



# Bylaws

Effective January 1st, 2019

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# **OFFICIAL BYLAWS OF THE** **ATHEIST COMMUNITY OF TULSA**

**Effective January 1st, 2019**

## **ARTICLE I – NAME**

This organization shall be known as the Atheist Community of Tulsa, hereafter referred to as ACT.

## **ARTICLE II – MISSION STATEMENT & OBJECTIVES**

### **Section 1. Mission Statement**

To encourage and advance reason, logic, free-thought, and a secular view of the world.

### **Section 2. Objectives**

The objectives of ACT are to enhance the reputation of atheists and freethinkers in the larger community; to provide a more positive and effective alternative to the damaging consequences of religious belief and indoctrination; to promote the development of scientific interests and free inquiry; and to make a positive contribution to society in accordance with shared humanistic values and principles.

## **ARTICLE III – HEADQUARTERS AND TERRITORY**

### **Section 1. Headquarters**

The headquarters of ACT shall be as optionally specified by the Board of ACT. The headquarters shall be located within the Greater Tulsa Metropolitan Area and shall be the repository of the permanent records of ACT. If ACT does not possess a building or office space to serve as a separate headquarters, the residence of the President shall be designated as the repository for the permanent records of ACT unless otherwise specified by the Board.

### **Section 2. Territory**

The boundary of ACT territory shall be as the Board determines to be practically supportable by the organization, and it shall be communicated to ACT Members upon any change thereof.

## **ARTICLE IV – MEMBERS AND AFFILIATES**

### **Section 1. Rolls**

The rolls of ACT shall include ACT Members and non-member Affiliates residing within the territory of ACT. The ACT list of Members shall be available to all Board members and shall remain on file at the headquarters of ACT and shall be updated monthly or as needed by the Treasurer.

## **ARTICLE IV – MEMBERS AND AFFILIATES – *continued***

### **Section 2. Members**

For qualification as a Member of ACT, annual dues shall be paid. The amount of the annual dues shall be established by the Board. Members shall have voting privileges and shall be allowed to attend designated “Members-Only” events as set forth by the Board.

### **Section 3. Affiliates**

ACT may have non-member Affiliates. Affiliates may be appointed as committee chairs and may serve ACT in a non-voting capacity.

### **Section 4. Lifetime Members**

ACT may issue Lifetime Memberships to individuals who contribute \$200 in dues during a fiscal year.

## **ARTICLE V – OFFICIALS AND BOARD COMPOSITION**

### **Section 1. Officers**

The Officers of ACT shall be the President, Vice President, Secretary, and Treasurer.

### **Section 2. Board**

The Board shall consist of the four Officers of ACT and five Trustees.

### **Section 3. Requirements**

Only Members of ACT shall be eligible to hold an elective position.

### **Section 4. Terms**

The Officers and Trustees of ACT shall be elected annually for a term of one year and each shall so serve until a successor qualifies. The Board Members shall take office on January 1 of the year for which they are elected.

### **Section 5. Chair**

The President shall preside as Chair at the meetings of ACT and of the Board, except that in the absence of the President, the Vice President shall so serve. In the absence of both the President and the Vice President, a Board member previously appointed for the purpose shall preside.

### **Section 6. President**

The President shall serve as the appointed representative of ACT and shall issue statements from the Board to the general public, media, as well as ACT Members and Affiliates as is necessary. The President shall communicate regularly with the Members of ACT regarding events, fundraising, and the general state of ACT.

## **ARTICLE V – OFFICIALS AND BOARD COMPOSITION – *continued***

### **Section 7. Vice President**

In the absence of the President, the Vice President shall assume all duties of the President until such a time as the need is no longer required. The Vice President shall also be a representative of ACT to the general public. In the absence of both the President and Vice President, the Board shall decide upon an Officer to represent ACT as is deemed necessary.

### **Section 8. Secretary**

The Secretary shall keep a record of the proceedings of ACT and of the Board and prepare and submit those reports as required by the Board. The agendas and minutes of the Board meetings shall be maintained and made available to the general membership (except in matters of privacy) no later than the following official meeting after such meeting occurs. The Secretary shall be reimbursed for clerical expenses as agreed upon by the Board.

### **Section 9. Treasurer**

The Treasurer shall handle all funds belonging to ACT, shall receive and deposit all funds paid to ACT in the name of ACT, shall disburse funds of ACT upon Board approved expenses, shall keep adequate records of funds and a list of current members, shall make such reports to ACT as required, and shall perform all other duties usual to the office. In the absence of the Treasurer, the President and the Vice President are authorized to receive and deposit funds paid to ACT in the name of ACT and to disperse the funds of ACT as approved by the Board. Also, in the absence of the Treasurer any member of the Board may accept membership dues into the account electronically and shall report all transactions to the Treasurer. The fiscal year of ACT shall be the calendar year. The Treasurer shall make Financial summary reports to the Board and the membership at all meetings, so that current balances may be reported in the minutes and shall prepare an annual written financial report at the end of each year.

### **Section 10. Trustees**

A trustee for ACT shall be responsible for voting upon any Board business and may support the Officers as required.

### **Section 11. Responsibilities**

The Board shall be a standing committee to have charge of and conduct the affairs of ACT and shall have charge of all funds and property of ACT and of all other matters not otherwise provided for in these bylaws. A quorum shall be a majority of Board members for all transactions of business. A majority of the members of the Board shall be necessary to approve all business.

### **Section 12. Compensation**

No salary shall be paid to any official of ACT, but expenses incurred by officials and committees in the performance of their duties may be paid by ACT, if so approved by a majority of the Board.

## **ARTICLE V – OFFICIALS AND BOARD COMPOSITION – *continued***

### **Section 13. Board Meetings**

The elected Board shall meet monthly to discuss ACT business and may be called to hold additional meetings by the chair as is deemed necessary. The Board shall also have the power to conduct the business of ACT in between regular Board and membership meetings. When a proposed decision is to be considered, a simple majority of the Board shall suffice for the decision to pass.

## **ARTICLE VI – COMMITTEES**

### **Section 1. Creation**

The Board shall have the power to create ad hoc committees in order to conduct the business of ACT in an effective manner. The list of ad hoc committees and committee chairs will be made available to all Members of ACT.

### **Section 2. Chairs**

The establishment of ad hoc committees and the appointment of committee members and chairs shall be effective upon the approval of a majority of the Board. The Chair of an ad hoc committee must be a Board Member of ACT.

### **Section 3. Removal**

The Chair may remove any committee appointee for stated cause. An appeal may be made to the Board.

### **Section 4. Dissolution**

The Board may dissolve any ad hoc committee at any time upon the approval of a majority of the Board.

## **ARTICLE VII – MEETINGS**

### **Section 1. General and Special Meetings**

Meetings shall be called by the Chair. The Chair shall call a special meeting upon a request by at least 20% of the Members of ACT and presented to the Chair at least two weeks in advance of such special meeting and setting forth the date of such special meeting. Documentation of the request is required and must include the names of the Members making the request.

### **Section 2. Notice**

Notice of each meeting of the Membership of ACT shall be distributed to all Members and Affiliates not less than one week in advance of such meeting.

### **Section 3. Quorum**

A Quorum for regular and special meetings of ACT shall consist of 25% of the Members of ACT. In the absence of a quorum, regular and special meetings may not conduct the business of voting, but reports may be presented and discussed on an informal basis.

## **ARTICLE VII – MEETINGS – *continued***

### **Section 4. Board Meetings**

Meetings of the Board shall be held no less than monthly, at a time and place convenient to the Board members. Board members shall be required to attend a minimum of 75% of all Board meetings, with exceptions for such conflicts as illness, work, or travel, if that Board member is also unable to attend via phone or other technological device. In the case that a Board member does not attend 75% of the Board meetings other than excused absences, that Board member may be subject to recall or dismissal for neglect of duties.

### **Section 5. Rules of Order**

The parliamentary authority for meetings of the ACT Board and the Members of ACT in which a quorum is achieved for voting purposes shall be the most recent edition of *Robert's Rules of Order Newly Revised* for all matters not specified in these bylaws.

## **ARTICLE VIII – MANNER OF ELECTION**

### **Section 1. Notification**

No later than November 1 each year, the Members and Affiliates shall be notified of the upcoming elections of ACT. Members may personally request to be placed on the ballot for a position on the Board.

### **Section 2. Notice of Intent**

The Board must receive notice of intent from all Members who wish to appear on the election ballot by December 1.

### **Section 3. Board Deliberation**

The Board may hold a special meeting among themselves or with participants to decide which Members may best serve ACT in an elected capacity. If a Member has been found not in good standing or there is substantial concern regarding their suitability, the Board may vote to withhold that Member's name from the ballot.

### **Section 4. Multiple Offices**

No Member shall be eligible to hold more than one elected position at one time, and no Member may be on the ballot for more than one office at any one election.

### **Section 5. Timing and Method**

The elections of ACT shall begin no later than December 15<sup>th</sup> and shall conclude in a timely manner so that a quorum may be obtained and the new Board take office by January 1. The required quorum for the general ACT Membership shall be 25% of ACT Members. The election may be, at the discretion of the Board, an electronic voting system used which ensures fair voting, managed by a disinterested party. This disinterested party may be an Affiliate or a trusted Member chosen by the Board.

## **ARTICLE VIII – MANNER OF ELECTION – *continued***

### **Section 6. Voter Rights and Requirements**

Current membership status and authenticity of the voter shall be verified. A record of each vote cast shall be retained as provided for elsewhere in these bylaws. All Members shall have equal access to the balloting process during the period when the election is conducted.

### **Section 7. Tallying**

The candidate who receives the highest number of votes for each office shall be declared elected to that office. The Chair shall inform all candidates of the election results and shall arrange for transmitting this information to all Members and Affiliates of ACT.

### **Section 8. Ties**

In the event of a tie for any elective office, such tie shall be resolved by vote of the Board from among the tied candidates. Members of the Board who are tied candidates shall not participate in the resolution of ties involving themselves.

### **Section 9. Challenges**

All challenges to the election results must be brought in writing to the Chair within thirty days from the announcement of the election results. The challenge should include specific and reasonable substantiating evidence, cosigned by at least five Members of ACT.

### **Section 10. Exceptions**

If for any reason it shall be impossible to execute the provisions of these bylaws regarding the times and dates of nominations and election, the Board shall arrange for nominations and elections to be conducted in a timely manner in accordance with the spirit of these bylaws.

### **Section 11. Records**

The Chair shall retain all ballots and related materials for at least ninety days after either the announcement of the results to the Membership or the resolution of any disputes, whichever is later.

### **Section 12. Completion**

Elections shall be completed and the results certified by December 28. A copy of the results shall be signed by Board members and placed with the permanent records of ACT. This may include both paper and electronic signatures and files.

### **Section 13. Vacancies**

The Vice President shall assume the office of President upon the occurrence of a vacancy in the office of President in an interim capacity. In the event that the offices of President or Vice President shall become vacant, except as herein provided, the Board shall nominate replacements to serve for the rest of the calendar year. In the event that any vacancy occurs in the membership of the Board, and provision is not made elsewhere in these bylaws for filling such vacancy, such vacancy shall be filled until the next annual election by a majority vote of the remaining members of the Board.



## **ARTICLE IX – RECALL OF ELECTED OFFICIALS**

### **Section 1. Justification**

The elected officials of ACT (Officers or elected members of the Board) are subject to recall for neglect of duties or conduct injurious to ACT. Conduct injurious to ACT may include, but is not limited to, representing ACT in a manner inconsistent with the objectives provided here, engaging in harassment, libel, or criminal offenses which cause harm to other individuals or society, or acting in an unnecessarily hostile, obstructive, or uncooperative nature to the detriment of the Board or the function of ACT.

### **Section 2. Membership Petition**

The recall of an official may be initiated when a petition, indicating in writing the specific charges and reasonable substantiating evidence, is submitted to the Chair. In the event the President is the official in question, the Vice President shall receive the petition.

### **Section 3. Board Petition**

Any member of the Board may also, with reasonable evidence and just cause, petition for the removal of another official due to neglect of duties, conduct injurious to ACT, other serious allegations of unbecoming behavior, or ethical violations.

### **Section 4. Attempt of Resolution**

The Chair shall without delay determine that the petitioners are aware of the gravity of their actions and the procedures to be followed. The Chair shall seek an alternate resolution to the problem and a withdrawal of the petition at this time. In the absence of a resolution to the problem, the Chair shall present the issue to the Board as a new business item at the next Board meeting.

### **Section 5. Board Discussion and Decision**

The Board shall promptly continue the recall process or dismiss the petition as ill-founded or find an alternative solution to the problem. The Chair shall promptly inform the petitioners and the official of the decision of the Board.

If the proceedings continue, the Chair may assign the duties of the official to another qualified Member of ACT until the issue is resolved. The official shall be offered an opportunity to answer the allegations in the petition before the Board.

Every reasonable effort shall be made to contact the official throughout this procedure. The Board shall decide whether to proceed after studying the official's response. The Chair shall continue to inform the official and the petitioners of the decision of the Board.

If no contact with the official can be made after a reasonable effort, the Board may remove the official in question with a simple majority vote of the remaining members of the Board.

## **ARTICLE IX – RECALL OF ELECTED OFFICIALS - *continued***

### **Section 5. Board Discussion and Decision – *continued***

If the proceedings continue, the official shall choose one of the following options:

- (1) The official may resign.
- (2) The official may request a hearing and a recall vote by the remaining members of the Board. A simple majority vote of the remaining members of the Board shall be required to recall the official.
- (3) The official may choose not to respond and thus forfeit the position.

### **Section 6. Vacancy Result**

The vacancy provisions of these bylaws shall be used to fill a vacancy caused by a recall process. The Members of ACT shall be informed of the results of the recall process and the replacement of the official.

## **ARTICLE X – FUNDS**

### **Section 1. Membership Dues**

All Members and Affiliates shall be asked annually to pay dues to ACT as ACT itself may decide. These dues shall confer unto Members the privileges of voting, attending special meetings, and other benefits as the Board may choose.

### **Section 2. Financial Reports**

The Treasurer shall disclose to the ACT Board a monthly financial report including all transactions, and to the general ACT membership a monthly financial statement regarding the availability of finances at the Official Meetings; and shall provide to the ACT Membership an annual financial report.

### **Section 3. Investments**

The Board may direct investment of surplus funds in accordance with its best business judgment.

## **ARTICLE XI – PUBLICATIONS AND PUBLIC INVOLVEMENT**

### **Section 1. Publications and Joint Activities**

The Board may at its discretion enter into an agreement with one or more other organizations for the purpose of producing joint publications or engaging in joint activities for the benefit of the Members of ACT and the other organization(s). ACT shall have equal representation with the other organization(s) on any committee or board established to carry out such a purpose.

### **Section 2. Public Involvement and Statements**

Any public statement or public action made in the name of ACT, or with the use of the ACT identity, which may shape public opinion of ACT, must be approved by the Board prior to such statement or action. Any unbecoming conduct or misuse of the name of ACT, whether in person or online, may result in permanent removal from ACT.

## **ARTICLE XII – ADOPTION AND AMENDMENTS**

### **Section 1. Amendments**

These bylaws may be amended only as follows: (a) The proposed amendment may be submitted to the Secretary by the Board, or (b) may be submitted in writing to the Secretary by any Member of ACT.

The Board shall discuss the proposed amendment and decide whether to move forward with a majority vote by the Board.

If the Board votes to continue, the proposed Bylaw amendments shall be distributed to the Membership for consideration, and any attempt to resolve objections will be made.

The Board will then vote to formally adopt the amendments and a certified copy of the updated bylaws will be made. Additional copies will be made available to all Members and Affiliates of ACT.

### **Section 2. Adoption**

Upon the adoption of these bylaws, and upon adoption of amended bylaws, a certified official copy shall be prepared by the Secretary, approved by the Board, and distributed to the ACT Membership. The original certified copy becomes a part of ACT's records and copies will be made available to ACT Members.

## **ARTICLE XIII – DISSOLUTION**

Upon the dissolution of ACT, any assets of ACT remaining thereafter shall be conveyed to such organization then existent, within or without the territory of ACT, as is dedicated to the perpetuation of objects similar to those of ACT, so long as whichever organization is selected by the governing body of ACT at the time of dissolution shall be exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended or under such successor provision of the Code as may be in effect at the time of ACT's dissolution.