

BYLAWS
ATHEIST ALLIANCE INTERNATIONAL INC. (the “Alliance”)
Last Updated July 2013

THE ALLIANCE

1. The vision of the Alliance (the “Vision”) is a secular world where public policy, scientific inquiry and education are not influenced by religious beliefs, but based upon sound reasoning, rationality and evidence.
2. The mission of the Alliance (the “Mission”) is to challenge and confront religious faith, to strengthen global atheism by promoting the growth and interaction of atheist/freethought organisations around the world and to undertake international educational and advocacy projects.
3. The Alliance is legally established in the State of California, USA, and is subject to the relevant laws and regulations of that state.

BYLAWS

4. The Bylaws were adopted by the Board following incorporation of the Alliance.
5. These Bylaws may be amended at a General Meeting. Motions to amend the Bylaws must be received by the Secretary at least eight weeks prior to a General Meeting.
6. Notwithstanding clause 5 the Board may make trivial amendments to the Bylaws for the purposes of grammar, punctuation or clarity, subject to appeal at a General Meeting.
7. Any doubt that may arise as to the interpretation of these Bylaws shall be resolved by the Board, subject to appeal at a General Meeting.
8. Any Director or Member may propose an amendment to the Bylaws. Such a proposal must state the specific new language proposed, indicate the old language to be modified or replaced, and be accompanied by a statement of the reasons for the proposed changes.
9. To be effective, amendments to the Bylaws must be passed by at least a Two-Thirds Majority of votes cast by Members at a General Meeting.

DEFINITIONS

10. In these Bylaws:
 - “Affiliate Member” means any organisation that is a full member of the Alliance, having met the required criteria, having paid its annual fees on time, and having fulfilled its annual responsibilities to the Alliance.
 - “Annual General Meeting” means the General Meeting of the Alliance held each year in a format determined by the Board.
 - “Associate Member” means any organisation that has an agreed co-operative partnership with the Alliance in order to further common aims, having met the required criteria, having paid its annual fees on time, and having fulfilled its annual responsibilities to the Alliance.
 - “Board” means the body consisting of the Officers and the other Directors as appointed or elected in accordance with these Bylaws.
 - “Director” means a member of the Board and includes Officers.

- “General Meeting” means any meeting of the Members at a physical location to consider, or electronic process established by the Board through which Members consider, issues such as electing or removing Directors, voting on properly received motions, passing statements of Alliance policy, and/or receiving information from the Board in respect of the Alliance’s operations. Members eligible to participate in General Meetings may do so in person or through any electronic means approved for that purpose by the Board.
- “Individual Member” means any person who is an individual member of the Alliance, having met the required criteria, having paid their annual fees on time, and having fulfilled their annual responsibilities to the Alliance.
- “First Past the Post” means a voting system in which the nominees with the highest number of votes are elected.
- “Member” means an Affiliate Member, Associate Member and/or Individual Member as the context requires.
- “Officer” means a Director that is the President, Vice President, Treasurer or Secretary and any other position held by a Director that is deemed to be such by the Board.
- “Simple Majority” means more than half of all votes cast (not counting abstaining or neutral votes).
- “Two-Thirds Majority” means the votes in cast in favour must be at least twice the number of the votes cast against (not counting abstaining or neutral votes).

MEMBERS

11. There are three classes of membership of the Alliance – Affiliate Members, Associate Members and Individual Members.
12. Membership is open to all organisations or individuals who subscribe to the Vision and Mission of the Alliance.
13. The Board can suspend or revoke any Membership if it judges that the Member concerned has failed to meet the relevant Membership criteria, or if it considers that the Member’s activities are incompatible with the best interests of the Alliance as a whole.
14. The Board shall set annual Membership fees for each category of membership, which must be paid in full within 60 days of receipt of an invoice by the Member. The Board may waive or reduce fees for any organisation at any class of membership if it is satisfied that the group suffers financial hardship and its membership would be a benefit to the Alliance.
15. Any Member whose annual fees (as adjusted for any waiver or reduction by the Board) have not been paid on time will forfeit their votes (if any) at any General Meeting, may not nominate a person or stand for election to the Board, and may have their membership suspended or revoked by the Board.
16. Any Member wishing to terminate their Membership can do so by notifying the Secretary in writing of their intention, their reasons, and the effective date of the termination.

Affiliate Membership

17. Affiliate Membership is open to local, regional, national and supra-national organisations throughout the world (with one exception in relation to groups from the United States of America, detailed in clause 23) that are determined by the Board to meet the following criteria:
 - a. The organisation must be a recognised group within the atheist/agnostic/humanist/freethought community
 - b. The organisation must operate in an ethical manner.

- c. The organisation must be able to demonstrate that it has a democratic character (including elections to its governing body at least every four years).

18. Applications for Affiliate Membership will be subject to review and approval by the Board. All such applications must include at least: the application form, a copy of the applicant's bylaws or constitution or similar document, a statement that the applicant subscribes to the Vision and Mission of the Alliance, contact details for three current officers of the applicant, its membership figures, and details of the applicant's activities.

19. The criteria for Affiliate Membership may be changed from time to time by the Board.

20. If an organisation's Affiliate Membership application is refused by the Board it may have its application voted on at the next General Meeting. If the application is approved by a Simple Majority of the votes cast at the General Meeting the organisation will be approved for Affiliate Membership by the Board (subject to the exception stated in clause 23).

21. A condition of continuing Affiliate Membership is that each Affiliate Member must respond as reasonably requested to an inquiry from the Board regarding its up-to-date membership figures, most recent elections, current bylaws and current contact details for at least three officers.

22. Affiliate Members hold voting rights at General Meetings. The number of votes each Affiliate Member is eligible to cast is weighted based on the size of their membership as per clause 75.

23. While the Alliance may admit national organisations from the United States of America (the "USA") as Affiliate Members, only local and regional groups based in the USA that are members of Atheist Alliance of America Inc., may be accepted by the Board as Affiliate Members.

Associate Membership

24. Associate Membership is open to local, regional, national and supra-national organisations throughout the world that want to have a co-operative relationship with the Alliance and that are determined by the Board to meet the following criteria:

- a. The organisation must be a recognised group within the atheist/agnostic/humanist/freethought community.
- b. The organisation must operate in an ethical manner.

25. Applications for Associate Membership will be subject to review and approval by the Board. All such applications must include at least: the application form, a statement that the applicant subscribes to the Alliance's Vision and Mission, contact details for one current officer of the applicant and details of the applicant's activities.

26. The criteria for Associate Membership can be changed from time to time by the Board.

27. If an organisation's Associate Membership application is refused by the Board it may have its application voted on at the next General Meeting. If the application is approved by a Simple Majority of the votes cast at the General Meeting the organisation will be approved for Associate Membership by the Board.

28. A condition of continuing Associate Membership is that each Associate must respond as reasonably requested to an inquiry from the Board regarding its current contact details for at least one officer.

29. Associate Members may participate in General Meetings but have no voting rights.

Individual Membership

30. Individual Membership of the Alliance is open to any person throughout the world who wants to support the work of the Alliance. Individuals may join the Alliance independently of any Affiliate Member or Associate Member.
31. Applications for Individual Membership will be subject to review by the Board. All such applications must include at least: the application form, a statement that the applicant subscribes to the Alliance's Vision and Mission and the applicant's contact details.
32. The criteria for Individual Membership can be changed from time to time by the Board.
33. If an individual's Individual Membership application is refused by the Board the person may have their application voted on at the next General Meeting. If the application is approved by a Simple Majority of the votes cast at the General Meeting the individual will be approved for Individual Membership by the Board.
34. A condition of continuing Individual Membership is that each member must respond as reasonably requested to an inquiry from the Board regarding their current contact details.
35. Individual Members may participate in General Meetings but have no voting rights.
36. The Board may establish several categories of Individual Membership for various purposes at its discretion.

BOARD OF DIRECTORS

37. There shall be a Board of the Alliance. The Board has full executive authority and responsibility for the operations and activities of the Alliance, subject only to compliance at all times with the provisions of relevant laws, these Bylaws and any policies passed by the Board.
38. The Board will comprise a minimum of four Directors and a maximum of thirteen Directors.
39. The Board will include at least four Officers – President, Vice President, Treasurer and Secretary.
40. The Board may create or abolish additional Officer positions from time to time as it deems appropriate.
41. The President of the Alliance shall be the chairperson of meetings and of the Board and in the absence of the President, the Vice President shall so act. If at any meeting, neither the President nor the Vice President is present, the Directors present must choose an alternative chairperson for the meeting.
42. The Board may meet and otherwise despatch its business and regulate its meetings as it sees fit, but must hold at least six scheduled meetings to which all Directors are invited per year. Meetings of the Board may include in-person meetings, teleconferences, videoconferences and other formats as the Board chooses.
43. Meetings of the Board may be called by the President, Secretary or any two Directors.
44. A quorum shall consist of the minimum whole number of Directors that is more than half the number of Directors (excluding any Directors that have been suspended in accordance with clause 66) at that time.
45. Subject to clause 66, the business of the Board shall be decided by a Simple Majority. Where there is an equality of votes, the chairperson shall have a second or casting vote

46. The Board may delegate any of its powers to committees consisting of its members as it thinks fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed upon it by the Board.

47. The Board is required to submit to each Annual General Meeting a report on the current and proposed operations of the Alliance and a statement of the previous year's accounts.

48. Only the President, and any other persons specifically designated by the Board as the President's agents for this purpose, may communicate or purport to communicate officially on behalf of the Alliance.

49. Director (including Officer) positions are voluntary roles. The Alliance shall not make any salary, stipend or similar payments to Directors (including Officers) in their capacity as Directors (or Officers). Directors may, however, receive reimbursement of expenses incurred in the performance of their duties, subject to Board approval.

ELECTION OF DIRECTORS

50. The inaugural Directors were appointed by the Incorporator on the basis of the votes recorded by the Affiliate Members at the Members' meeting held in Dublin on 3 June 2011.

51. Subsequent to appointment of the inaugural Directors, the Members who are entitled to vote at General Meetings will elect the Directors.

52. Any person nominated by an Affiliate or Associate Member or who is an Individual Member may be considered for election as a Director. Affiliate and Associate Members may nominate one of their own members or any other person as they consider appropriate. Individual Members may nominate themselves.

53. All Members will be given reasonable notice of any upcoming Director election and a reasonable opportunity to nominate for the available positions.

54. Nominations for the election of Directors must be submitted to the Secretary at least eight weeks in advance of the Annual General Meeting. If fewer nominations than the maximum number of positions available, have been received by such time, additional nominations may be made up to the earlier of the time at which nominations equal to the maximum number of positions available are received or one week prior to the next Annual General Meeting.

55. Notwithstanding the provisions of any other clause in these Bylaws, in all circumstances, no more than one person nominated by any single Affiliate or Associate Member may be a Director at any time, and no more than three people from any single nation may be Directors at any time. Regardless of whether or not a person was actually nominated by an Affiliate or Associate Member, a person will be deemed to be "nominated" by an Affiliate or Associate if they are a member of the board (or substantially similar body) of, hold an executive position at, or have a significant influence on the operations of, the relevant Affiliate or Associate. If a person may be deemed to be "nominated" by more than one Affiliate or Associate then that person may choose which applicable Affiliate or Associate from which they will be nominated by for the purposes of this clause.

56. The election of Directors shall be conducted by a person nominated by the Board, who shall not be a person standing for election at that time (the "returning officer"). The voting, counting and recording of votes shall be carried out in the most efficient manner reasonably available. At the conclusion of counting the votes, the returning officer shall prepare a report advising: the outcome of the election, the number of Members voting, the total number of votes cast, and the number of votes cast for each nominee.

57. Elections to the Board shall be conducted on the following basis:

- a. If the number of candidates is equal to or less than the maximum number of positions available (as prescribed in clause 38), then Affiliate Members will cast a vote for or against each candidate. Each candidate will only be elected if a Simple Majority of the votes cast are in favour of their election.
- b. If more than the maximum number of Directors are nominated, then Affiliate Members will vote for their preferred candidate(s) on a First Past the Post basis. Affiliate Members may vote for or against any number of candidates, provided they only vote for a number that would result in no more than the maximum number of permitted Directors in accordance with clause 38. The highest ranked candidates, in order of those that received the highest number of votes, corresponding to the number of positions to be filled, will be elected, provided such people receive a Simple Majority of the votes cast in favour of their election. In the event of an equality of votes for two or more candidates for the last elected position(s), the returning officer shall draw lots between the candidates with an equality of votes to determine who shall be elected.

TERMS OF APPOINTMENT AND VACANCIES IN THE BOARD

58. Subject to clauses 59 - 61, Directors shall generally serve terms of two years and are eligible for re-election when their term expires.

59. As an exceptional measure, to establish a staggered pattern for Directors' terms, when the inaugural Board was appointed by the Incorporator, seven Directors were appointed for a term of one year.

60. Any Directors elected will be elected for the term stated in the relevant Notice of Meeting. A reference to "one year" and "two year" terms will be taken to mean the time until the next Annual General Meeting (in the case of a one year term) and until Annual General Meeting after the next (in the case of a two year term) regardless of the actual length of time to the dates of those meetings.

61. If required to assist with the effective function of the Board, the Board may permit Directors to be nominated for a term other than as prescribed by clause 58. Any such term shall not be longer than two years.

62. The Board may, at any time, appoint a Director, either to fill a casual vacancy or as an addition to the existing Directors provided:

- a. The person satisfies the eligibility criteria set out in clause 52, and
- b. The total number of Directors remains within the minimum and maximum set out in clause 38.

63. Any Director appointed in accordance with clause 62 may remain a Director until the next Annual General Meeting, at which time that person must nominate for election by the Members or resign as a Director.

64. The position of any Director shall be vacated:

- a. If a person resigns their position as a Director by notice in writing;
- b. If a person is absent from three consecutive meetings of the Board or a total of five meetings within one year without leave of absence from the Board and the Board resolves that their position be vacated; or
- c. If a person has been expelled by the Members at a General Meeting.

65. In exceptional circumstances, where concerns are raised or allegations are made that a Director has failed in material and serious degree to observe established rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Alliance, a special Board meeting may be held to consider such concerns or allegations, on the following basis:

- a. The Director will be given at least 14 days notice of this special meeting, by any method reasonably considered to provide actual notice, along with details of the concerns or allegations and any evidence provided by the person who raised such concerns or allegations.
- b. The Director will be given the opportunity to submit a written statement in advance of the meeting, which, if submitted, will be provided to all Directors. The Director will also be given the opportunity to make a statement to and to answer any questions at the meeting, following which the Director will withdraw from the meeting to allow the Board to deliberate the matter.
- c. If the Director fails to participate in the special meeting or to submit a written statement without reasonable excuse, the concerns or allegations will be dealt with regardless of that Director's absence and on the basis of the evidence available.

66. At the special meeting the Board may decide to take no action, to suspend the Director for a period it considers appropriate, to recommend that the Director is expelled at a General Meeting or to sanction the Director in some other way (excluding expulsion of the Director). Any decision to suspend or recommend the expulsion of a Director will only be effective if approved by a Two-Thirds Majority.

67. For the period of any suspension a Director will not be invited to or participate in Board meetings or Board discussions or decisions of the Board that occur outside Board meetings.

68. If there is a vote to expel any Director at a General Meeting and that Director is the nominee of an Affiliate Member, any votes cast by that Affiliate Member on the matter will be discounted.

ELECTION OF OFFICERS

69. The inaugural Officers were appointed on the basis of the votes recorded by the Affiliate Members at the Members' meeting held in Dublin on 3 June 2011.

70. Excluding the inaugural Officers, the Board will appoint Officers following such positions becoming vacant.

71. An Officer position becomes vacant:

- a. if the Officer resigns their position by notice in writing;
- b. if the term of the Director holding that Officer position expires at an Annual General Meeting and the Director is not re-elected at that Annual General Meeting;
- c. automatically, at the first Board meeting after each Annual General Meeting; or
- d. if the Board removes a Director from an Officer position.

72. Elections of Officers will be conducted on the following basis:

- a. If only one person is nominated for any Officer position then Directors will cast a vote for or against that person. A candidate will only be elected if a Simple Majority of the votes cast are in favour of the election. If the candidate is not elected, additional nominations may be tendered and a further vote undertaken.
- b. If more than one person is nominated for any Officer position then Directors will vote for each such person on a First Past the Post basis. In the event that no candidate achieves an absolute majority from such vote, then all but the two candidates who received the most votes will be eliminated, and a second round of voting undertaken, with the candidate who then achieves a Simple Majority of votes in favour elected. In the event of an equality of votes between the two final candidates, the returning officer shall draw lots between the two candidates to determine who shall be elected.

VOTING RIGHTS OF MEMBERS

73. Only Affiliate Members are eligible to vote at General Meetings.

74. Associate Members and Individual Members may participate in General Meetings but are not entitled to vote.

75. The number of votes each Affiliate Member is eligible to cast is weighted based on the size of their paid membership. All Affiliate Members are entitled to at least one vote, those with between 100 and 300 paid members are entitled to an additional vote (two votes in total) and Affiliates with over 300 paid members are entitled to an additional two votes (three votes in total). In the event that an Affiliate has members that are also organisations of individuals the Board will determine the appropriate voting level.

76. At least four weeks before each General Meeting, a roll will be prepared of the Affiliate Members entitled to vote at the General Meeting, including the number of votes they are entitled to cast and the person authorised to cast those votes on the Affiliate Member's behalf.

GENERAL MEETINGS

77. The first Annual General Meeting of the Alliance must take place within 15 months of incorporation. Thereafter, the Alliance shall hold an Annual General Meeting each calendar year and not more than 18 months after the last Annual General Meeting.

78. The Annual General Meeting will approve the accounts and elect Directors.

79. At least twelve weeks prior to the Annual General Meeting, Members shall be notified of the date and location of the meeting if it will be held in a physical location, or the electronic process by which the Annual General Meeting will run if it will not be held in a physical location, and of the general nature of the business to come before the meeting.

80. At least eight weeks prior to any General Meeting other than the Annual General Meeting, members of the Alliance shall be notified of the date and location of the meeting if it will be held in a physical location, or the electronic process by which the Annual General Meeting will run if it will not be held in a physical location, and of the general nature of the business to come before the meeting.

81. Members that wish to propose a motion at an Annual General Meeting must submit that motion to the Secretary at least eight weeks prior to the date of the meeting.

82. Members that wish to propose a motion at a General Meeting other than an Annual General Meeting must submit that motion to the Secretary at least seven weeks prior to the date of the meeting.

83. If a Member proposes a motion for consideration at an Annual General Meeting or a General Meeting and will not be present (in person or by proxy) at that meeting, the Member may request that the Secretary (or an appropriate person arranged by the Secretary and approved by the Member) represent the Member at that meeting.

84. All motions will be presented to Members at least six weeks prior to the date of a General Meeting, and any proposed amendments to motions must be received by the Secretary at least five weeks in advance of the meeting.

85. The Secretary will present to all Members, no later than four weeks prior to the date of the General Meeting, a complete agenda including all Director nominations, all motions and amendments, the roll of voters as per clause 76, and any necessary background information. In the case of Director nominations, this information will include a short description of each nominee's qualifications and statement related to their candidacy, the country in which they are based and whether or not they are an Individual Member and/or the nominee or member of any Affiliate or Associate Member.

86. The Board can propose and accept emergency motions later than the times referenced in clauses 81, 82, 84 and 85, but only on matters that have arisen since the closure date for receipt of motions.

87. No business shall be transacted at any General Meeting unless a quorum is present. At least one representative each from at least five Affiliate Members constitutes a quorum for the purposes of a General Meeting.

88. Representatives participating in a General Meeting in person, by proxy or through such electronic forums as the Board approves will be considered present, hold their allocated voting rights and count towards quorum.

89. Any Affiliate Member that is unable to attend a General Meeting may authorise another Member or the Chair of the meeting to cast a proxy vote on its behalf, provided that the Secretary is notified of this arrangement at least three days prior to the meeting.

90. The President of the Alliance shall be the chairperson of any General Meeting and in the absence of the President, the Vice President shall so act. If at any General Meeting, neither the President nor the Vice President is present, the Directors present must choose an alternative chairperson for the meeting.

91. Motions other than Special Resolutions put to a General Meeting shall be decided on either a Simple Majority or a majority based on preferential voting, as determined by the Board and described in the Notice of Meeting, depending on the nature of the motion. Where there is an equality of votes, the chairperson shall have an additional or casting vote.

92. Special Resolutions must be approved by at least a Two-Thirds Majority of votes cast at a General Meeting. The Alliance may only undertake the following actions or transactions with the support of a Special Resolution:

- a. Change of name of the Alliance
- b. Change of Vision
- c. Change of Mission
- d. Merger of the Alliance with another organisation
- e. Dissolution of the Alliance
- f. Expression of no confidence in the Board or any Director

93. The Board, or Affiliate Members representing at least 25% of the total votes that may be cast at a General Meeting, may, whenever they think fit, convene a General Meeting.

94. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any Member shall not invalidate the proceedings at that meeting.

ACCOUNTS

95. The Board shall cause proper accounts to be kept, showing: all money received and expended by the Alliance; all sales and purchases of goods and services by the Alliance; and the assets and liabilities of the

Alliance. The accounts shall be such as are necessary to give a true and fair view of the state of the Alliance's affairs and to explain its transactions

96. The Alliance's financial year shall end on 31 December.

INDEMNITY

97. Each Director of the Alliance shall be indemnified by the Alliance against any claim against them, provided that the act committed or omission made by such Directors that led to such claim arose out of the Director's lawful discharge of their duties for and on behalf of the Alliance.

98. The Alliance will pay the costs and expenses incurred by the Director or for which that Director is liable for (as reasonably evidenced by such Director) that arise from a claim as set out in clause 97.