**ATLANTA FREETHOUGHT SOCIETY, Inc.**

**Bylaws Adopted October 8, 2017**

**PURPOSE**: The Atlanta Freethought Society (AFS) exists to bring together freethinkers and discuss the philosophical, historical and practical aspects of freethought. AFS activities may include speakers, instruction, debates, rallies, protests, legal action, publishing, collaboration with like-minded groups, and any lawful activity.

**First commitment**: Freethinkers will have a forum of intellectual and social interaction, including the stimulation of thought-provoking presentations.

**Second commitment**: Freethinkers advocate for more people to understand the advantages of freethought, with specific attention to the ability of members to convey in public discussion and publication the rights, defenses, and contributions of freethinkers.

**Third commitment**: Freethinkers advocate for religious liberty to be widely seen as crucial, requiring the separation of church and state along with freedom of all religious persons and nonreligious persons to affirm their beliefs without curtailing the freedom of others.

**MEMBERSHIP**: Eligible persons for Membership are atheists in the original sense of “without faith in a supernatural authority,” who may also identify as agnostics, deists, humanists, or other freethought designations. As freethinkers, members are dedicated to the scientific method, forming opinions about life in general and religion in particular on the basis of reason, independent of tradition, religious or political authority, and established beliefs. Such persons with paid-up dues are herein designated Members of AFS and as a group designated as the Membership.

**BOARD OF DIRECTORS:** AFS will be governed by a seven-person Board of Directors, elected by and from the Membership, subject to the superior authority of and accountable solely to the Membership. A Board seat that becomes vacant with less than 1 year remaining on the term of his or her seat may be filled by the Board.

**Board Seats and Terms**: The seven Director positions are designated A, B, C, D, E, F, and G, with the seven winning candidates for Directorship assigned by lot to these seats. Next after adoption of these Bylaws, seats A, B, C, and D will serve an initial term of two years and seats E, F, and G an initial term of one year. Thereafter, all seats will be for a term of two years. If a Director leaves the Board for whatever reason, the vacated seat, when filled, will be subject to the term ending date originally assigned to that seat. There is no limit on the number of terms a Director can serve, though any Director who, during one term, is absent from four Board Meetings for which reasonable notice has been given, will be deemed to have resigned from his or her seat, and the Board will so certify. However, by 2/3rds vote of all active Directors, the Board may restore to active status a Director deemed to have resigned.

**Board suspension of Directors**: The Board by 2/3rds vote of all active Directors may suspend any Director’s voting rights for cause. A suspended Director will be inactive until either 2/3rds of all active Directors vote to restore them to active Director status, or until the Membership votes to restore or permanently terminate said Director’s position on the Board. Such Membership vote may only be held in a qualified Membership Meeting. A Director terminated by vote of the Membership may not be restored by the Board.

**Inactive Directors:** Suspended Directors, and Directors deemed to have resigned their seat, are considered inactive. Inactive Directors may attend, but may not vote in a Board of Directors Meeting; although they remain official members of the Board, they will not be counted toward quorum requirements. A suspended Director remains inactive until a vote occurs to either restore them or remove them from the Board. Upon certification by the Board that a Director deemed to have resigned has missed four Board Meetings during their term, that Director is removed from the Board.

**Board job performance:** The job performance the Membership expects of the Board of Directors is that AFS actually achieves expectations as stated in the “Purpose” Section and that AFS records are appropriately kept, each as reasonably interpreted. Records of Board Meetings, Board decisions, and decisions of persons to whom the Board has delegated authority will be complete and open to any AFS member who requests to examine them.

**Nature of Board Authority:** The Board is authorized by the Membership to engage in any activity, make any decisions it deems necessary, meet as frequently as its duties demand, and organize itself as it chooses, including its delegation to subordinate positions in order to assure that it, thence AFS, performs adequately. Authority thus delegated to the Board can only be expressed when a quorum is present in person or electronically, or by an individual to whom the Board by such previous action has delegated a specific and limited authority. No individual Director or person to whom the Board has granted authority may represent AFS in person or in writing except when acting with specifically delegated authority.

**Limits on Board Authority:** The Board will take no action which is, as reasonably interpreted, unethical or imprudent, nor allow any such action by persons to whom the Board has granted authority. Real estate can be neither bought nor sold by the Board, nor can the building be leased for longer periods than one year or to a lessee whose use of the building either interferes with AFS’s own use, can reasonably be estimated to incur significant damage, or conflicts with AFS values as expressed in these Bylaws.

**BOARD OFFICERS:** The Membership delegates those duties and authorities generally considered management to the Board of Directors acting as a group rather than as individuals. The Membership will not interfere in the Board’s performance of those duties and authorities by deciding roles within the Board. Board officers, with respect to their areas of responsibility, must assist in and shall not impede any external auditing or monitoring by a third party the Board or the Membership may at any time appoint.

**Board President:** The President is a Director chosen by and accountable directly to the Board as chief governance officer. The president’s accountability will be defined by the Board, and will include those organizational responsibilities and authorities enabling the Board to govern itself.

**Board Treasurer**: The Treasurer is a Director chosen by and accountable directly to the Board as chief financial officer. The Treasurer’s accountability will be defined by the Board, and will include those financial responsibilities and authorities normally associated with a corporate treasurer position.

**Board Secretary:** The Secretary is a Director chosen by and accountable directly to the Board as chief documents officer. The Secretary’s accountability will be defined by the Board, and will include those secretarial responsibilities and authorities normally associated with a corporate secretary position.

**PUBLIC MEETINGS & EVENTS**. AFS pursues its purpose primarily through two types of public meetings and events.

**Normally Scheduled Monthly Meetings:** These regularly scheduled meetings occur once a month, currently on the second Sunday of each month, though meeting dates and times may be modified by the Board. They are open to the public, and typically consist of a speaker and/or other activities.

**Ad-Hoc Events:** These are other AFS Events or AFS-sponsored activities which may or may not be characterized as meetings. Although Ad-Hoc Events could occur on an annual or monthly basis, they are not Normally Scheduled Monthly Meetings and may not be converted to a Membership Meeting. However, a Special Membership Meeting may be combined with an Ad-Hoc Event so long as the rules and requirements for convening Special Membership Meetings are followed.

**MEMBERSHIP MEETINGS:** Membership decision-making, including modifications to AFS Bylaws, election of Directors to the Board, termination or restoration of a suspended Director, and other matters of governance belonging to the Membership, must be conducted at a Membership Meeting. The membership may, by majority vote at any Membership Meeting where a quorum is present, change any decision of the Board or decide upon any other lawful issue. There are three types of Membership Meetings:

**Annual Membership Meetings:** Each December the Membership will meet to elect Directors, change Bylaws if necessary, and discuss the philosophic or business state of the organization. The quorum is 30% of the Membership or, if at least 10 are present, all members vote unanimously to waive the quorum requirement. The Membership for purposes of this discussion or debate may appoint one of its members to serve as temporary convener, using, if the Board chooses, a method devised by the Board.

**Special Membership Meetings:** Unscheduled meetings of the Membership for specific purposes may be called either by the Board or by at least 10 AFS members. For such specially called meetings, all AFS members must be given reasonable notice. The quorum is 30% of the Membership. Members who submit their preferences in writing on issues announced in advance to be addressed will be counted toward a quorum. The quorum requirement cannot be waived. The Membership for purposes of this discussion or debate may appoint one of its members to serve as temporary convener, using, if the Board chooses, a method devised by the Board.

**Converting to a Membership Meeting:** A Normally Scheduled Monthly Meeting prior to its conclusion may be converted to a Membership Meeting by members present if either (a) at least 25 members are present and a majority vote for conversion, or (b) at least 10 members are present and unanimously vote for conversion.

**BOARD OF DIRECTORS MEETINGS:** Board Meetings shall be scheduled by the Board officer chosen by the Board, giving advanced notification to all Directors. A quorum shall consist of a majority of active Directors, either present in person or electronically, for a gathering of Directors to constitute a Board Meeting. Members of AFS have the right to observe Board of Directors Meetings, but may not participate unless permitted by the Board. Only Directors may vote at Board Meetings.

**DELEGATION PRINCIPLES:** The Membership, through these Bylaws, establishes subordinate functions, each with authority to take action within a stated scope, including and normally limited to the Board of Directors, which is authorized to establish and further delegate to subordinates of its choosing. The Board remains accountable to the Membership for its actions, as well as those of the Treasurer, Secretary, and any other of the Board’s subordinates. In the case of procedures having not been sufficiently specified by these Bylaws to enable the Membership to carry out its retained (undelegated) authority, the Board is charged to create such procedures for the Membership. The Membership may vote to override any part of its delegation to the Board it chooses by amending applicable Bylaw provisions.

**VOTING:** All AFS Membership decisions, with the exception of amending these Bylaws, will require a majority vote of members present at a Membership meeting; or, when determining members’ choices for Directors, by an alternate systematic, fair voting method. Debate before any decision can be conducted under rules of order established by the Membership, though in the normal course of business the Membership will utilize rules drafted by the Board. All AFS Board of Director decisions will require a majority of all active Directors; except in the case of voting to suspend or restore a Director, which will follow the rules listed in that section.

**ELECTION OF DIRECTORS:** As Board seats become absent, the Membership will elect from 1 to 7 Directors as needed, using a fair voting process established by the Board. An annual election will be held at the meeting of the Membership in December in which all members whose dues are paid as of November 1 are eligible to vote. Candidates for election cannot serve on the election committee.

**Election committee nominations:** An election committee of 3 to 5 members will be chosen by the Membership each summer to prepare and present to the Membership in the following October a slate of persons for those Directorship seats requiring a vote, with if possible at least twice as many candidates as there are open Director positions.The election committee will mail or email meeting campaign literature to all eligible voters at least three weeks before the December election in an Annual Membership Meeting.

**Personal nominations:** Any individual member of AFS may nominate one candidate to be added to the election committee’s choices, either in person at the Membership Meeting or by email sent no later than 18 hours prior to such meeting to both the current Board Secretary and current Board President.

**Election:** At the December Annual Membership Meeting, the election committee will receive ballots submitted in person and, added to those ballots received by mail or email, will report an official count of votes. In case of a tie vote, there shall be a run-off vote by members present conducted by the Membership’s election committee.

**DUES AND SUBSCRIPTIONS**: Charges for annual dues and subscriptions recognize financial ability, status, organizations-of-like-mind, and other factors the Board chooses.

**LAWFUL AND ETHICAL COMPLIANCE**: AFS is committed to operate legally and ethically without regard to race, ethnicity, gender identity, national origin, sexual orientation, financial or educational status, abilities, and disabilities. No member of AFS, in his or her role with AFS, shall support a candidate for public office or a political party, nor shall the Membership as a whole or any subdivision or representative thereof. Nor shall AFS or individuals authorized by AFS violate the law, terms of lawful contracts and agreements to which it is party, or terms of Section 501(c)(3) of the Internal Revenue Code.

**ROBERT’S RULES:** At all Membership Meetings and Board of Directors Meetings, Robert's Rules of Order (latest edition) shall govern when not in conflict with these Bylaws or the Articles of Incorporation, unless the members present at a particular meeting vote to suspend Robert's Rules for the duration of that meeting.

**AMENDING BYLAWS**. The Membership may amend these Bylaws as often as it deems fit, by a 2/3 vote in a Membership Meeting