of the Board of Trustees and of all standing committees and shall have the responsibility to advise on all aspects of the Society's programming.

Section 3 Termination

A Leader may be censured, suspended, or dismissed according to guidelines in Article IV, Section 6

**Article VIII SUNDAY SCHOOL, YOUTH,
AND YOUNG ADULT GROUPS**

Section 1 Sponsorship

As needed, the Society shall conduct a Sunday School, and youth and young adult groups.

Section 2 Eligibility

Any child shall be eligible to become a student in the Sunday School, or in youth or young adult groups.

Section 3 Management

The Board of Trustees shall be responsible for the management and direction of the Sunday School, but may delegate such powers and functions as it may deem necessary to a Sunday School Committee.

Section 4 Director

A Director of the Sunday School shall be appointed by the Board of Trustees. The Sunday School Director shall have the power to select and appoint the necessary staff, subject to the approval of the Board of Trustees.

Article IX AMENDMENTS

The By-Laws may be amended by a two-thirds vote of the members present at the Annual Meeting or at a Special Meeting called for that purpose. Such amendment must be recommended by the Board of Trustees or proposed by petition signed by at least twenty members in good standing. Amendments to the Bylaws shall become binding upon their adoption unless otherwise stated, but shall not be applied retroactively.

Any amendment initiated by petition shall be submitted in writing at least thirty days prior to the Annual or Special Meeting to the Secretary, who shall give written notice to all members not less than ten days prior to the meeting.

Article X RULES OF ORDER

Robert's Rules of Order Newly Revised shall be used except where specifically conflicting with the Bylaws of the Society.

Approved by the Membership,
May 17, 1987;
June 6, 1993;
June 1994;
June 23, 1996;
June 14, 1998;
May 21, 2000;
June 2, 2002;
June 3, 2007;
June 6, 2010;
June 3, 2012;
June 2, 2013;
June 13, 2021;
June 5, 2022;
June 4, 2023.