

## Bylaws

### **Article I Name**

Name: The name of the organization shall be Atheists of Florida Inc.

### **Article II Purposes**

Atheists of Florida Inc. shall be a nonprofit organization incorporated under the laws of the State of Florida, and shall be operated exclusively for educational and charitable purposes within the meaning of section 501(C)(3) of the Internal Revenue Code.

The purpose for which this corporation is organized is:

To advocate for social acceptance of the essential fact that there is no reason or evidence that supports the proposition that gods or supernatural phenomena exist.

### **Article III Motto & Symbol**

The organization's motto shall be: "E PLURIBUS UNUM"

The organization's logo (symbol) shall be:



### **Article IV Membership**

IV.1 - Eligibility for membership: Application for membership shall be open to any person 18 years of age or older that supports the purpose statement in Article II, Purpose. Membership is granted after completion and receipt of a membership application and annual dues. The membership role of Atheists of Florida Inc. is confidential. No member's name or address is to be made public without the express permission of that member.

IV.2 – Annual dues: The amount required for annual dues shall be set by a majority vote of the members of the Board of Directors at the annual meeting. Continued membership is contingent upon being up-to-date on membership dues.

IV.3 – Resignation and termination: Any member may resign by notifying, in writing or verbally, any member of the Board of Directors of Atheists of Florida Inc. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a super-majority (60%) vote of the Board of Directors.

## **Article V Meetings of Members**

V.1 – Annual meetings: An annual meeting of the members shall take place in the fourth quarter of the fiscal year, the specific date, time and location of which will be designated by the Chair. At the annual meeting the members shall receive reports on the activities of the association, announcement of who won election to the Board of Directors (if applicable), and determine the direction of the association for the coming year.

V.2 – Special meetings of members: Special meetings may be called by the chair, the officers, or a simple majority of the Board of Directors. A petition signed by five percent of members may also call a special meeting. The petition must describe the purpose for which the meeting is to be held, must be signed, dated, and delivered to a corporate officer.

V.3 – Notice of member meetings: Written or electronic mail notice of each meeting shall be sent to each member not less than two weeks prior to the meeting, except for special meetings, which require at least 72 hours' notice.

V.4 – Quorum at a member meeting: The members present, or participating remotely, at any properly announced meeting shall constitute a quorum.

V.5 – Voting at a member meeting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## **Article VI Board of Directors**

**VI.1 – Board role, size, and compensation:** The Board is responsible for overall policy and direction of the association, and delegate responsibility of

day-to-day operations to officers and committees. The Board shall have up to 13 but not fewer than 3 members. The Board receives no compensation other than reasonable expenses.

**VI.2 – Eligibility:** To be eligible to serve on the Board, a person must have been a member in good standing for at least 6 months prior to November 30th.

**VI.3 – Board Meetings and notice:** The Board shall meet at least annually, at an agreed upon time and place. An official Board meeting, other than a special meeting, requires that each Board member have written or electronic mail notice at least two weeks in advance.

**VI.4 – Board elections:**

VI.4.1 Approximately one-half of the Director positions will stand for election every 2 years. Each Director shall hold office until his or her successor is chosen and qualified, or until he/she sooner dies, resigns, is removed, or becomes disqualified. The method of staggering the elections will be determined by the Board of Directors.

VI.4.2 Terms of Directors will begin on January 1st of the year following the election, or if the election is held after January 1st but before July 31st, as soon as possible after the election. All Board members shall serve four-year terms, but are eligible for re-election.

VI.4.3 The election shall be conducted over a term of at least two (2) weeks in the fourth quarter of every other year culminating on a date established by the Board of Directors and is open only to those members of record as of the date of announcement of the election.

VI.4.4 The Board will announce the dates of the election at least sixty (60) days in advance of the start of the election.

VI.4.5 Members may vote for one candidate for each vacancy.

VI.4.6 Members may vote for any qualified person who has agreed to serve if elected.

VI.4.7 The name of any qualified person who agrees to serve if elected may be submitted by any member of the organization, including him or

herself, and must be received by the Board of Directors at least forty (40) days in advance of the election. Said name shall be included on the ballot.

VI.4.8 The Board of Directors shall prepare and submit to the electors, at least thirty (30) days in advance of the election, a slate of qualified candidates who have agreed to serve. Voting by mail ballot will only be necessary if the number of nominations exceeds the number of Board seats up for election,

VI.4.9 Any election shall be determined by a plurality of the votes cast by those entitled to vote in the election.

**VI.5 – Quorum:** A quorum must be attended by at least forty percent of Board members for business transactions to take place and motions to pass.

**VI.6 – Vacancies:** When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from present Board members one week 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 to the end of the particular Board member's term. The nominee must have been a member in good standing for at least 6 months prior to the vote at the Board meeting.

**VI.7 – Resignation, termination, and absences:** Resignation from the Board may be in writing or verbal and received by the Secretary or any member of the Board of Directors. A Board member may be removed for other reasons by a three-fourths vote of the remaining Directors.

**VI.8 – Special meetings:** Special meetings of the Board shall be called by 2 members of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least 48 hours in advance of the date and include the date, time and place of the meeting.

**VI.9 – Action by Directors without a meeting:** action may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written or electronic mail consents describing the action taken and signed by each Director. The writings or electronic transmission(s) shall be filed with the minutes of proceedings of the Board and maintained in the official files.

**VI.10 – Proxy and Alternates:** Voting by Directors by proxies shall not be permitted. An absentee Board member may not designate an alternate to represent him or her at a Board meeting.

**VI.11 – Conflict of Interest:** Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

**Article VII – Officers and Duties:** There shall be four officers, consisting of a Chair, Vice-chair, Secretary, and Treasurer. Their duties are as follows:

- The Chair shall convene regularly scheduled Board meetings, shall preside, or arrange for other members of the Executive committee to preside at each meeting in the following order: vice-chair, secretary, treasurer. The Chair must be a member of the Board of Directors
- The Vice-chair shall chair committees on special subjects as designated by the Board. The Vice-chair must be a member of the Board of Directors.
- The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, distributing meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary need not be a member of the Board of Directors.
- The Treasurer shall make a financial report at each Board meeting. The treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The Treasurer need not be a member of the Board of Directors

**VII.1 – Officers** are elected by the Board of Directors at the annual meeting. Officers' terms begin on January 1st of the year following the election.

**VII.2 – Qualifications:** officers shall have been a member of Atheists of Florida Inc. for at least 1 year on the day of their election to office.

**VII.3 – The Board of Directors may remove any officer at any time with or without cause.** Any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

### **Article VIII Committees**

**VIII.1 – Committee formation:** The Board may create committees, which must have two (2) or more members, as needed. These committees serve at the pleasure of the Board of Directors.

### **Article IX Amendments**

**IX.1 - Technical Amendments:** A “technical amendment” is a change in the Bylaws which affects only spelling, grammar, punctuation, parallel structure, consistent usage, or the numbering or titling of the various parts of the Bylaws or cross-references thereto. The Secretary may initiate any technical amendment by presenting it in writing at any Board meeting. The Board may, by majority vote, reject any technical amendment proposed by the Secretary. Any such proposal not rejected by the Board shall take effect at the end of the meeting at which it was presented.

**IX.2 - All other amendments:** These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted in writing to the Secretary.