

BY-LAWS
OF
THE ARKANSAS SOCIETY OF FREETHINKERS

ARTICLE I
PURPOSE AND MISSION

The Arkansas Society of Freethinkers exists to promote the secular, non-theistic, humanist viewpoint as a valid contribution to public discourse. We strive to protect the First Amendment guarantee of separation of church and state and work in coalition with like-minded people and organizations where joint action is needed to maintain this separation. Our Society seeks to enrich the community by hosting and developing informative activities and events, and to encourage and facilitate public dialogue in matters of science, reason and tolerance. The Arkansas Society of Freethinkers operates in an open manner, without discrimination as to gender, race, age, sexual orientation, ethnic origin, nationality, religion, or disability.

ARTICLE II
MEMBERSHIP

Membership in Arkansas Society of Free Thinkers (ASF) is open to all persons who support the purposes for which the organization was originally founded. Either individuals or organizations may be members of ASF.

1. Voting Member. A Voting Member of ASF is an individual who has provided an accurate name and accurate contact information to the organization and who has paid the annual dues as set by the Board of Directors.
2. Member Organization. A Member Organization is any organization formally recognized by ASF which requests membership. A Member Organization Members does not pay dues and does not vote. In the event that a Member Organization requires assistance with a project involving activism, education, community service, or other similar event, the Member Organization makes a request in writing to the President of ASF.
3. Removal of Member. A Member may be removed, without refund of dues, by a 2/3 vote of the Board of Directors if it is determined by the Board that the Member is disruptive, or that the Member's conduct subverts the mission of ASF, or that the Member otherwise has harassed, annoyed, bothered, or harmed the organization or any Member of the organization.

ARTICLE III
MEETINGS

1. Meetings of the Members.
 - a. Annual Meeting. The annual meeting of the Voting Members of this Organization shall be

held in Little Rock, Arkansas, during the month of December, with twenty-five (25) days' notice to the Voting Membership in order to accommodate a meeting space or for other necessary reasons.

- i. Agenda. At least twenty-five (25) days prior to the Annual Meeting, a tentative agenda shall be posted on the ASF website, with an invitation for Members to contact the Board with additions to the Agenda. The Agenda shall be updated seven (7) days prior to the Annual Meeting, and distributed to attendees at the meeting.
 - ii. Treasury Report. The Treasurer shall make an annual report for the previous fiscal year, and shall make a report for the first quarter of the current year at the Annual Meeting.
 - iii. Election of Directors. The Board of Directors shall be elected at the Annual Meeting of the Voting Members of the Organization. The Voting Members shall be entitled to each cast one vote for each vacant position on the Board of Directors. A Member of the Board of Directors may also be President, Vice President, or another Officer of the Organization.
 - A. Seven (7) days prior to the Annual Meeting, a list of candidates for vacancies on the Board of Directors shall be provided to the Voting Members by posting on the Organization's website, email to Voting Members, or through the U.S. Postal Service.
 - B. Voting. Voting shall be accomplished by email, by written ballot, or by written proxy ballot.
 - iv. Amendment of Articles of Incorporation. In the event that the Voting Membership finds it necessary to amend the Articles of Incorporation of the Organization, it shall do so only at the Annual Meeting unless an emergency exists that requires a Special Meeting for that purpose. Changes to the Articles of Incorporation must be approved by a 2/3 majority of those voting.
 - v. Amendment of Bylaws. In the event that the Voting Membership finds it necessary to amend the Bylaws of the Organization, it may do so at the Annual Meeting or at a Special Meeting called for that purpose. Changes to the Bylaws must be approved by a 2/3 majority of the Members voting.
 - vi. Setting of Dues. The Board of Directors shall set and announce the annual dues amount at the Annual Meeting.
 - vii. Committee Reports. Each Standing Committee shall give a report at the Annual Meeting, as shall each *ad hoc* committee.
- b. Special Meetings. Special meetings of the Members may be called at any time by the President, by resolution of the Board of Directors, or by not less than ten percent (10%) of the Voting Members.
- i. Notice. Written notice of Special Voting Members' meetings shall be given either

personally or by mail or email to each Voting Member of record at his address, as the same appears on the records of the Society, not less than ten (10) nor more than sixty (60) days before the meeting is to be held. The notice shall also include a statement of the purpose or purposes for which the meeting is called and no other business may be transacted or considered.

- ii. Fundamental Change. If at any annual meeting there is to be presented a proposal to amend the Articles of Incorporation or to effect any other fundamental corporate change, then that annual meeting shall be deemed, for the purpose of notice, a special meeting.
 - c. Quorum of Voting Members. A quorum for any measure of the Voting Members shall consist of a simple majority of the Voting Members who choose to vote, represented in person or by proxy. A majority of such quorum shall decide any question that may come before the meeting.
2. Board Meetings. The Board of Directors shall meet regularly on a formal basis and may meet informally on an irregular basis.
- a. Quarterly Meetings. Quarterly meetings of the Board of Directors shall be held in the months of February, May, August, and November.
 - b. Special Meetings. In the event that two or more Directors find it necessary or desirable to convene a Special Meeting of the Board to address any matter, all Directors must be given notice at least seven (7) days in advance. Notice of any meeting may be waived in writing before or after the meeting by a Director or by the Director's attendance at the meeting. No irregularity of notice of any meeting shall invalidate that meeting or any proceeding that occurs at that meeting.
 - c. Informal Meetings. The Board of Directors may discuss matters through telephone calls, email, in person, or any combination of these.
 - d. Quorum. A quorum of any meeting of the Board of Directors shall consist of a two-thirds majority of the entire membership of the Board. A majority of the quorum shall decide any question that may come before the meeting.
 - e. Proxies. Directors may not vote by proxy.

ARTICLE IV VOTING

1. Voting by Members. Each member entitled to vote may cast a ballot anonymously, by voice vote, a show of hands, or other method designated by the President.
- A. Proxy Voting. A Voting Member may vote at any meeting of the Voting Members by being present in person or by giving to some other person present at the meeting a written, signed proxy. A proxy sent by email shall be sufficient.

- B. Voting by Written Ballot. If voting is to be accomplished by written ballot, the Recording Secretary must ensure that no Voting Member casts more than one ballot. Voting by Written Ballot may be accomplished by email, by handwritten ballot, or by written proxy ballot. Elections shall always be accomplished by written ballot. Written ballots shall be counted by two unbiased Members who are not standing for election.
 - C. Informal Action by Voting Members. Any action required to be taken at a meeting of the Voting Members, or any other action which may be taken at a meeting of the Voting Members, may be taken without a meeting if the Voting Members have been contacted and asked to respond by a date certain by telephone or email.
2. Voting by Directors.
- A. Proxy Voting. No Director may vote by proxy.
 - B. Formal Votes. Motions require a simple majority of the Directors to pass.
 - C. Informal Votes. Action taken by a majority of the Directors without a meeting with respect to any ASF matter shall be valid if, after such action, all Directors sign and file with the Recording Secretary for inclusion in the Organization's Minute Book a memorandum showing:
 - i. the nature of the action taken; and
 - ii. the names of Directors approving and opposing such action.

ARTICLE V DIRECTORS

- 1. Election. The Board of Directors shall be elected by the Voting Members of the Organization at the Annual Meeting.
- 2. General Powers. The business and affairs of the Society shall be managed by its Board of Directors.
- 3. Number, Tenure and Qualifications. There shall be a minimum of seven (7) and up to fifteen (15) Directors of the Arkansas Society of Freethinkers. Each Director shall hold office for the term of 1 year or until his successor shall have been elected and qualified. All Directors must have been Voting Members of the organization for at least six (6) months prior to the date of the Annual Meeting. An Officer may also be Board Member. Past presidents of the organization shall be ex-officio, non-voting board members if they are not elected to the Board.
- 4. Vacancies. If a vacancy occurs in the Board of Directors by reason of death or resignation, or if the Voting Members fail to fill all the vacancies in the Board of Directors at the Annual Meeting or at any Special Meeting called for the purpose of electing Directors, the vacancies may be filled by the affirmative vote of a majority of the remaining members of the Board of Directors. Any vacancy caused by removal of a director may be filled by the Voting Members and may be filled at the Voting

Members' meeting at which the vacancy is created or at a subsequent meeting.

5. Resignations. A Director may resign at any time by filing his written resignation with the Recording Secretary.
6. Removal. A Director may be removed at any time, with or without cause, by a special Voting Members' meeting called expressly for that purpose.
7. Compensation. No Director shall be entitled to compensation for his services to the Organization, although he may be reimbursed actual money expended in service to the Organization if the treasury is sufficient to allow reimbursement.

ARTICLE VI OFFICERS

1. Offices and Qualification. The offices of the Organization shall be President, Vice President, Treasurer, Secretary, Registrar, Ombudsman, and such other officers as may be designated and elected in accordance with these bylaws. All officers must be voting Members of the organization.
2. Compensation. No Officer shall be entitled to compensation for his services to the Organization, although he may be reimbursed actual money expended in service to the Organization if the treasury is sufficient to allow reimbursement.
3. Selection of Officers. All officers shall be chosen by the Board of Directors at the Board's Quarterly Meeting or when a vacancy develops. A Board Member may also be an Officer.
4. Vacancies. When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it shall be filled by the Board of Directors. The officer so selected shall hold office until his successor is chosen and qualified.
5. Execution of Written Instruments. The Board of Directors may authorize any one (1) or more officers to execute contracts in the ordinary course of business on behalf of the Organization, and such authority may be general or confined to specific instances.
6. Checks and Notes. Checks, notes, drafts and demands for money shall be signed by any officer or director who may from time to time be designated by the Board of Directors.
7. Duties of Officers.
 - a. President. It shall be the duty of the President to:
 - i. Arrange for and conduct monthly meetings of the Membership;
 - ii. Facilitate the coordination of the organization's activities;
 - iii. Oversee the implementation and execution of plans and projects;
 - iv. Preside at Board meetings.
 - b. Vice President. It shall be the duty of the Vice President to:

- i. Carry out the duties of the President in his absence;
 - ii. Assist the President in the coordination of Membership Activities;
 - iii. Assist the President in any other way specifically required.
 - c. Secretary. It shall be the duty of the Secretary to:
 - i. Take and keep minutes of each meeting to include, but not limited to, a list of attendees at each meeting, issues raised and discussed, votes taken and their results;
 - ii. Present the minutes of the last meeting for review and approval at each Board meeting;
 - iii. Maintain the Organization's Minute Book, which shall include other organizational records such as resolutions;
 - iv. Obtain the signatures of Directors after informal actions and collect the necessary emails of memoranda of action taken informally by the Board.
 - e. Treasurer. It shall be the duty of the Treasurer to:
 - i. Receive funds and make deposits;
 - ii. Disburse funds in accordance with the direction of the Officers or Board;
 - iii. Maintain the organization's books;
 - iv. Provide a brief financial summary at each meeting of the Board or executive committee;
 - v. Provide a written annual report for the Annual Meeting;
 - vi. Provide a list of individuals who have paid dues to the Registrar.
 - f. Registrar. It shall be the duty of the Registrar to:
 - i. Maintain a current list of all members;
 - ii. Maintain current addresses, telephone numbers, and email addresses for all Members;
 - iii. Provide a list of email addresses to the Ombudsman prior to meetings for purposes of sending notice;
 - iv. Obtain from the Treasurer a list of dues-paying members to determine quorums and voting rights;
 - v. Maintain data on members as to the reason for membership as stated in membership application.
 - vi. Serve on the Membership Committee.
 - g. Ombudsman. It shall be the duty of the Ombudsman to:
 - i. Send notices to the Directors and Officers of meetings;
 - ii. Send Notices to the Membership of meetings;
 - iii. Handle any correspondence necessary on behalf of the organization, after obtaining approval for the specific correspondence;
 - iv. Serve on the Public relations Committee;
 - v. Serve as a liaison between the Members and the Officers and Directors of ASF.
8. Leaving Office. Upon relinquishing a leadership position, the outgoing officer shall turn over all records to his or her successor and shall provide the incoming officer with any and all information

necessary to enable the newly elected officer to carry out the functions of that position.

ARTICLE VII COMMITTEES

1. Types of Committees. The Arkansas Society of Freethinkers shall maintain six (6) Standing Committees in addition to *ad hoc* committees for any special projects that require additional attention. The Standing Committees shall be Members, Program, Activism, Public Relations, Social, and Leadership Development.
 - a. Members Committee. It shall be the responsibility of the Members Committee to:
 - i. Determine how to attract positive interest in ASF;
 - ii. Recruit new members;
 - iii. Maintain the Calendar of Events on the organization's website; and
 - iv. Determine how best to retain members.
 - b. Program Committee. The Program Committee shall be responsible for:
 - i. Determining what programs would be appropriate for meetings;
 - ii. Locating speakers for meetings;
 - iii. Assisting event organizers with topics; and
 - iv. Coordinating refreshments, meeting spaces, and other aspects of meetings.
 - c. Activism Committee. The Activism Committee shall determine how and when to bring ASF to the attention of the public for purposes of:
 - i. Educating the public about separation of church and state;
 - ii. Promoting the secular, non-theistic, humanist viewpoint as a valid contribution to public discourse;
 - iii. Informing the public about atheism, agnosticism, and secular evaluation of information.
 - iv. Encouraging and facilitating public dialogue in matters of science, reason and tolerance; and
 - v. Assisting like-minded groups to do the same.
 - d. Public Relations Committee. Because freethinkers, atheists, and other secular groups and individuals are not always well received by religious people, the Public Relations Committee will engage in outreach intended to portray ASF in a positive light in the press, in the community, and in its community activities. The Committee shall:
 - i. Ensure that information pertaining to ASF activities are published in local media;
 - ii. Speak to the press when a spokesman is required;
 - iii. Create a list of "talking points" for Board Members and Officers;
 - iv. Creatively ensure that ASF is visible in the community as an organization with a positive reputation; and
 - v. Maintain an Internet presence accessible to the public.

- e. Social Committee. Because churchless people often lack association with like-minded companions, the Social Committee shall create a secular sodality for Members of ASF and for others in the community who desire a secular gatherings and friendship. To this end the Committee shall:
 - i. Welcome new members;
 - ii. Plan and execute at least one purely social function each month so that Members may meet each other in an informal and friendly atmosphere;
 - iii. Assist other committees with refreshments and other items of comfort for their activities; and
 - iv. Invite new and inactive members to participate in upcoming functions or activities.
 - f. Leadership Development Committee.
 - i. Duties. The Leadership Development Committee shall:
 - A. Recruit Members for positions on the Board of Directors;
 - B. Recruit people to serve as Officers;
 - C. Recruit people to serve as committee chairs.
 - ii. Qualifications. Because developing good leadership for the ASF is integral to the success of the organization, the Chairman and Members serving on the Leadership development Committee must demonstrate longevity and dedication to the organization.
 - A. The Chairman of the Leadership Development Committee shall have been a Member of ASF for at least 18 months prior to his or her appointment.
 - B. Each member of the Leadership Development Committee shall have been a Member of ASF for at least one year prior to serving.
 - g. Ad Hoc Committees. *Ad hoc* committees shall be recommended to the Board by the Chairmen of the relevant Standing Committee, by any Officer or Board Member, or by any Member of ASF. The purpose of the *ad hoc* committee shall be to oversee a special project.
 - i. The *ad hoc* committee shall be named in such a manner as to identify its purpose.
 - ii. Upon completion of the special project, the Board of Directors shall declare the *ad hoc* committee to be dissolved, and release the chairman and members of the committee from further responsibility.
2. Committee Chairs. The President may appoint the Chairman of each Committee. If the President fails to act, the Vice President may appoint the Chairman of any Committee lacking a Chairman.
- a. The Chairman of each Committee reports directly to the President.
 - b. At meetings of the Board of Directors, the Chairman of each Committee shall make a formal written report to the Board that shall be included in the Minute Book for that meeting. Unless

discussion on the Committee's activities extends beyond the formal report, it is not necessary for the Recording Secretary to take redundant minutes on these reports.

- c. Chairmen of the various committees are responsible for recruiting committee members in sufficient numbers to share the workload of the committee and for calling meetings of their committees as necessary.
- d. Committee Chairmen will ensure that information regarding all events sponsored by their committees are timely provided to the Public Relations Committee for inclusion on the organization's public calendar.

ARTICLE VIII FINANCES

- 1. The organization's fiscal year shall be January 1- December 31.
- 2. The financial and other material assets of ASF shall be owned by the organization. All assets shall be used only for purposes approved by the Board of Directors. No Member, officer or director shall be personally liable for the debts, liabilities or obligations of this organization, except inasmuch as the Member, officer or director has exceeded or improperly assumed authority to bind the organization for such debts, liabilities, or obligations.

ARTICLE IX MERGER OR DISSOLUTION, AND DISTRIBUTION OF ASSETS

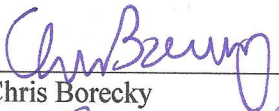
- 1. Only organizations clearly identified as having a purpose or mission consistent with that of ASF shall be considered for merger or distribution of assets.
- 2. The Board of Directors has sole authority to merge with another organization, or dissolve and distribute the organization's assets.
 - a. Approval. A proposal for merger or dissolution and distribution of assets must receive a 2/3 majority vote at a meeting of the Board of Directors, and must be approved by the Voting Members as provided in Article III, Section 1(b)(ii) of these Bylaws.
 - b. Satisfaction. If merger or dissolution is approved, all outstanding debts, obligations and claims must be satisfied before assets are distributed.
 - c. Distribution. No assets shall be distributed to individuals.

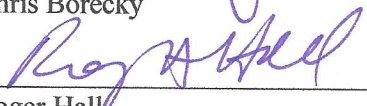
CERTIFICATION OF ADOPTION

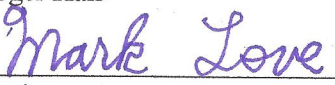
The foregoing Bylaws of the Organization have been duly adopted the 30th day of January, 2016, by action of

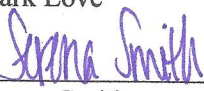
the Directors of the Organization pursuant to the laws of the State of Arkansas after an affirmative vote of at least a two-thirds majority of the Voting Members of the Arkansas Society of Freethinkers.

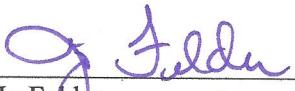
IN TESTIMONY THEREOF, witness the hand of the undersigned as the Directors of the Arkansas Society of Freethinkers on the 30th day of January, 2016.

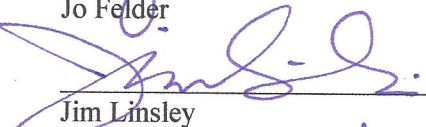

Chris Borecky

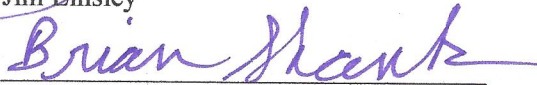

Roger Hall


Mark Love


Serena Smith


Jo Felder


Jim Linsley


Brian Shank