

**BYLAWS OF THE  
FFRF Valley of the Sun Chapter**

**ARTICLE I  
OFFICE AND REGISTERED AGENT**

Section 1. Principal Office. The principal office of the FFRF Valley of the Sun Chapter (the “Chapter”) shall be in the State of Arizona.

Section 2. Registered Office and Agent. The Chapter shall have and continuously maintain a registered office and a registered agent in the State of Arizona, as required by the State of Arizona Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

**ARTICLE II  
PURPOSES**

The specific purposes shall include to promote, support, inform the public about, and defend nontheism and to defend the Constitutional separation between religion and government.

**ARTICLE III  
CHAPTER OPERATIONS**

The Chapter agrees on all of the following:

Section 1. Affiliation Agreement. The Chapter agrees to enter into and abide by the Affiliation Agreement and any additional policies and procedures required for Chapters by the national Freedom From Religion Foundation, Inc. (FFRF).

Section 2. Reports. The Chapter agrees to report its activities to FFRF as requested and provide the requested reports on its activities and financials; however, the FFRF-VS board may opt to keep some local information confidential.

Section 3. Termination of Affiliation. The Chapter understands that if it is no longer affiliated with the FFRF, the Chapter will need to change its name, revise its articles of incorporation, adopt revised bylaws, and communicate with the IRS to confirm or reestablish its exemption.

**ARTICLE IV  
MEMBERSHIP**

The Chapter shall not have voting “members” as that term is defined by State law; however, the members of FFRF, Inc. in good standing (FFRF Members) shall have rights to participate in the Chapters as set forth in these bylaws and the Chapter Affiliation Agreement. Consistent with FFRF’s expectations that all Chapters are run democratically, the Chapters will

communicate regularly with the FFRF Members in their region and invite them to participate in a Chapter Forum at least once/year.

## **ARTICLE V BOARD OF DIRECTORS**

Section 1. Powers. There shall be a Board of Directors of the Chapter (the “Board”), which shall supervise and control the business, property and affairs of the Chapter, except as otherwise expressly provided by law, the Articles of Incorporation of the Chapter, or these bylaws.

Section 2. Number and Qualifications. The Board shall be composed of no fewer than three (3) individuals (the “Directors”). All Directors must support the purposes of the Chapter and be FFRF Members.

### Section 3. Election and Term of Office.

3.1 The Directors shall be elected by the Board at the annual meeting of the Board, consistent with Section V.3.2. Directors shall serve for a term of two years. Approximately one-half (1/2) of the Directors shall have terms that expire in the even years and another half with terms that expire in odd years, such that only half of the Directors will have terms that expire in a given year.

3.2 The Directors shall be selected by the Board from among a slate of candidates nominated for election to the Board. Nominations for Directors may be submitted by FFRF Members or any other interested persons, living within the geographic area of the chapter, in advance of the Annual Meeting of the Board. All nominations shall be collected by the Chapter Secretary and forwarded to the Board at least one (1) month in advance of the Annual Meeting of the Board. The Directors shall be selected from among the candidates nominated in advance.

Section 4. Resignation. Any Director may resign at any time by giving written notice to the President of the Chapter. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Chapter.

### Section 5. Removal.

5.1 Any Director may be removed from such office by a two-thirds vote of all of the Directors at any regular or special meeting of the Board called expressly for that purpose.

5.2 A mandatory vote by the Board will be executed when any Director is absent from three or more consecutive regular board meetings, regardless of the circumstances of the absences. The absent Director(s) may be removed for cause by a two-thirds vote of the remaining Directors.

5.3 Any Director who is charged with a serious crime or misdemeanor that, in the judgment of the Board of Directors, carries a risk of damage to the reputation of the Corporation, may be removed for cause by a two-thirds vote.

Section 6. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board for the unexpired term.

Section 7. Annual Meeting. One meeting of the Board each year, usually in the fourth quarter, shall be the “Annual Meeting of the Board” and held on such day and at such place and time as determined by the President of the Chapter. The purpose of the Annual Meeting is to elect the Directors and officers, and for the transaction of such other business as may come before the meeting.

Section 8. Regular and Special Meetings. Regular meetings of the Board shall be held at such times and place as designated in advance by the Board. Special meetings of the Board may be called by the President or by at least three Directors at such time and place named by those calling the meeting may specify and in accordance with the notice requirements of Section V.9.

Section 9. Notice. Notice of the time, day and place of any meeting of the Board shall be given at least three (3) days previous to the meeting and in the manner set forth in Article VII. The purpose for which a special meeting is called shall be stated in the notice. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Chapter, or these Bylaws, the affirmative vote of a majority of the Directors shall be an act of the Board. Each Director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written (which includes email) consent to the action is approved by a quorum of the Directors.

Section 13. Telephone Meeting. Any one or more Directors may participate in a meeting of the Board by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting.

Section 14. Conflicts of Interest. The Board shall comply with the Conflict of Interest Policy adopted by the Board.

## **ARTICLE VI OFFICERS**

Section 1. Officers. The officers of the Chapter, shall consist of a President, a Vice President, a Secretary, and a Treasurer. The chapter may operate without a Vice President. The Chapter shall have such other officers as the Board may deem necessary, and such officers shall have the authority prescribed by the Board. One person may hold more than one office, other than the offices of President and Secretary.

Section 2. Election of Officers. The officers of the Chapter shall be elected by the Directors at the Annual Meeting of the Board.

Section 3. Term of Office. The officers of the Chapter shall be installed at the Annual Meeting at which they are elected and shall hold office for one (1) year until the next Annual Meeting or until their respective successors shall have been duly elected.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office by the approval of two-thirds of all of the Directors at any regular or special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board for the unexpired term.

Section 7. President. The President shall give active direction and have control of the business and affairs of the Chapter. He or she may sign contracts or other instruments which the Board has authorized to be executed, and shall perform all duties incidental to the office of President as may be prescribed by the Board.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws, see that corporate records are maintained; and in general perform all duties incidental to the office of Secretary and such other duties as may be assigned by the Board.

Section 9. Treasurer. The Treasurer shall be responsible for all funds of the Chapter. The Treasurer shall ensure that funds are properly received and receipts issued and deposit all such moneys in the name of the Chapter in appropriate banks, and in general perform all duties incidental to the office of Treasurer and such other duties as may be assigned by the Board.

Section 10. Vice President. The Vice President shall perform the duties of the President in his/her absence, and in general perform all duties incidental to the office of Vice President as may be assigned by the Board.

## **ARTICLE VII COMMITTEES**

Section 1. Committees of Directors. The Board, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of one or more directors, which committees shall have and exercise the authority of the Board in the governance of the Chapter. However, no committee shall have the authority to amend or repeal these Bylaws; elect or remove any officer or director; adopt a plan of merger; or authorize the voluntary dissolution of the Chapter.

Section 2. Executive Committee. The Executive Committee shall consist of all the officers of the board. Between meetings of the Board, the day-to-day affairs of the Chapter may be conducted by an Executive Committee, the membership of which shall be as set forth in a resolution of the Board.

Section 3. Other Committees and Task Forces. A task force means an ad-hoc committee. The Board may create and appoint people to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board, and shall give advice and make non-binding recommendations to the Board. The President is considered an ex-officio member of all committees.

Section 4. Term of Office. Each member of a committee shall serve for one year until the next annual meeting of the Board and until a successor is appointed, unless the committee is sooner dissolved.

Section 5. Vacancies. Vacancies in the membership of committees may be filled by either the President, or the Chair of the committee in question.

Section 6. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board.

## **ARTICLE VIII MISCELLANEOUS PROVISIONS**

Section 1. Fiscal Year. The fiscal year of the Chapter shall be the calendar year.

Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a Director, officer or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Chapter or by email if intended recipient has provided email address to Chapter. Such notice shall be deemed to have been given when deposited in the mail or the delivery service or transmitted electronically. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.

Section 3. Discretionary Spending. The President and Treasurer are allowed to spend up to \$250 of chapter funds per event for unanticipated expenses without prior board approval. The President or Treasurer must notify the board of such expenditures by, at the latest, the next board meeting. Expenditures must be documented with one or more written or electronic receipts.

## **ARTICLE IX INDEMNIFICATION**

The Chapter shall, to the fullest extent authorized by Arizona state law, indemnify each Director and officer of the Chapter against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Chapter. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Chapter shall indemnify any employee who is not a Director or officer of the Chapter, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Chapter. The Chapter may, to the fullest extent authorized by Arizona state law, indemnify, reimburse, or advance expenses of Directors, officers, or employees.

## **ARTICLE X AMENDMENTS TO BYLAWS**

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of two-thirds of all Directors then in office at any regular or special meeting of the Board. The notice of the meeting shall set forth a summary of the proposed amendments.

## **ARTICLE XI DISSOLUTION**

The Chapter shall be dissolved or subject to merger or any other form of corporate restructuring upon the approval of two-thirds (2/3) of all Directors. Upon dissolution, the assets shall be distributed in accordance with the Chapter's Articles of Incorporation.

Adopted this 27th day of March, 2019.

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Printed name: Zenaido Quintana

Title: President