

Summary of 2018 changes to the Bylaws of the Arkansas Society of Freethinkers:

The overall purpose of these changes is to streamline and simplify operations of the Society. Insubstantial changes include rewording for the sake of clarity and simplicity. Substantive changes are as follows:

- Article I: The Mission Statement includes ethics as a topic of public discourse.
- Article II: Because there are no longer multiple types of membership, adjectives qualifying the word “Members” have been removed throughout the document. Organizations are now “Associated Organizations,” not Member Organizations.”
- Article III: Retitled “Business Meetings”, this section encompasses both membership meetings and board meetings. It does not address meetings at which no business is conducted (i.e., social events).
- a. The annual membership meeting can now be called at any time during the year with 14 days’ notice. (Formerly it was required to be held in December with 25 days’ notice.) The requirement to circulate an agenda for the annual meeting has been eliminated. Publication of the slate of board members can be done simply by posting the slate to the website or by emailing the members. The requirement of formal committee reports at the annual meeting has been eliminated. Redundancies have been removed from this section.
 - b. Special meetings of the membership can be called with 7 days’ notice of the meeting and its purpose. Other business in addition to the special meeting’s purpose may be considered.
 - c. Board members can participate in meetings electronically (via email and Skype). The requirement of quarterly meetings to be held in specific months is eliminated. For purposes of board action, the quorum is a simple majority of board members, not a 2/3 supermajority.
- Article IV: Members can vote by email or electronic ballot. The requirement of a written ballot for member meetings is eliminated. Members may vote without a meeting if they are informed of the issue and asked to respond by a date certain. Records of email votes by the Board need to be recorded in the Corporate Book and signed by the President and Secretary.
- Article V: Board resignations can be communicated to either the President or the Secretary. A Director can be removed at a special meeting of either the members or the board that is called for that purpose.
- Article VI: The positions of Registrar and Ombudsman have been removed from the Bylaws. (Both of these positions may continue but are not required.) In the absence of a Registrar, the Treasurer will maintain the membership list. ASF materials in the possession of leader who resigns or is removed are to be turned over to the Society immediately.
- Article VII: Eliminated in full. All committees will now be ad hoc committees.
- Article VIII: Renumbered Article VII.
- Article IX: Renumbered Article VIII.

**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, tolerance, and ethics. 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 Freethinkers (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. Member. A Member of ASF is an individual who has provided an accurate name and accurate contact information to ASF and who has paid the annual dues as set by the Board of Directors.
2. Associated Organization. An Associated Organization is any organization formally recognized by ASF which requests to be associated with the Arkansas Society of Freethinkers. An Associated Organization does not pay dues and does not vote. If an Associated Organization requires assistance with a project involving activism, education, community service, or other similar event, the Associated 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 intentionally harassed, annoyed, bothered, or harmed the organization or any Member of the organization.

**ARTICLE III
BUSINESS MEETINGS**

1. Meetings of the Members.
 - a. Annual Meeting. The annual meeting of the Members of this Organization shall be held in Little Rock, Arkansas with fourteen (14) days' notice to the Members.
 - i. Treasury Report. The Treasurer shall make an annual report for the previous fiscal year and shall make a report for the current year to date at the Annual Meeting.
 - ii. Election of Directors. The Board of Directors shall be elected at the Annual

Meeting of the Members of the Organization. The Members shall be entitled to each cast one vote for each vacant position on the Board of Directors.

- A. At least fourteen (14) days prior to the beginning of the Annual Meeting, a list of candidates for the Board of Directors shall be provided to the Members by posting on the Organization's website or by email to Members.
 - B. Voting. Voting may be accomplished by email, by electronic ballot, by written ballot, or by written proxy ballot.
 - iii. Amendment of Articles of Incorporation. The Articles of Incorporation of the Organization shall be amended 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.
 - iv. Amendment of Bylaws. The Bylaws of the Organization may be amended 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.
 - v. Setting of Dues. The Board of Directors shall set and announce the annual dues amount at the Annual Meeting.
 - 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 Members.
 - i. Notice. Written notice of Special Meetings shall be given either personally or by mail or email to each Member of record at his address, as the same appears on the records of the Society, not less than fourteen (14) 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.
 - ii. Fundamental Change. If at any meeting there is to be presented a proposal to amend the Articles of Incorporation or Bylaws, or to effect any other fundamental corporate change, then that meeting shall be deemed, for the purpose of notice, a Special Meeting.
 - c. Quorum of Members. A quorum for any measure of the Members shall consist of a simple majority of the Members who choose to vote, represented in person or by proxy or by their email, telephonic, or other electronic response. 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. Meetings may be conducted in-person and by electronic means, or a combination of both.
- a. Special Meetings. If two or more Directors find it necessary or desirable to convene 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. In the

event of an emergency a quorum of the Board may pass a resolution dispensing with the notice requirement of this paragraph.

- b. Informal Meetings. The Board of Directors may discuss matters through telephone calls, electronic media, email, in person, or any combination of these.
- c. Quorum. A quorum of any meeting of the Board of Directors shall consist of a majority of the entire membership of the Board.

ARTICLE IV VOTING

- 1. Voting by Members. Each member entitled to vote may cast a ballot anonymously, by voice vote, a show of hands, in writing, via electronic transmission, or other method designated by the President or the Board.
 - A. Proxy Voting. A Member may vote at any meeting of the 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 or other electronic means shall be sufficient.
 - B. Voting by Written Ballot. Voting by written ballot may be accomplished by electronic transmission, by handwritten ballot, or by written proxy ballot.
 - C. Voting Without Meeting. Any action required to be taken at a meeting of the Members may be taken without a meeting if the Members have been contacted and asked to respond by a date certain in writing, by telephone, electronically, or by other reasonable means.
 - D. Ballots shall be counted by two Members who are not standing for election.
- 2. Voting by Directors.
 - A. Proxy Voting. No Director may vote by proxy.
 - B. Formal Votes. A majority of the quorum shall decide any question that may come before the meeting.
 - C. Informal Votes. Action taken by a majority of the Directors without a formal meeting with respect to any matter shall be valid if a written record is made of the action and signed by the President and Secretary.

ARTICLE V DIRECTORS

- 1. Election. The Board of Directors shall be elected by the 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 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 for any reason, the vacancy may be filled by the affirmative vote of a majority of the remaining members of the Board of Directors.
5. Resignations. A Director may resign at any time by filing his written resignation with the President or Secretary.
6. Removal. A Director may be removed at any time, with or without cause, by a special meeting of the Directors or of the Members 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, and such other officers as may be designated and elected in accordance with these bylaws. All officers must be 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. A Director may also be an Officer.
4. 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.
5. 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.
6. Duties of Officers.
 - a. President. It shall be the duty of the President to:
 - i. Arrange for and conduct 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 or her absence;
 - ii. Assist the President in any other way as 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, minutes, records of informal meetings, and votes;

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 and are therefore current Members.
- vii. Maintain contact information for all Members.

8. Leaving Office. Upon relinquishing a leadership position, the outgoing officer or other leader shall immediately turn over all relevant records to an officer, director, or his or her successor and shall provide the officer, director, or incoming officer or other leader with any and all information necessary to enable the incoming officer or other leader to carry out the functions of that position.

ARTICLE VII 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 VIII 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 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.