

Constitution and By-laws of the National Ethical Service, Inc.

(hereinafter “NES” or the “Corporation”)

EIN # 27-3870980

PREAMBLE

The National Ethical Service (“NES” or the “Corporation”) was incorporated on August 14, 2011 under Article 10 of the Religious Corporations Law of the State of New York (hereinafter “RCL”) through the County Clerk of Kings County, New York.

The NES was previously The National Service Conference of the American Ethical Union “NSCAEU”), officially an unincorporated subsidiary affiliate of the American Ethical Union (“AEU”, a religious corporation founded in 1876 and currently located at 2 West 64th St., New York, NY 10023). The 2010 incorporation, with a revised name “The National Ethical Service” and with full knowledge of the AEU, was made to facilitate modern legal and fiduciary responsibilities of the Corporation in the best way possible. In addition, financial assets of the NSCAEU were transferred from the AEU to the NES by mutual consent and action thereto appertaining.

The principal office of NES will be located at such place in the City of New York, State of New York as the Board of Trustees (referred to in this Constitution and By-laws as the “Board of Trustees” or the “Board”) may from time to time determine. The Corporation may also have other offices at such other places both within and without the State of New York as the Board of Trustees may from time to time determine or as the activities of the Corporation may require. This may include any and all other spaces that may be rented or used from time to time, as the case may be, in all five boroughs of the City of New York or other locations in and around New York and elsewhere as the Board of Trustees may from time to time determine or as the activities of the Corporation may require.

For the meeting of its organization, activity, legal, fiscal and fiduciary-related responsibilities, consistent with the growth and expansion of the NES, the Constitution and By-laws are set down for the purpose of the efficient and orderly conducting of NES’s organization and its activities. NES shall conduct its activities in the full spirit and letter described in this Constitution and By-Laws. If any features herein described are not deemed fully satisfactory for the day to day carrying out of the activities of the NES Trustees and the Clergy person (as defined herein) may at any annual meeting further amend this Constitution and By-Laws to provide for the description and execution of such activities in more detail.

Article I – Name and Character

The name of this organization is the National Ethical Service, hereafter referred to as NES. As a religious corporation under RCL the NES will be structured so as to meet the specific requirements of said law, esp. as inculcated in the Articles of Incorporation of the NES as reviewed, accepted, and certified by the New York State authorities. The NES is financially self-supporting by means of dues, gifts, grants, contributions and other fund raising mechanisms as typical of a religious corporation and/or 501 c 3 legal entity. The NES, as stated in its Articles of Incorporation, is a religious corporation affiliated with the wider religious denomination known as “Ethical Culture”, which is currently known by the legal name “The American Ethical Union” (hereinafter also referred to as the “Ethical Culture Movement” and/or the wider “Humanist tradition”).

Article II. Objectives

The objectives of the NES are:

- 1) to further the aims of the Ethical Culture Movement and the Humanist tradition in general;
- 2) to promote communication among NES members with particular focus upon Ethical Culture Societies;
- 3) to act as a resource and to support member projects;
- 4) to develop interest and encourage action in matters of ethical importance on the local, national and international levels, with particular emphasis upon promoting the ethical principles espoused by The United Nations;

Article III - Membership

Sect. A. Any member (in the sense of the congregant body) of The American Ethical Union is automatically a member of the National Ethical Service. The NES also welcomes those who are in sympathy with ethical culture and humanist principles:

Sect. B. Dues paying members:

1. Individuals paying dues will receive the publications and communications of the NES.
2. Group membership - A group consists of three or more persons. Groups will

be considered one entity and therefore, receive one copy of all communications and publications.

Article IV - Governance

Sect. A. 1. Trustees (Directors). In accordance with the Articles of Incorporation of the NES the Board of Trustees (Directors) of the Corporation shall be that stated in said Article of Incorporation until such time as the number of said Trustees (Directors) of the Corporation, and their names, shall be changed by action of a Quorum of said Trustees (Directors). The numbers and names of Trustees (Directors) shall be at the future discretion of the NES as represented by its Trustees (Directors).

2. Officers of the Trustees (Directors). In accordance with the Articles of Incorporation of the NES the Board of Trustees (Directors) shall have the following officers at the discretion of said Trustees (Directors): President, one or more Vice Presidents, Secretary and Treasurer (also known as “Financial Officer” as stipulated below). These shall be selected annually by the Trustees (Directors) as stipulated in the Article of Incorporation of the NES from the pool of the Executive Committee (as defined below in Sect. C) and/or the wider membership.

3. Duties of the Officers. Duties of the Officers, and pre-requisites for being an Officer, are elaborated in Article V below.

Sect. B. Qualified Voters. RCL requires that the Corporation, for purposes of the strict legal definition of religious corporation membership (elaborated in Section 2-B of the Religious Corporation Law of the State of New York (the “RCL”) and Section 601(a) of the Not-for-Profit Corporation Law of the State of New York (the “NPCL”) list at least 6 (six) “Qualified Voters”. It further advises that these be drawn from the pool of (i) Trustees (Directors), (ii) Officers and/or employees, (iii) or others close to the day to day activities of the Corporation. To meet this criteria, the NES herein lists the following six persons from said pool who also constitute its Executive Committee: Martha Gallahue, Kurt Johnson, Kay Dundorf, Jacqueline Pope, Sylvain Ehrenfeld and Lucile Kleiman. RCL further requires that future changes in the number of Qualified Voters be added in groups of 3 (6, 9, 12 etc.). Duties of the Qualified Voters are treated in Article V.

Sect. C. Executive Committee. The day-to-day activities of the NES shall be governed by an Executive Committee. The executive committee will represent a cross section from the societies, fellowship and circles of the AEU. A nominating committee appointed by/from the Executive committee will nominate officers to be voted upon at membership meetings of the NES, which are usually held, for convenience of attendance by as many as possible, at the time of the annual Assembly of the AEU. Representatives of the NES to the United Nations will also serve on this Committee. Each member must be willing to attend at least four meetings.

Sect. C1. Executive committee members should demonstrate:

1. ethics based, self-starting leadership
2. tangible contributions/service to The NES
3. flexibility and collaborative skills
4. willingness to share the duties and responsibilities of the Executive committee

Sect. C2. Duties of The Executive committee:

1. presiding at meetings
2. approving new members to the committee
3. maintaining accreditation at the UN
4. sending meeting notices well in advance of each meeting
5. corresponding as appropriate to the wider AEU community and its Board
6. providing accurate minutes to all dues paying members;
7. exercising one vote at the national Assembly meeting;
8. corresponding with members, through e-mail, thank you notes,
9. regular updating of membership lists and reports of member interests'
10. communicating out work in print and electronic sources
11. visiting local Societies, reporting in local newsletters and offering Platform talks;
12. determining the amount of annual dues;
13. creating committees as needed;
14. authorizing cooperation with other like-minded organizations and networks;
15. filling unexpired openings when vacancies occur and seek fresh leadership among members

Section C3. Executive Committee Meetings. There will be at least three meetings of the committee each year, plus an annual meeting, the time and place to be determined by the President. Special meetings of the committee may be called at the request of any three committee members. A quorum will consist of a majority of committee members. Committee members will conduct the business of the organization in the interim period between meetings.

Section D. Clergy person. Whenever possible, the NES should have among its Officers, and available to it for the various religious duties and obligations referred to in the NES Articles of Incorporation, an ordained clergy person of the American Ethical Union denomination. Duties of the Clergy person are included in Article V below.

Article V - Duties and Descriptions of Officers and Officials.

Officials of the NES will include, in addition to (i) the Officers of Board of Trustees (Directors) (designated as President, Vice-Presidents, Secretary and Financial Officer [Treasurer]), (ii) Executive Committee, (iii) Qualified Voters, and (iv) Clergy person (stipulated above in Article IV),

v. UN Representatives

vi. Financial Advisory Board members.

All such officials, except members of the Financial Advisory Board must be members of the American Ethical Union denomination.

The duties and descriptions of said Officers and Officials is as follows:

Sect. A. The President. The President will have such usual powers of supervision and management as may pertain to the office of the President and perform such other duties as may be decided upon by the Executive committee. The President will work collaboratively and openly with the Executive committee and will, as necessary, make periodic reports and offer resolutions to the AEU Board. The President will have one UN permanent pass as stipulated by The UN Dept. of Public Information.

Sect. B. Vice-Presidents. The Vice-Presidents will assist the President and perform such other duties as the President and Executive committee shall designate.

Sect. C. Secretary. The Secretary shall carry out those duties typical of a recording secretary of any organization, with regard to Minutes, Reports, etc. and perform such other duties as the President and Executive committee shall designate.

Sect. D. Treasurer (Financial Officer). The Treasurer (Financial Officer) will be chosen from within the Executive committee and will be called Treasurer. The Treasurer will keep accurate records of all moneys received and disbursed and will pay all bills and memberships. The Treasurer will present periodic reports to the Executive committee and an annual report with an audited financial statement. The Treasurer will prepare a proposed budget for the coming year.

The Treasurer will also serve as the Chairperson of the Financial Advisory Board.

Sect. E. Executive Committee. The makeup and duties of the Executive Committee are elaborated in Article IV, Section C, above.

Sect. F. Clergyperson. The duties of the Clergyperson will be those typical of a clergyperson serving a Society (= "Congregation") of the American Ethical Union denomination as elaborated further in Articles FOURTH, FIFTH (A), and SEVENTH of the Articles of Incorporation of the NES.

Sect. G. United Nations' Representatives. NES is accredited at The United Nations through The Department of Public Information. Four representatives plus a youth representative are entitled to permanent passes and are mandated to carry out certain responsibilities. The representatives must comply with all requirements prescribed by The Department of Public Information. As public representatives the NES, a member of The American Ethical Union denomination, they must also conduct their affairs in the spirit of the highest in ethical culture.

UN Representatives will be appointed by the President with approval of The Executive committee. They are called by the UN Department of Public Information: President, Main representative and Alternate representatives.

Sect. H. Financial Advisory Board. The Executive Committee may convene, at its discretion, a Financial Advisory Board to advise the Executive Committee concerning the stewardship of NES funds. Members of said Financial Advisory Board may or may not be members of the American Ethical Union. The Treasurer of the Board of Trustees (Directors) will be the Chairperson of said Financial Advisory Board. The Executive Committee shall have sole discretion over decisions concerning the financial assets of the NES.

Article VI - Annual Meeting

Sect. A. Location and Time. The NES will conduct its Annual Meeting in accordance with the requirement of its Articles of Incorporation. It further reserves the right to change the date of same, if deemed advisable, to coincide with the Annual Meeting of the wider American Ethical Union denomination, so as to make said meeting available to the maximum number of members.

Sect. B. Business of the Annual Meeting. At said Annual Meeting, NES will, among other things and not limited to these: elect officers, revise the Constitution and By-Laws, provide a report of its work, vote on a “Resolution of Ratification” for that fiscal year as defined further below.

Sect. C. Governance of the Annual Meeting. The President of the Board of Trustees will chair such meeting (or thereafter in order re: availability, either of the Vice Presidents, Secretary or Treasurer), with the Clergy person (if present) sitting in observance in the context of the wider duties of the NES clergy person.

Each member of the wider body of the NES present at this meeting has the right to vote on all issues before the Annual Meeting, and the wishes indicated by same shall be binding upon the actions thereto by the NES Board of Trustees (Directors), Officers, Executive Committee and Qualified Voters (the latter as elaborated and required in Section 2-B of the Religious Corporation Law of the State of New York (the “RCL”) and Section 601(a) of the Not-for-Profit Corporation Law of the State of New York (the “NPCL”).

Sect. D. Resolution of Ratification. The business meeting of the Annual Meeting shall annually approve a “Resolution of Ratification” stating that “the wider membership body of the NES ratifies all actions of the Board of Trustees (Directors), Officers, Executive Committee, Qualified Voters, Clergy person, and UN Representatives as constituting duly authorized actions of the NES for the past fiscal year.”

Sect. E. Governance between Annual Meetings. As elaborated throughout this Constitution and By-laws, in the meantime and interim to said Annual Meeting, the activities of the NES shall be conducted by the Board of Trustees (Directors), Executive Committee and Qualified Voters as previously defined herein. For any business of Corporation outside of that defined herein for the Board of Trustees (Directors), Executive Committee and Qualified Voters in that interim, the presence of at least six Qualified Voters will constitute a quorum for the transaction of business by the Membership. A vote of the majority of the Qualified Voters present at such a meeting of the Corporation will be the act of the Corporation.

Article VII - Amendments to the By-Laws

Suggested revisions are to be submitted to anyone in The Executive committee. All proposals will be considered. If there is consensus agreement on the revision, the revision will be brought to the wider member body for a vote at the Annual Meeting. If there is not consensus, the suggestion can be tabled. A majority of those present at said Annual Meeting will constitute an affirmative vote.

Article VII. Financial Assets

Donations may also be accepted on behalf of the NES from (i) response to the NES's annual report and fundraising request to its wider member body and/or (ii) any and all other sources generally appropriate to a religious corporation under IRS Code section 501(c)(3).

The NES, in accordance with its Articles of Incorporation, may also acquire property.

Sect. A. Governance decisions concerning all assets of money or property shall be in the purview of the Executive Committee, consistent with its structure and responsibilities as heretofore elaborated. Advice to the Executive Committee concerning financial assets may also include that of the previously described Financial Advisory Board (chaired by the NES Treasurer).

Sect. B. Stewardship of the Financial Assets of the NES shall be the responsibility of the Treasurer (Financial Officer), in the context of the duties of said Treasurer within the context of the Executive Committee. The NES shall maintain an appropriate method of accounting for such donations and property, if any, consistent with the practices of a religious corporation of its size, budget and assets.

Sect. C. Fiduciary and Accounting Practices.

(i) The NES will endeavor to adapt and modify its financial and accounting practices in a reasonable and appropriate way (and adopt By-Laws or other policies of the

Corporation by which to do so) should its activities increase, complexify, or, in doing so, come under any jurisdictional requirements of any state or nation; and

(ii) The NES will endeavor to adapt and modify its financial practices in a reasonable and appropriate way (and adopt By-Laws or other policies of the Corporation by which to do so) should it ever pursue the purchase of real property, or financially support more substantial activity, “substantial” being defined as the expense of any ownership or activity which triggers a jurisdictional or fiduciary-related responsibility in any state or nation.

(iii) Notwithstanding any of the foregoing, the prior approval of the Executive Committee Board of Trustees shall be necessary for (i) any expenditure in excess of \$2,500.00 or (ii) any action taken on behalf of the NES (including, but not limited to, the entering into any contract or agreement) by which the NES will be liable for any on-going or future payments which, in the aggregate, will exceed or are reasonably likely to exceed \$2,500.00.

(iv) Subject to the exceptions outlined in Section 716 of the NPCL, no loans will be made by the Corporation to any Trustees, Officers, the Clergyperson or any other officer or member of the NES.

Article VIII. Conflicts

The NES shall have a conflicts policy typifying that required by law for a religious corporation of its membership and assets.

A standard conflict of interest disclosure statement will be furnished annually by the Board to each Trustee, Officer, Executive Committee Member, Qualified Voter, UN Representative, and Clergyperson. The disclosure statements will be reviewed annually by the Executive Committee. All such persons receiving and providing the NES with disclosure statement must report promptly to the Corporation any potential conflict of interest as and when it arises. This conflict of interest policy will apply to other employees and agents of the Corporation, as determined by resolution of the Executive Committee. This includes matters regarding potential restrictions regarding either “self-dealing” (under Section 4941 of the IRS Code) or “excess benefit” (under Section 4958 of the IRS Code).

This conflicts policy includes matters set forth in Article VII, Sect. C (iv).

Article IV. General Provisions

Sect. A. Records. The Corporation will keep records of activities and transactions of the Corporation, including a minute book and all materials that may be deemed of historical importance or record.

Sect. B. Meeting and Signatory Methods. As desired by the Board of Trustees or Executive Committee, business of the Corporation, may be conducted in person, by telephone, fax or email, as duly authorized and coordinated, and regarding required signatures thereto appertaining, may be executed by counterparts distributed among said Officers

SIGNATORS: This Constitution and By-laws for the National Ethical Service is hereby adopted by its Qualified Voters subject to ratification by the entire wider member body of the National Ethical Service, this 22nd day of March, 2011.

Signatures of Qualified Voters

