



# American Ethical Union

*Inspiring Ethical Communities*

*2 West 64<sup>th</sup> Street • New York, NY 10023 • [www.aeu.org](http://www.aeu.org)*

*Phone 212.873.6500 • Fax 212-624-0203 • [office@aeu.org](mailto:office@aeu.org)*

## **American Ethical Union (AEU) Bylaws**

(As amended and approved August 1, 2020 by the AEU Assembly)

### **Table of Contents**

<b>Preamble .....</b>	<b>1</b>
<b>ARTICLE I. Membership .....</b>	<b>1</b>
<b>ARTICLE II. Assembly .....</b>	<b>4</b>
<b>ARTICLE III. AEU Board of Directors .....</b>	<b>6</b>
<b>ARTICLE IV. Elected Officers .....</b>	<b>8</b>
<b>ARTICLE V. Committees .....</b>	<b>10</b>
<b>ARTICLE VI. Employees .....</b>	<b>12</b>
<b>ARTICLE VII. Leadership and the National Leaders Council .....</b>	<b>12</b>
<b>ARTICLE VIII. Finances .....</b>	<b>13</b>
<b>ARTICLE IX. AEU Leadership Fund .....</b>	<b>14</b>
<b>ARTICLE X. Miscellaneous .....</b>	<b>14</b>
<b>ARTICLE XI. Amendments .....</b>	<b>15</b>

### **Preamble**

The American Ethical Union (hereinafter called in these Bylaws "the AEU") is a humanist educational, cultural, religious, and social justice 501(c)(3) organization. Our mission is to create, nurture, and inspire ethical humanist communities to foster a world that is democratic, compassionate, just, and sustainable. We commit ourselves to nurturing the unique worth of every person; building relationships that bring out the best in others and ourselves; and enhancing the human capacity to create a better world.

### **ARTICLE I. Membership**

Section 1. In General. Membership in the AEU shall be available to organizations meeting the qualifications set forth in these Bylaws.

## Section 2. Admission - Societies.

a) In General. An organization shall be eligible for membership if its purposes are in harmony with those of the AEU, if it meets the qualifications hereinafter set forth, and if it complies with the procedural requirements of the AEU. Such organization may be admitted as a Society, following a recommendation of the Membership Committee, as specified below.

b) Provisional Admission. The Board of Directors may, by majority vote, admit an organization as a Provisionally Admitted Society. To be eligible for provisional admission an organization:

i) Shall have met regularly and conducted public programs in harmony with the purposes of the AEU, including programs to elicit the ethical growth and development of its members;

ii) Shall have at least 10 individual members;

iii) Shall be legally incorporated as a not for profit organization according to the laws of the state in which it is located; and

iv) Shall meet such other requirements as the Board and the Membership Committee shall establish.

c) Full Admission. A Society may be admitted to full membership by a majority vote of the Assembly. The eligibility requirements for full admission are the same as those for provisional admission.

d) All Societies and Fellowships admitted to membership before August 1, 2020 are considered fully admitted Societies. All Circles admitted to membership before August 1, 2020 and meeting all requirements established in Article I, Section 2(b) as of that date are considered fully admitted Societies. Circles admitted to membership before August 1, 2020 but not meeting all requirements established in Article I, Section 2(b) as of that date are considered Provisionally Admitted Societies.

Section 3. Affiliated Organizations. The Board of Directors of the AEU, after consultation with the National Leaders Council or the Membership Committee, may admit to affiliate status in the AEU any other organization, to be known as an Affiliated Organization, the purposes and programs of which, in the judgment of the Board, are auxiliary to and support the purposes and objectives of the AEU and its Committees. Such organization shall make written application for affiliated status, stating that it subscribes to the purposes and objectives of the AEU and pledging to support the AEU. Such affiliate status shall continue so long as the purposes and programs of the Affiliated Organization continue, in the judgment of the Board, to be auxiliary to and in support of the objectives of the AEU. Each Affiliated Organization shall have voting rights as set forth in Article II, shall be required to participate with the appropriate Committee as determined by the Board, and shall make a financial contribution to the AEU annually, in an amount to be determined by the Board.

Section 4. Adjustment of Status - Societies. The Membership Committee shall annually review the membership status of Societies. Societies that have been members for fewer than five years (including provisional membership) and fail to meet the requirements of Article 1, Section 2(b) for one year may be suspended or terminated from AEU membership. Societies that have been members (including provisional membership) for more than five years and fail to meet the requirements of Article 1, Section 2(b) for three years may be suspended or terminated from AEU membership.

Section 5. Termination of Membership:

a) Voluntary Termination. Any member organization may withdraw from membership on six (6) months' notice to the Board. Such notice shall be signed by at least three (3) officials of such organization, duly certifying that a majority of the members of such organization have voted for withdrawal. If the member organization has fulfilled all of its obligations, financial and otherwise, to the AEU, and the Board is unable to remove the grounds of such organization's decision to withdraw, the Board shall notify the other member organizations. Such withdrawal from membership shall become effective on expiration of the period of such notice.

b) Involuntary Termination. The membership of any fully admitted Society may be suspended or terminated for reasonable cause by a two-thirds vote at any Regular or Special Assembly. Such vote shall be taken only following a resolution of the Board after review and recommendation by the Mediation Committee. The Society involved shall be given written notice of such resolution and the reasons thereof not less than three (3) months prior to such Assembly and shall have the right to attend such Assembly and be heard on such resolution. In addition to the adjustment set forth in Section 4, the membership of any provisionally admitted Society or the status of an Affiliated Organization may also be suspended or terminated for reasonable cause by the Board after review and recommendation by the Mediation Committee.

c) Use of Name Restricted. Admission to membership in the AEU of any member organization shall constitute its consent and agreement that on termination of such membership, whether voluntary or involuntary, such organization will cease to use the name Ethical Society, Fellowship, or Circle; Ethical Culture Society, Fellowship, or Circle; Ethical Humanist Society, Fellowship, or Circle; or variation thereof, and will otherwise avoid the use of words or conduct which convey the impression of membership in or affiliation with the AEU.

Section 6. Restrictions on Member Organizations:

a) Personal Rights. Member organizations shall be committed to freedom of thought concerning theological, social, governmental, and religious matters; and there shall be no discrimination on account of race, religious background, national origin, gender, or sexual orientation.

b) Governmental and Judicial Proceedings. No member organization shall, without prior consultation with the Law Committee, file any application or other legal document, nor institute, defend or participate as a party in any legal or administrative proceeding, whether at the federal, state or local level, with respect to any substantial matter, such as status as a tax-exempt organization or qualification as a religious organization.

c) Ethical Education. New member organizations shall consult with the Ethical Education Committee prior to instituting any program of ethical education.

d) Leadership. No member organization shall appoint any person to perform the functions or use the title of Leader or Associate Leader unless such person has been so approved by the Board and placed on the roster by the Leadership Committee, as provided in Article V. Section 4. d). Any member organization wishing to appoint a new Leader or Associate Leader or to change Leaders shall consult with the Leadership Committee before negotiating with any individual or member organization directly. No member organization shall appoint any person to a position of Leadership training without the approval of the Leadership Committee.

e) Member organizations shall conduct their affairs in accord with the requirements for IRS Section 501(c)(3) organizations.

### Section 7. Expectations of Societies.

In addition to the requirements set forth in Section 2 above, all member Societies are encouraged to:

- a) make provision for the ethical education of children
- b) make provision for a program of ethical action
- c) make provision for Leadership services as they are able

Section 8. Individual Members: The AEU is authorized to admit to membership Individual Members under such requirements and rules (including provisions for termination) as the Board may adopt from time to time. Such Individual Members would not be eligible to run for the Board but would be eligible to participate as members of AEU Committees.

## **ARTICLE II. Assembly**

Section 1. Authority. The legislative, budgetary, and policy-making authority of the AEU shall be in the Assembly.

Section 2. Composition. The Assembly shall be composed of:

- a) Delegates chosen by the member organizations;
- b) all certified Leaders;
- c) all members of the Board; and
- d) all past presidents of the AEU.

Section 3. Regular Assemblies. There shall be a Regular Assembly of the AEU at least every two years. The Board of Directors shall designate the time and place of the meeting and the matters to be considered, subject to the directions of the previous Assembly.

Section 4. Special Assemblies. A Special Assembly may be called at the direction of the Board of Directors, at such time and place as the Board may designate, but only such business shall be transacted at any such Special Assembly as has been stated in the notice thereof.

Section 5. Notice and Agenda. Notice of each Regular or Special Assembly and the agenda thereof shall be sent not less than 30 days prior to the date of such Assembly to each member organization. Such agenda shall contain a statement of the formal business and reports to be presented and a statement of all matters which it is proposed to place before the Assembly for consideration and vote, including all matters requested to be placed on such agenda by any member organization.

Section 6. Quorum. The presence in person of delegates entitled to cast a majority of the total number of votes eligible to be cast at the Assembly by member organizations shall constitute a quorum.

Section 7. Voting Rights.

a) Societies. Each Society shall be entitled to one (1) vote plus one (1) additional vote for each 50 individual members or fraction thereof (provided such fraction consists of at least 10 members). Each Society shall vote through delegates appointed by it from among its members and shall be entitled to one (1) delegate for each vote it may cast pursuant hereto. In the absence of available members, a Society may instead appoint delegates who are members of a different Society or an Affiliated Organization. Each Society may apportion among its delegates the total number of votes to which it is entitled.

b) Leaders, Directors and Past Presidents. Each certified Leader; each member of the Board of Directors, and each past President of the AEU shall be entitled to one (1) vote, but no such person shall be entitled to more than one (1) vote by reason of holding more than one of these positions. Any such person who is appointed as a delegate by a member organization, however, shall have the right to vote as such delegate in addition to such vote as a Leader or Director or Past President.

c) Affiliated Organizations. Each Affiliated Organization shall be entitled to one (1) delegate, drawn from among its members, having one (1) vote. In the absence of an available member, an Affiliated Organization may instead appoint a delegate who is a member of a Society or a different Affiliated Organization.

Section 8. Referendum: Letter Ballots. On submission of any business to the Assembly, whether proposed by the Board of Directors or at the request of any member organization, the Assembly may, by a three-fourths vote of the total vote present at the Assembly, or a one-third vote if it is new business which was not included in the notice of the Assembly, refer any such business to the member organizations for further consideration. Such reference shall direct whether a letter ballot shall be taken or whether the business shall be considered at a future Assembly. When a letter ballot is called for, those eligible to vote shall be the persons included in subsections (b), (c), and (d) of Section 2 of this Article II, each of whom shall be entitled to cast one (1) ballot, and the member organizations, each of which may cast as many ballots as the number of votes it is entitled to under these Bylaws determined as of a time fixed in the reference.

Section 9. Action of the Assembly. Except as otherwise provided by statute, by the Certification of Incorporation, or by these Bylaws, any action approved by a majority of the votes cast at an Assembly at which a quorum is present shall be the act of the Assembly.

Section 10. Resolutions. In voting on matters of public issue a two-thirds majority of the votes cast at an Assembly at which a quorum is present is required for passage.

Section 11. Alliances with or Membership in Other Organizations. The Assembly may authorize AEU forming alliances with other organizations or becoming a member of a coalition of organizations, but such action shall require a two-thirds majority of votes cast at an Assembly at which a quorum is present. Any such outside organization would not be referred to as an affiliate of the AEU unless it met the requirements of Article I, Section 3.

### **ARTICLE III. AEU Board of Directors**

Section 1. Authority. The management of the property and affairs of the AEU shall be vested in the Board of Directors (sometimes in these Bylaws referred to as the Board). The Board shall have full power and authority to manage the affairs of the AEU in the interim between Assemblies and to act for the Assembly. The Board's actions shall have the same force and effect as though taken by the Assembly, provided, however, that such actions shall be consistent with any prior directions to the Board or limitations upon its authority fixed by the Assembly.

Section 2. Composition and Election:

- a) Composition. Beginning with elections held at the annual Assembly in the fiscal year ending on September 30, 2006, the Board of Directors shall be composed of eleven Directors. Two Directors shall be designated by the National Leaders Council from among its members. Nine Directors will be elected by ballot at the Assembly.
- b) Terms. The terms of office of all Directors shall be for three years, with rotations provided for election of one-third of the Directors each year. If a Director departs the board before the end of their term a replacement shall be elected at the next assembly to fill the remainder of the departing Director's term. All Directors shall be eligible for reelection for one (1) additional successive term. A Director having served for a total of two (2) successive terms shall not be eligible for election for at least one year. Filling one (1) unexpired term shall not count as a term for the purpose of term limits.
- c) Eligibility. Any member of a member organization of the AEU shall be eligible for nomination to the Board of Directors, in accordance with the procedures of paragraph d) below, unless a continuing member of the Board is a member of the same member organization. Continuing Board members who are members of two or more member organizations shall have stated, as part of the nomination process, which of their organizational memberships shall be considered their primary affiliation, and the above restriction shall apply only to such primary affiliation. Any member of two or more member organizations shall be eligible for nomination and election if any one of the organizations is not the primary affiliation of a continuing Board member.
- d) Board Development Committee and Nomination Process

i) A Board Development Committee shall be created and shall serve as the nominating committee for AEU. The President of the Board of Directors shall appoint the Chair of the Board Development Committee, and the Chair and the President shall then appoint the committee members. It is anticipated that the President and Chair shall seek the advice and counsel of the Board of Directors regarding these appointments.

ii) The Board Development Committee shall establish procedures for the identification of qualified individuals for Directors and Officers of the Board of Directors and shall present a slate of Officers and Directors to the delegates of the Assembly in ample time for their review and consideration before the Assembly. The deliberations of the Board Development Committee shall be confidential.

iii) Write-in candidates for nomination to the Board of Directors shall require ten signatures. All write-in nominations must be submitted to the Board Development Committee at least seven days prior to their publication of the candidate slate for the Assembly. Nominations for Directors shall not be accepted from the floor during the Assembly; however, individual members and member organizations shall be encouraged to submit suggestions for nominations for director positions to the Board Development Committee during a formal and well-announced nominating period.

e) Voting Rights. Only the delegates representing Societies and affiliated organizations as defined in Article II, Section 7 shall cast ballots in the election and each Society shall have one ballot for each vote to which it is entitled.

f) "Rank-Weighted" Balloting. Each voter may vote for up to as many candidates as there are slots open and shall rank their choices from highest to lowest. Each voter's highest ranked candidate shall receive the same number of points as there are slots open, the next highest ranked candidate shall receive one point less and so on, down to the lowest ranked candidate, who shall receive one point. The total points from all voters shall be tallied for each candidate, with the highest number of points receiving the longest open slots.

g) Election Criteria. The candidates receiving the greatest number of points shall be elected unless more than one are from the same Society, in which case only the highest-scoring candidate from each Society would be elected. When a candidate is a member of more than one Society, the candidate shall state in advance of the election which one of their Society memberships shall apply for this restriction.

h) Vacancies. Vacancies on the Board of Directors may be filled for the balance of the remaining term by the National Leaders Council in the case of their appointed representatives and, until the next Assembly, by the Board in the case of elected Directors. Any Board member who misses three consecutive meetings without prior excuse may be removed from the Board.

### Section 3. Meetings.

a) Frequency. The Board of Directors shall meet regularly a minimum of five (5) times a year. Special meetings may be called at any time by the President, or on written request of five (5) or more Directors.

b) Quorum. Two-thirds of the members of the Board of Directors shall constitute a quorum. Except as otherwise provided by statute, by the Certificate of Incorporation or by these Bylaws, the action of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board. No person serving on the Board shall have more than one (1) vote.

Section 4. Special Actions in the Name of the AEU. The Board of Directors shall have authority to take appropriate action in the name of the AEU with respect to specific public issues of immediate, paramount ethical importance. Whenever feasible, each member organization shall first be consulted to ascertain whether there is any substantial disagreement with the proposed action. Any action taken pursuant to this section shall be taken only by a three-fourths vote of those present and entitled to vote at any meeting of the Board at which a quorum is present.

Section 5. Alliances with or Membership in Other Organizations. The Board of Directors shall have authority, by a three-fourths vote of those present and entitled to vote at any meeting of the Board at which a quorum is present, to form alliances with other organizations or to authorize the AEU becoming a member of a coalition of organizations, except that any arrangement under which the AEU would become a member of another organization and would undertake multi-year financial obligations to such other organization would require approval by the Assembly, under the procedures described in Article II, Section 11. Whenever feasible, each member organization shall first be consulted to ascertain whether there is any substantial disagreement with the proposed action. Any such outside organization would not be referred to as an affiliate of the AEU unless it met the requirements of Article I, Section 3.

#### **ARTICLE IV. Elected Officers**

Section 1. Election of Officers. Beginning with elections held at the annual Assembly in the fiscal year ending on September 30, 2006, or at any adjournment thereof, the Delegates to the Assembly shall elect the following Officers: a President, one or more Vice Presidents, a Secretary, a Treasurer and such other Officers as the Assembly may from time to time deem advisable.

a) All elected Officers shall be Directors. The same person may be elected to more than one office, except that the same person shall not hold the offices of the President and Secretary.

b) Nomination Process.

i) The Board Development Committee shall establish procedures for the identification of qualified individuals for Officers of the Board and shall present a slate of Officers to the delegates of the Assembly in ample time for their review and consideration before the Assembly. The deliberations of the Board Development Committee shall be confidential.

ii) Write-in candidates for nomination as an Officer shall require fifty signatures representing at least five different Societies. All write-in nominations must be

submitted to the Board Development Committee at least seven days prior to their publication of the candidate slate for the Assembly. Nominations for Officers shall not be accepted from the floor during the Assembly; however, individual members and member organizations shall be encouraged to submit suggestions for nominations for officer positions to the Board Development Committee.

c) Voting Rights. Only the delegates representing Societies and affiliated organizations as defined in Article II, Section 7 shall cast ballots in the election and each Society shall have one ballot for each vote to which it is entitled.

d) Balloting. The candidates receiving the highest number of votes shall be elected.

## Section 2. Powers and Duties

a) President. The President shall have the duties usually incident to such office, shall preside at all meetings of the Board of Directors and the Assembly, and shall be a member, ex-officio, of all AEU Committees. The President, in consultation with the other Officers of the Board, shall determine whether to act in emergency situations.

b) Vice-President. The Vice-President shall serve as acting President in the absence of the President, and shall serve as acting President until the next meeting of the Board of Directors in the case of the disability or death of the President. If the Vice-President cannot serve, then the Secretary and Treasurer shall succeed, in that order.

c) Treasurer. The Treasurer shall have custody of the funds and other property of the AEU. The Treasurer shall oversee the keeping of books of account, ensure the review of these books within twenty-four months of the end of the fiscal year by an independent firm of certified public accountants approved by the Board of Directors, and make this review available for the inspection of the Board and the Assembly. The Treasurer shall be a member, and may serve as the chair, of the Finance Committee, and shall ensure that investments are made in accordance with AEU policy.

d) Secretary. The Secretary shall keep the minutes of the Board of Directors and the Assembly, and keep custody of the corporate records and the corporate seal. The Secretary shall maintain a roster of the membership of the AEU, and shall perform the duties usually incident to that office.

## Section 3. Terms, Vacancies and Removal

a) Terms. Officers shall be nominated and elected each year. All elected Officers shall hold office for a one (1) year term and may stand for reelection in each of the next two (2) succeeding years, but not to exceed their class membership on the Board of Directors.

b) Vacancies. Vacancies shall be filled by election by the Board of Directors from among its members for the balance of the unexpired term. Any office not filled at the Assembly or at any adjournment thereof may be filled by the Board at any meeting.

c) Removal from Office. Any elected Officer may be removed from office, for cause, by a vote of two-thirds of the entire membership of the Board of Directors at any regular or

special Board meeting, on recommendation of the Mediation Committee. Notice of such proposed removal shall be provided at least 30 days prior to such meeting.

## **ARTICLE V. Committees**

Section 1. Standing Committees. The standing committees of the AEU shall be:

- a) Assembly
- b) Board Development
- c) Communications
- d) Ethical Action
- e) Ethical Education
- f) Finance
- g) Law
- h) Leadership
- i) Mediation
- j) Membership
- k) Personnel
- l) Such other standing committees as the Assembly or the Board of Directors shall deem necessary to carry on the work of the AEU.

Section 2. Committee Powers and Duties. The composition, manner of selection, powers, and duties of all standing committees shall be established by the Board of Directors or these bylaws.

Section 3. Leader Representatives. The National Leaders Council shall be entitled to appoint one Leader to each standing committee and one half of the members of the Leadership Committee. The Board of Directors shall consult with the National Leaders Council to determine the need for additional Leader representation on all standing committees.

Section 4. Leadership Committee. The Leadership Committee shall:

- a) Encourage men and women to take up training for Leadership under a training program approved by the National Leaders Council and administered by the Leader members of the Leadership Committee;
- b) Approve the appointment of persons to be trained for Leadership and the use of titles reserved for such positions;
- c) Determine qualifications for Leadership in the AEU;
- d) Recommend to the Board certification or licensing of individuals as Leaders, with such recommendation to be by the votes of not less than two-thirds of the membership of the Committee;
- e) Recommend to the Board of Directors, following consultation with the Mediation Committee, revocation of certification or license of individuals as Leaders, with such recommendation to be by the votes of not less than two-thirds of the membership of the Committee; and
- f) Keep a roster of individuals who have been certified or licensed as Leaders.

## Section 5. Board Development Committee:

- a) There shall be a Board Development Committee consisting of no less than five members no more than two of whom shall be Leaders and no more than two of whom shall be members of the Board. No member of the Board Development Committee may be a candidate for the Board or any office, and the President shall not be ex-officio to the Board Development Committee.
- b) Charge: The Board Development Committee shall be responsible for the creation of a slate of officers and trustees to be voted on at the Annual Assembly. The committee shall also be responsible to improve the performance, professionalism and overall functioning of the officers and the Board of the AEU.

Section 6. Special Committees. Special committees may be established from time to time by the Assembly or the Board of Directors. The chair of a special committee shall be appointed by the President. The members of any special committee shall be appointed by the chair in consultation with the President. The National Leaders Council, through its President, shall be entitled to appoint to each special committee one Leader, or more as determined in consultation with the AEU President.

## Section 7. Term of Service and Duties of Officers and Members

- a) All Chairs of all standing committees shall be vacated upon the election of an AEU President.
- b) The President shall appoint all standing committee and task force chairs. Committee and task force chairs, with the advice of the President, shall appoint members to their respective groups.
- c) No person shall continue as a member of a standing committee for more than six consecutive years. However, under exigent circumstances, the Board of Directors may waive this term limit.
- d) The President shall have the authority to remove any committee chair or member for or without cause. Except as required by these bylaws or the Board of Directors, the Chairs, Vice Chairs, Immediate Past chairs, and members of all standing committees, special committees, and task forces serve at the pleasure of the President.
- e) It shall be the duty of the Chair to call and preside at meetings, fix and publish the agenda, and see that minutes are taken and distributed. The Chair shall mentor the Vice Chair to insure an orderly transition of leadership. If the Chair is absent or the position is vacant, the Vice Chair shall assume the role of Chair. The Immediate past Chair shall be available to consult with and support the Chair and supply the institutional memory necessary for successful functioning. All Officers and members shall be responsible for accomplishing the committee charge and the recruiting of new members for appointment by the President.

## **ARTICLE VI. Employees**

Section 1. In General. The Board of Directors may employ an Executive Director, who may employ, for specified time periods, whatever personnel are deemed necessary. Each Employee shall work with, and under the supervision of, the Executive Director. No Employee shall serve concurrently as a member of the Board of Directors.

## **ARTICLE VII. Leadership and the National Leaders Council**

### Section 1. Leadership

a) Responsibilities and Titles. The Leaders of the Ethical Culture Movement shall be responsible for the performance of pastoral functions, the conduct of the religious meetings, and, in general, ministering to the spiritual life of the membership. Every Leader shall have unlimited freedom of expression. The term Leaders includes the Leaders, Associate Leaders, Assistant Leaders, Leaders Emeritus, Acting Leaders, Ethical Culture Officiants, Ethical Humanist Officiants, and Leaders-in-Training who have received interim certification.

b) Certification and Licensing of Leaders:

i) A person shall be deemed certified or licensed as a Leader when:

- A) Such person's qualifications are approved by the Leadership Committee, and after such approval,
- B) The Board of Directors grants certification or license.

ii) Interim certification, for a limited period, may be granted by the Board of Directors upon recommendation of the Leadership Committee.

iii) Interim licensing for limited periods and for specific functions may be granted on recommendation of the Leadership Committee and approval by the Board of Directors to persons who are to serve as Ethical Culture Officiants, Ethical Humanist Officiants, Acting Leaders or Assistant Leaders, and to Leaders-in-Training in advanced stages of their training.

c) Termination of Certification or License. On the effective date of resignation as a Leader in the AEU, or on revocation of certification or license by the Board of Directors, following recommendation of the Leadership Committee and consultation with the Mediation Committee, the certification or license of a Leader shall be terminated.

d) Leaders Emeritus. Upon the recommendation of any member organization or the National Leaders Council, any Leader may, because of long and devoted service to a member Society or to the AEU or because of special circumstances, be appointed a Leader Emeritus as set forth in Article VII, Section 1. b) i). Any Leader Emeritus presently so designated as such, shall not be affected by this amendment.

Section 2. The National Leaders Council. There shall be an association of Leaders known as the National Leaders Council, for the purposes of establishing and maintaining professional standards of conduct and achievement, encouraging the individual growth and development of the Leaders and the interchange of ideas, and fostering the spirit of fellowship and good will among its members. The Council may adopt its own bylaws or rules of procedure which shall,

however, not be inconsistent with these Bylaws. The National Leaders Council shall send representatives to the Board of Directors and Committees, as specified in Articles III and V respectively.

### Section 3. Chaplaincy Responsibilities and Titles:

An Ethical Culture/Ethical Humanist Chaplain for Health Care shall be responsible for ministering to the spiritual life of those receiving health care services. Chaplains shall be certified Ethical Culture Leaders or lay members of an Ethical Culture Society or Individual Members of the American Ethical Union.

- a) A certified Ethical Culture Leader is deemed endorsed and a lay member is deemed commissioned as an Ethical culture/Ethical Humanist Chaplain when: such person's qualifications are approved by the Leadership Committee, upon satisfactory completion of both Ethical Culture training, and professional chaplaincy training and after such approval, the Board of Directors grants such approval.
- b) Those who are granted this endorsement or commission will have the title of Ethical Culture/Ethical Humanist Chaplain.
- c) The initial term of a Commission will be for one year, with subsequent renewals for three years terms.
- d) Termination of Commission: On the effective date of resignation as an Ethical Culture/Ethical Humanist Chaplain, or on revocation of commission by the Board of Directors following recommendation of the Leadership Committee and in consultation with the Mediation Committee, the commission of a Chaplain shall be terminated. The commission shall be co-terminus of the certification of the APC or an AEU approval equivalent.
- e) The AEU Leadership Committee shall notify the certifying body if any endorsement or commission is terminated or not renewed.

## **ARTICLE VIII. Finances**

Section 1. Fiscal Year. The Fiscal Year of the AEU shall commence on October 1st and end on the following September 30th.

Section 2. Budget. The Board of Directors shall be responsible for the submission of a proposed annual budget to the member organizations before each annual Assembly, such proposed budget to be submitted to the Assembly for adoption. Between Assembly meetings, the Board is empowered to make changes in the budget as needed due to changed circumstances. Each member organization shall bear its equitable portion of the budget based on such formula as is determined by the Assembly, voting as prescribed in Article XI, Section 2 of these Bylaws. The Board shall be responsible for the submission of an annual review of the status of the budget to the member organizations in years in which the Assembly does not meet.

Section 3. Membership Reports and Payments. Each member organization shall submit to the Treasurer a complete statement of income and expenditures as well as its number of members, and shall pay its assessment based on the formula referred to in Section 2 on at least a quarterly basis.

Section 4. Investment Policy. The funds of the AEU may be invested in real estate, first mortgages, bonds, debentures, shares of preferred and common stock, money market funds, certificates of deposit, savings accounts and other securities. Further, no investment shall be made in institutions whose activities are at variance with the aims of the AEU except for single unit purchases for the purpose of providing representation at stockholder meetings.

Section 5. Gifts, Contributions and Bequests. The Treasurer shall accept, on behalf of the AEU, gifts, contributions and bequests of money and property, and income from trust funds, publications, property and other sources, but any limitation or condition with respect thereto shall be subject to the approval of the Board of Directors. In no event shall any monetary gift accrue to any Board member or employee of the AEU or its constituent organizations.

#### **ARTICLE IX. AEU Leadership Fund**

Section 1. Establishment. A fund to be known as the AEU Leadership Fund shall be established and maintained separate from all other funds of the AEU.

Section 2. Purpose. The purpose of the AEU Leadership Fund shall be to provide funds for the growth and development of the Ethical Movement including, but not limited to, the following:

- a) Subventions to member organizations of the AEU for maintenance of Leaders, Associate Leaders, Assistant Leaders, Ethical Fellows, and other personnel engaged in research, education, or publication in the field of religion or ethics;
- b) Expenditures for Leadership Training, including fellowships, scholarships, training courses, and in-service training;
- c) Salaries of Leaders, Associate Leaders, Assistant Leaders, and Ethical Fellows assigned to general fieldwork of the AEU or to member organizations;
- d) Publications, equipment, and materials for use in recruiting and training existing and potential Leadership and other staff personnel, and for the use of such personnel in general field work for the AEU and the member organizations; and
- e) The reasonable expenses of obtaining funds for the AEU Leadership Fund.

Section 3. Expenditure of Funds. The Board of Directors shall have responsibility for approving and authorizing AEU Leadership Fund allocations and expenditures. They shall be made only from the fund's income. The Board shall report such allocations and expenditures each year to the Assembly.

#### **ARTICLE X. Miscellaneous**

Section 1. Property Rights. No member organization or any other organization or individual shall have any right, title, or interest in the property of the AEU, nor shall any income or earnings of the AEU inure to the benefit of any individual. On dissolution of the AEU, its property shall be distributed to such member organizations or to such other non-profit organizations, contributions to which are deductible for federal income tax purposes, as may be determined by the Board of Directors. In the absence of such determination, such property shall be distributed to such tax-

exempt non-profit organizations, for educational or benevolent purposes, as shall be approved by the Supreme Court of the State of New York.

Section 2. Parliamentary Procedure. The rules contained in the current revised edition of Robert's Rules of Order shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that may be adopted.

Section 3. Special Rules. The Board of Directors shall have the power to make, modify and rescind Special Rules from time to time consistent with these Bylaws.

#### **ARTICLE XI. Amendments**

Section 1. Submission to Assembly. The Board of Directors shall submit to any Regular or Special Assembly, upon not less than 30 days notice, any amendment to these Bylaws it proposes, and any amendment proposed by a member organization.

Section 2. Voting. Adoption of any proposed Bylaws amendment shall require the affirmative vote of both the following:

- a) A majority of the total number of the member organizations as represented by their delegates, each member organization casting one (1) vote, and
- b) A majority of the total voting rights at the Assembly, as defined in Article II, Section 7.