

BYLAWS OF SOUTHEAST WISCONSIN FREETHINKERS INCORPORATED

Article 1: General.

1. The name of this Corporation is Southeast Wisconsin Freethinkers Incorporated (hereinafter "Corporation").
2. The Corporation shall also do business under the name SWiFT.
3. The principal place of business and administrative offices of the Corporation shall be located at the address stated in the Articles of Incorporation or such other address as determined by the Board of Directors from time to time.

Article 2: Purposes.

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code. Such purposes include, but are not limited to:

1. Increasing community awareness of freethought positions and their proponents.
2. Promoting the view that understanding the world through rational, objective inquiry is the most effective and rewarding way to gain knowledge.
3. Providing education, support, and community to atheist, agnostic, and other freethought individuals and groups in the southeastern Wisconsin area.
4. Educating the public regarding freethought points of view.
5. Creating opportunities for freethought individuals to meet formally and informally for an open exchange of ideas and for mutual support.
6. Supporting, fostering, creating, and maintaining an environment of civility toward others in which each person is treated as having inherent worth and dignity.

Article 3: Membership.

1. The Corporation shall have members.
2. Membership in the Corporation shall be open to anyone who supports the Corporation's purposes as stated in Article 2 and who pays annual dues in an amount determined from time to time by the Board of Directors. Beginning with 2016, members shall pay annual dues on a calendar year basis in advance.
3. Each member shall provide a mailing address and one other form of contact information (e.g., e-mail, telephone) as a condition of membership and shall maintain such contact information on an annual basis.

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4. By unanimous vote the Directors may terminate the membership of any member whose actions they determine to be manifestly inconsistent with the purposes enumerated under Article 2 hereof and detrimental to the Corporation or to its members. Any member whose membership the Directors are considering terminating shall be entitled to a seven-day notice of the meeting at which his/her membership termination is to be considered and may address the Board of Directors at such meeting.
5. Any member who fails timely to pay annual dues shall have suspended his/her membership status and all rights and duties such status entails, pending payment of such dues.

Article 4: Board of Directors.

1. The Incorporator shall designate an initial Board of Directors to serve until their replacement as provided by these ByLaws.
2. The Directors shall be elected by majority vote of the members present at the meeting at which the election is held. Elections of Directors shall be held during the January member meeting.
3. The initial number of Directors shall be four (4). At no time shall the number of Directors be less than three (3).
4. Each year one of the Director positions shall be open for election, except in the first election when all seats shall be open. At the initial election the Directors shall have terms of one, two, or three years, determined by agreement among the Directors once elected. Thereafter each Director shall serve a term of three years. The effect of this provision is that the Directors shall serve staggered three-year terms so that one Director's term shall be open for re-election at each January member meeting.
5. To serve as a Director an individual shall make a public declaration of his/her agreement with the purposes of the Corporation as specified in Article 2 of these ByLaws.
6. Each Director shall maintain a membership throughout his/her tenure as director.
7. The Directors shall have all authority to conduct the affairs of the Corporation in accordance with these ByLaws and the laws of the State of Wisconsin. The Board of Directors may by general resolution delegate responsibilities or authorities to committees of their own number or to other members of the Corporation as they deem appropriate.
8. The Directors shall hold Board meetings as prescribed under Article 7 hereof and shall maintain minutes of their meetings.

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9. A quorum for a meeting of the Board shall consist of a majority of the then serving Directors. If at any meeting, less than a quorum is present, the majority of the Directors present may adjourn the meeting without further notice to any absent Director.
10. Any vacancy occurring in the Board of Directors shall be filled on an interim basis by majority vote of the remaining Directors. Each person so elected shall serve until the next annual meeting of the membership at which time an election shall be held to elect a Director to complete the four-year term of that Director position.
11. Any Director may be removed by the majority vote of the remaining Directors for actions detrimental to the Corporation or for lack of agreement with the purposes of the Corporation as stated under Article 2 hereof.
12. Any Director may resign from his/her position at any time.
13. Directors shall receive no compensation for their service as Directors.

Article 5: Officers.

1. The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and Publicist. They shall have the authority to carry out any duties prescribed in these ByLaws. The initial officers shall be appointed by the incorporator and shall serve until the first election of Directors.
2. Officers shall be elected by the Board of Directors at the final regular meeting of Directors of each calendar year and shall serve for the following calendar year or until their replacements are elected and qualified.
3. The Board of Directors, by majority vote, may remove any officer for failure to carry out the duties of the office as prescribed by these ByLaws, for conduct detrimental to the Corporation, or for lack of agreement with the purposes of the Corporation stated under Article 2 of these ByLaws. Any officer proposed to be removed is entitled to a seven-day notice of the meeting at which their removal shall be considered and may address the Board of Directors at such meeting.
4. Any vacancy in any office, for any reason, shall be filled by the Board of Directors for the unexpired term of office at the next scheduled meeting of the Directors or at a special meeting called by the Directors.
5. Any officer may resign from his/her position at any time.
6. Officers shall receive no compensation for their service.
7. The duties of the officers shall include the following:

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- a. The President shall determine the SWiFT membership meeting format and coordinate and preside at SWiFT member meetings. The President shall speak on behalf of SWiFT members to the community at large regarding the purposes and goals of the Corporation and shall be a representative, point of contact, and coordinator for intra- and extra-group activities.
- b. The Vice President shall have the same duties as the President and shall work with the President in the representation of the Corporation.
- c.
- c. The Secretary shall keep and maintain minutes of all member meetings and present them to the Publicist for inclusion on the Corporation's website. Further, the Secretary shall be the custodian of all corporate records, shall provide notice as required by these ByLaws, and generally shall perform all duties customary to the office of Secretary.
- d. The Treasurer shall have charge and custody of all funds of this Corporation, shall deposit those funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's property and transactions, and render reports and accountings to the Directors. The Treasurer shall collect all member dues and any other funds due and owing to the Corporation from any other source. The Treasurer shall also provide an accounting to the membership of the Corporation at the annual meeting. In addition, the Treasurer shall maintain a list of all current members of the Corporation, along with their contact information, and any other information relevant to that member. The Treasurer shall also be responsible for the preparation and filing of any required tax returns for the Corporation.
- e. The Publicist shall be responsible for providing general notice to the members of upcoming general and special meetings and shall provide notice of events to appropriate media. The Publicist is authorized to reach out to the membership and area community to provide information regarding the Corporation and its sponsored events.

Article 6: Activities.

1. The Corporation is organized and shall be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax code; to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

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2. All assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incident thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, Officers, or any other private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article 2 of these ByLaws.
3. Notwithstanding any other provision of these ByLaws, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, or organizations whose contributions are exempt under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code. The Corporation shall have no capital stock, shall pay no dividends, and shall distribute no part of its net income or assets to any Directors, Officers, or members.
4. No Director or Officer shall be liable for the debts or other obligations of the Corporation.
5. No substantial part of the Corporation's activities shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not engage in or participate in any political campaign or attempt to influence legislation or to interfere with any political campaign on behalf of or in opposition to any candidate for public office.
6. In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined by Section 509(a) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, it shall not:
 - a. Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.
 - b. Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.
 - c. Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.
 - d. Make any investment in such manner or of such nature as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.

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- e. Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.

Article 7: Meetings.

1. General membership meetings are to be held on a monthly basis. Social meetings, at a venue determined by the members generally, shall be held monthly.
2. The Board of Directors shall hold meetings semi-annually to discuss the affairs of the Corporation. One of these meetings shall be held within 30 days of the election or appointment of any Director.
3. Special Meetings of the Board of Directors may be called by a majority of the Directors. Persons authorized to call special meetings shall have the responsibility to satisfy any special meeting requirements laid out by the State of Wisconsin.

Article 8: Agency.

1. The Board of Directors may authorize, by general resolution, a Director or Directors, or other agent or agents, in addition to persons authorized by these ByLaws, to enter into any contract on behalf of the Corporation.
2. All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Treasurer and one additional agent as the Board of Directors may from time to time designate by general resolution.
3. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other financial institutions as the Board of Directors may designate.
4. Any Director, Officer, or other designated agent may accept gifts, contributions, bequests, or devises of any property on behalf of the Corporation.
5. No Director, Officer or other agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors.

Article 9: Amendments.

These ByLaws shall be amended as follows:

1. Proposed changes or additions may be made by any member and sent to one of the Directors;

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2. The Board of Directors shall then vote on the proposed changes at their next meeting. The unanimous vote of the Directors shall result in a Qualified Proposal.
3. The Qualified Proposal shall be posted in a public manner for member viewing and shall be voted upon at the next monthly meeting that is at least 15 days after the public posting.
4. Amendment of the ByLaws shall require approval by a majority of the members in attendance at the meeting at which the Qualified Proposal is voted upon.

Article 10: Other.

1. SWiFT shall not release personal information associated with any member or guest for any reason without that individual's permission.
2. Only Directors and officers shall have access to the SWiFT e-mail list.
3. SWiFT shall establish, maintain, and regularly review a Social Media Policy that is consistent with the purposes of the Corporation stated under Article 2 hereof and with the requirements for tax-exempt status stated under Article Article 6 hereof.