

Bylaws of Sunday Assembly San Diego

Article 1 – NAME AND PURPOSE

Section 1 – Name: The name of the organization is Sunday Assembly San Diego (“Assembly”). It is a nonprofit organization incorporated under the laws of the State of California.

1.1 Registered Office and Agent. -The initial registered office of the Corporation in the State of California is 7063 Carroll Road, San Diego, CA 92121. The name of the Corporation's current registered agent for service of process at that address is Neil Hamovitch.

Section 2 – Purpose: Sunday Assembly San Diego is organized exclusively for charitable, scientific and education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

The purpose of this corporation is to support the Sunday Assembly mission as described in the charter as adopted by Sunday Assembly International.

Section 3 – Basic Policies: The Assembly shall be noncommercial.

a. No part of the net earnings of the Assembly shall inure to the benefit of, or be distributable to its directors, trustees, officers or other private persons except that the Assembly shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article 1, Section 2 hereof.

b. Notwithstanding any other provision of these articles, the Assembly shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

c. Upon the dissolution of this Assembly, after paying or adequately providing for the debts and obligations of the Assembly, the remaining assets shall be distributed to one (1) or more nonprofit funds, foundations or organizations that have established their tax exempt status under Section 501(c) (3) of the Internal Revenue Code and whose purposes are in accordance with those of the Assembly.

d. The Assembly or its elected members in their official capacities shall not—directly or indirectly—participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office, or devote more than an insubstantial part of its activities to attempting to influence legislation.

e. Sunday Assembly San Diego will obtain and maintain its Sunday Assembly International accreditation status.

f. Sunday Assembly San Diego will arrange for both an internal and external audit of all records, accounts, and public communications for the purposes of financial transparency, HR/volunteer record-keeping standards, and to ensure nonprofit legal record-keeping best practices are being followed.

Article 2 – VOTING MEMBERSHIP

Section 1 – Eligibility for voting membership: Voting shall be open to any current attendee of Sunday Assembly San Diego who supports the purpose statement in Article 1, Section 2. Voting membership is granted upon the first received monthly sustaining donation. The minimum donation is not set at any amount.

Section 2 – Annual dues: Annual dues shall be set at a minimum of \$5 per month, unless changed by a majority vote of the directors and agreed upon by the majority of the full voting membership at the annual meeting. The Membership Director has discretion, along with the consent of the Board Chair, to confer voting privileges under special circumstances. Continued voting membership is contingent upon being up-to-date on dues. The amount does not have stay consistent year to year.

Section 3 – Rights of members: Each member shall be eligible to vote for the members of the Board of Directors.

Section 4 – Discontinuation and termination: Any member may discontinue their voting privileges by filing a written notice with the Secretary or by ceasing financial contribution. A member can have their voting membership terminated by a majority vote of the board of directors.

Article 3 – MEETING OF MEMBERS

Section 1 – Annual meetings: An annual meeting of the members shall take place in the month of December, the specific date, time, and location of which will be designated by the chair. At the annual meeting the members shall elect directors to the board, receive reports on the activities during the previous year and the direction of the Assembly for the coming year.

Section 2 – Special meetings: Special meetings for reporting or communication purposes may be called by the chair, the Administration, or a simple majority of the board of directors. A petition by 60% of voting members may also call a special meeting for the purposes of removing a person in a Sunday Assembly San Diego leadership role.

Section 3 – Notice of meetings: Notice of each meeting shall be given to each voting member, by email or by mail will be sent no less than 1 month prior to the meeting.

Section 4 – Quorum: The voting members present at any properly announced annual or special meeting shall constitute a quorum.

Section 5 – Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting.

Article 4 – BOARD OF DIRECTORS

Section 1 – Board role, size, and compensation: The board is responsible for overall policy and direction of the organization. The board delegates the day to day operations to the organizers and committees. The board shall include up to 15 but not fewer than 4 directors. Each board member must serve on a minimum of 1 committee, but no more than 2. The board receives no compensation. All board members must be voting members.

Section 2 – Terms: Board members shall serve 1 year terms, but are eligible for re-election each year. There is no limit to the number of consecutive terms a board member may serve. Terms will begin on January 1st and will end on December 31st of each calendar year.

Section 3 – Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. Notice of each year's board meeting dates and times will be sent out at the beginning of the year and be prepared by the board president. All directors must be notified 1 month before meetings by email. The Secretary will send out by email an agenda for each meeting along with the 1 month meeting reminder. Any members who wish to include items on the agenda must submit them to the Secretary 1 month before the meeting. All meetings will preferably be recorded and kept on file by the Secretary. The quarterly meeting in October is the deadline for all nominations for board of directors and applications for administration positions. This deadline must be announced to members no later than a month prior.

Section 4 – Board elections: New and current directors shall be elected or re-elected by the voting members at the annual meeting. Directors will be elected if they are among the top 15 vote-getters AND they receive votes from 50% or more of the current board.

Section 5 – Election procedures: A Board Development Committee meeting shall be held 1 month prior to the Annual Membership meeting. This board shall be responsible for nominating a slate of prospective board members representing the organization's diverse constituency. In addition, any members will be eligible to attend this meeting and vote for each candidate nominated for the board.

Section 6 – Quorum: 60% of board members must attend the board meeting for business transactions to take place and motions to pass.

Section 7 – Officers and Duties: There shall be three officers of the board, consisting of a board chair, a board secretary, and a chair of membership. Their duties are as follows:

The chair shall convene and preside at the board meetings. If they cannot attend, they will arrange for another chair in the following order: Treasurer, then board secretary.

The Secretary shall be responsible for preparing and sending out the agenda for all board meetings 1 month in advance of the meeting. The Secretary is responsible for submitting all required reports and for ensuring all meetings and board actions are recorded. The Secretary is responsible for maintaining records and keeping by laws up to date.

The chair of membership shall conduct the annual membership meetings, monitor members and their contributions, prepare all materials for membership meetings, and answer any questions from members about Sunday Assembly San Diego.

Section 8 – Vacancies: When a vacancy on the board exists mid-term, the Secretary may receive nominations for interim board members from present board members 2 weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only until elections are held at the Annual members meeting.

Section 9 – Resignation, terminations and absences: Resignation from the board must be in writing and submitted to the Secretary. A board member shall be terminated from the board due to more than 2 unexcused absences from board meetings in a year. A board member may be removed for other reasons by a $\frac{3}{4}$ vote of the remaining directors.

Section 10 – Special meetings: Special meetings of the board shall be called upon the request of the chair, or 1/3 of the board. Notices of the special meeting shall be sent out by the Secretary to each board member by email no less than 72 hours in advance.

Article 5 – COMMITTEES

Section 1 – Committee formation: The board may create committees as needed. There will be three set committees: finance, programming, and public relations & communications. The board will appoint all committee chairs. Each committee will have its own policies and procedures manual. All committee members and chairs are required to follow their respective policies and procedures manual. All policies and procedures manuals will align with the purposes of Sunday Assembly San Diego as described in Article 1 Section 2 of the bylaws.

Section 2 – Finance Committee: The Treasurer is the chair of the finance committee, which must include a minimum 2 other board members. Any changes in finance committee leadership must be voted upon by the board. The finance committee is responsible for developing and revising fiscal procedures and fundraising plans (including managing voting memberships and recurring monthly dues/donations), and creating the the annual budget. The board must approve the budget, and all expenditures must be within budget. Any major change in the budget must be approved by the

board and any changes \$200 or less can be approved by the Executive Director alone. The fiscal year shall be the calendar year. The finance committee will submit a quarterly report for the board meeting showing the current state of the finances of the organization. Annual reports will be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the public. A fundraising director will oversee fundraising projects and membership. Membership management can be delegated to another member of the finance committee, but must be overseen by the fundraising director. This committee is open to participation of voting members.

Section 3 – Public Relations and Communications: Any changes in public relations and communications committee leadership must be voted upon by the board. The public relations and communications committee maintains the image of Sunday Assembly San Diego, creates Assembly events, and markets the organization. The committee will submit to the board a report on the state of the committee and actions that are being taken in the first and third quarters of the year.

Section 4 – Programming: Any changes in programming committee leadership must be voted upon by the board. The programming committee is responsible for Assembly programming, including communicating with all parties involved in an Assembly. Each quarter, the programming committee will submit to the board a report on the state of programming for the upcoming year.

Section 5– Resignation and terminations: Resignation from position as a committee chair must be in writing and submitted to the HR/volunteer director. A committee chair may be removed for other reasons by a 3/4 vote of the Board of Directors.

Article 6 – ADMINISTRATION

Section 1 – Executive Director: The Executive Director is confirmed by the board and has day to day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all board meetings; report on the progress of the organization; answer questions of the board members; act as a signing officer; and carry out the duties described in the job description. The board can designate other duties as necessary.

Section 2 – Secretary: The Secretary is confirmed by the board and maintains the filing and records of the organization. The Secretary position can be filled by the same person who acts as board Secretary. The Secretary is the custodian of all confidential records; is a signer on any financial or legal documents; and arranges for the internal and external audits referred to in Article 1 Section 3f. The board can designate other duties as necessary.

Section 3 – Treasurer: The Treasurer is confirmed by the board. The Treasurer acts as the Finance Committee chair; maintains the bank account; oversees financial transactions; develops a budget;

monitors financial trends; prepares budget reports; and oversees the development of the organization's financial policies. The board can designate other duties as necessary.

Section 4 – HR/Volunteer Director: The HR/Volunteer Director is hired by the board. The HR/Volunteer Director recruits volunteers for Sunday Assembly; ensures the organization follows the nonprofit laws of the State of California; coordinates volunteer plus and volunteer trainings; and maintains volunteer plus and volunteer records.

Section 5 – Resignation and terminations: Resignation from an administrative position must be in writing and submitted to the HR/Volunteer Director. An administrator may be removed for other reasons by a 3/4 vote of the Board of Directors.

Section 6 – Terms: All administrators serve a 1 year term, but are eligible for re-election each year. There is no limit to the number of consecutive terms an administrator may serve. Terms will begin on January 1st and will end on December 31st of each calendar year.

Article 7 – PROGRAMS

Section 1 – Program formation: Programs may be proposed to the board of directors. If the board votes to approve the program then the program may operate.

Section 2 – Program operation: Programs will oversee their own operations and report directly to the Executive Director. All program directors are nominated by the Executive Director. All programs are required to follow policies and procedures manuals.

Section 3 – Program Director Resignation and Terminations: Resignation from position as a program director must be in writing and submitted to the HR/Volunteer Director. A program director shall be removed by the board if they fail to follow the policies and procedures of their committee. A program director may be temporarily suspended for other reasons, including not following the code of conduct, by the Executive Director with written notification of reason of this decision to the board of directors, to be made permanent by a 3/4 vote of the Board of Directors.

Article 8 – AMENDMENTS

Section 1 – Bylaw Amendments: These bylaws may be amended when necessary by a 2/3 majority of the board of directors. Proposed amendments should be submitted to the Board Secretary 2 weeks prior to a meeting to be sent out with regular board announcements.

Section 2 – Policies and Procedures Amendments: Policies and Procedures manuals for programs and committees can be amended when necessary by a 2/3 majority of the board of directors. Temporary changes to Policies and Procedures manuals can be made by the associated committee or program, to be confirmed by a 2/3 Board of Directors majority at the next board meeting.

Proposed amendments should be submitted to the Board Secretary 2 weeks prior to a meeting to be sent out with regular board announcements.

Article 9 – TRANSITIONAL PERIOD

Section 1 – Board Member, Administration, and Committee Positions: From the adoption of these bylaws until their institution on January 1st, 2015, the positions will be filled as follows:

The current board of directors will choose amongst themselves which positions they will hold until the first annual meeting in December of 2015.

Article 10 – CODE OF CONDUCT AND CONFLICT OF INTEREST POLICIES

Sunday Assembly is a secular, community-based organization dedicated to providing a quality assembly each month and building community. Participation in the organization's programs is subject to the observance of the organization's rules and procedures. *The activities outlined in the Code of Conduct And Conflict of Interest policies are strictly prohibited.* Any volunteer, participant, organizer, or elected person who violates these policies is subject to discipline, up to and including removal from the Assembly and any activities hosted by Sunday Assembly. See Appendix 1 for the Code of Conduct policy and Appendix 2 for the Conflict of Interest policy.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a 2/3 majority vote on December 13, 2014.

_____ Brendan Bartnik	_____ Date	_____ Neil Hamovitch	_____ Date
_____ Leah Healy	_____ Date	_____ Laura Heywood	_____ Date
_____ Sandra Medina	_____ Date	_____ Chloe Reitherman	_____ Date
_____ Steven Soden	_____ Date	_____ Nicholas Strickland	_____ Date

Appendix 1 - CODE OF CONDUCT POLICY

Sunday Assembly is a welcoming group for all those interested in its community and activities. We expect all attendees of Assemblies and related group events to respect others, even those they may disagree with.

In general, prohibited conduct includes any abusive conduct that has the purpose or effect of unreasonably interfering with another person's ability to enjoy and participate in Sunday Assembly, including social events related to the organization. Any clear violation of the law will be immediately referred to local police.

Appendix 2 -CONFLICT OF INTEREST POLICY

Section 1 – Statement of Policy: The purpose of the conflict of interest policy is to protect the Corporation’s interest when it contemplates entering into a transaction or arrangement that might benefit the private interest of a member of the Board of Directors, Administration, Committee or Program Leads or member of their family or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable California and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2– Definitions

2.1. Interested Person. Any member of the Administration, Committee chair, Program Lead or Board of Director with delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2. Financial Interest. A person has a financial interest if the person has, directly or indirectly through business, investment, or a family member, as defined below, any of the following

a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, subsection 3.2, a person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.

2.3. Family member. The term “family member” shall include the immediate or extended family of you or your spouse or life partner.

Section 3 – Procedures

3.1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial or personal interest and be given the opportunity to disclose all material facts to the appropriate members of the committees with Board delegated powers considering the proposed transaction or arrangement.

3.2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, such interested person shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon by the disinterested Board or committee members. The remaining Board or committee members shall decide if a conflict of interest exists.

3.3. Procedures for Addressing the Conflict of Interest.

a. An interested person may make a presentation at the Board or committee meeting, but after the presentation, they will leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The Chair of the Board or committee chair shall, if appropriate, appoint a committee or neutral 3rd party to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested parties, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

3.4. Violations of the Conflicts of Interest Policy.

a. If the Board or committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose.

b. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board or committee determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and/or corrective action.

Section 4 –Records of Proceedings: The minutes of the Board and of all committees with Board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial or personal interest in connection with an actual or possible conflict of interest, the nature of the or personal financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 – Compensation

a. A member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

b. A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

c. No member of the Board or of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to the Board or any committee regarding compensation.

Section 6 – Annual Statements: Each member of the administration, board of directors, committee chair persons and program leads shall annually sign and deliver to the HR/Volunteer Director a statement by January 31 of each year, which affirms that such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish 1 or more of its tax-exempt purposes.