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From: **Preston Jensen** [REDACTED]
Date: Mon, 12 Dec 2022 at 09:33
Subject: Questions about the Disclosure Document
To: <secretary@atheistalliance.org>
Cc: <president@atheistalliance.org>, <operations.director@atheistalliance.org>, <treasurer@atheistalliance.org>, <blog@atheistalliance.org>, <development.director@atheistalliance.org>, <africa@atheistalliance.org>, <asia@atheistalliance.org>, <australasia@atheistalliance.org>, <europa@atheistalliance.org>

Hello,

In your disclosure document, you invite members to send questions to the AAI Secretary. That is why I am sending this email to you.

Here are the questions I would like to have answered. These are not all my questions - some of them have been asked elsewhere by other people, but they are all good questions. I have also asked some of these questions on the AAI website, but they haven't been answered yet.

I understand that the deadline for submitting motions for the upcoming EGM is this Sunday, December the 18th. Since the answers to these questions may inform some of these motions, I would like to ask that the answers to these questions be circulated to all members before this Friday, December 16.

Thank you.

Preston Jensen.

Questions:

- Why was this inquiry not carried out by an independent investigator, as [David Orenstein suggested](#) shortly after he was appointed as president of AAI?
- This quote is from a website that gives advice to 501c3 non-profit organisations:

One fact is sure: a nonprofit's bylaws are considered a legal document that dictates how the organization must be governed. Failure by a board to follow the stipulations outlined in the bylaws can have devastating consequences to the organization...and potentially even to the board members themselves. Since bylaws are such a big deal, it stands to reason that what they contain and how they are used should be taken extremely seriously.

(Source: <https://www.501c3.org/nonprofit-bylaws-the-dos-and-donts/>)

Do you agree with this statement? Yes or no?

- **According to the 2013 bylaws**, was there a legitimate board of AAI on 1 January 2018?
- Please provide the complete minutes of the AAI Board Meeting on or around 4 March 2018.
- Please provide the complete minutes of the AAI Board Meeting on or around 11 March 2018.

- Please provide the minutes of any other board meetings, and/or any other internal correspondence, in which the proposal from Atheist Ireland (the one that was to be put as a motion at the AGM in 2018) was discussed.
- Please provide the minutes of any other board meetings, and/or any other internal correspondence, in which the decision to not invite Atheist Ireland to the 2018 "AGM" was discussed.
- In an email sent on 1 July 2022, Bill Flavell stated: "I reported to the board on March 2, 2018 ... that AAI had only two affiliates eligible to attend the AGM; Atheist Alliance of America and Atheist Society of Nigeria."

For **each** of the following organisations:

- Atheist Union of Greece
- Guatemala Humanists
- HALEA Uganda
- Iranian Atheists and Agnostics
- Mindful Meditation of Secular Buddhism
- Progressive Atheists of Australia

Please provide evidence for the following:

- The date that the last membership invoice was sent to that organisation before 20 May 2018.
- The date that the membership invoice was paid.
- Please provide a copy of all correspondence (including emails) between Gail Miller and the The Atheist Union of Greece or their representatives, including Fotis Frangopolous, between 2 March 2018 and 20 May 2018, which relate to AUG's membership of AAI and/or the 2018 "AGM".
- Please provide evidence that the new member Mindful Meditation of Secular Buddhism was granted affiliate membership in accordance with clause 18 of the 2013 bylaws before the 2018 "AGM".
- Please provide evidence that the proposal to change the bylaws at the 2018 "AGM" was in the format required by Clause 8 of the 2013 bylaws.
- In relation to the proxy votes at the 2018 "AGM", please provide evidence that each of following organisations complied with clause 89 of the 2013 bylaws:
 - Atheist Alliance of America
 - HALEA Uganda
 - Mindful Meditation of Secular Buddhism
 - Atheist Society of Nigeria
- The Disclosure Document explicitly identifies clear infringements of the 2013 bylaws under the following headings:
 - D1 Failure to hold an AGM in 2017
 - D2 Exclusion of Members from 2018 AGM
 - D3 Notifications for the 2018 AGM

On multiple previous occasions Bill Flavell when answering questions about these

On multiple previous occasions Bill Flavel, when answering questions about these same issues, repeatedly claimed either that bylaws had not been breached, or else that those breaches were acceptable. For example, in an [article](#) from 2021 that remains uncorrected on the AAI website today, Jason Sylvester states:

“The AAI vice-president [Bill Flavel] checked the records for the AGM ... and all [affiliates] were invited in accordance with the timetable established in the bylaws”.

Do you think that someone who is repeatedly unable to identify simple, clear and serious infringements of AAI bylaws and/or who repeatedly lies about these breaches, is a suitable person to be the Secretary of AAI, or even on the board?

The next set of questions relate to these statements in the Disclosure Document:

*... Gail was at that time exchanging occasional emails with the President of Atheist Ireland, Michael Nugent and had one or two Skype conversations with him as well. **We cannot say** why she did not remind him that Atheist Ireland’s subscription had expired or was about to expire.*

*... the error that resulted in failing to invite eight members to the 2018 AGM would not have invalidated voting for the new bylaws. Section 94 of the 2013 bylaws stated: “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.”*

Questions:

- How can you say that the failure to invite legitimate members to the 2018 “AGM” was “accidental”, when you also claim not to know why Gail did not remind Michael Nugent that Atheist Ireland’s membership had expired?
- Onur Romano was Gail Miller’s predecessor as president of AAI, and is currently a member of [AAI’s “Advisory Council”](#). Here is part of a Facebook post from Onur on 11 October 2019:

“AAI told to [sic] AI and FFRF to take their corporate bullying and blackballing elsewhere. Yes, AAI practically said ‘take a hike’ and terminated their memberships after being blackmailed in such manner.”

What does Onur mean by “terminated their memberships”?

- Onur Romano’s [website](#) mentions a book that he is working on titled “Religious Atheists”. According to the summary, that book will describe “The take-over attempt on Atheist Alliance International, and how it ended.” What does Onur mean by “the take-over attempt”?
 - How did “the take-over attempt” end, according to Onur Romano?
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The next set of questions relate to section **D7 Election of co-opted directors**:

- In section D7 you confirm that the six named directors were not elected by the members at the 2018 AGM, nor did they resign as they were required to do under the 2013 bylaws.
You say that, in theory, “these six directors could simply have been elected by the board under the 2018 bylaws after the AGM.” Clause 17 of the 2018 bylaws required that a board consist of a minimum of 4 directors. Gail Miller was the only sitting director after the 2018 AGM.
Can you please name the other directors who could have formed a board after the 2018 AGM, that could then have elected the six named directors?
 - In section D7 you say “Bill Flavell, John Richards, and Howard Burman were not formally elected until February 02, 2020. Members should form their own opinions regarding the standing of these directors.”
On that question – the standing of those directors after the 2018 AGM – surely the only opinion that counts is the opinion of the affiliate members who should have been invited to the 2018 AGM.
Why do you think any other members should have a say in that question?
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Final questions about the 2018 “AGM”:

- **According to the 2013 bylaws**, was the meeting on 20 May 2018 a legitimate AGM of Atheist Alliance International? Yes or no?
 - Was there a legitimate board of Atheist Alliance International immediately following the meeting on 20 May 2018? Yes or no?
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Other questions:

- Page 4 of the Disclosure Document shows a graph of membership numbers. Please provide the source of the membership figures shown on the graph for November 2016.
- A membership report was presented to the board in January 2017. Why are the membership figures from that report not shown on the graph on page 4?
- Please provide the source of the membership figures shown on the graph for November 2017.
- The [2020 Form 990EZ Filing](#) submitted to the IRS contains a number of omissions and false statements, for example:
 - Part IV fails to mention Michael Sherlock in the list of Officers, Directors, Trustees, and Key Employees.
 - The answer to question 34 is wrong.
What does the current “board” of AAI intend to do about this?
- The 2020 Form RRF-1 submitted to the California Attorney General contains at least one false statement, i.e. the answer to question 2. What does the current “board” of AAI intend to do about this?
- In your quadrennial report to the United Nations for the period 2017-2020, you

stated the following:

“After several bylaw revisions undertaken in 2018, the AAI Affiliates now select the AAI Board of Directors.”

In the Disclosure Document, you claim that “The first sentence of our answer was brief because the question was to identify changes in objectives, programme and scope of work and none of the 2018 or 2020 bylaw changes impacted those areas.”

If the way that directors are elected **does not** relate to the “objectives, programme and scope of work” of AAI, then why did you mention it in your reply?

If the way that directors are elected **does** relate to the “objectives, programme and scope of work” of AAI, then why did you not mention the way that directors were elected at AAI between 2017 and 2020?

- In your quadrennial report to the United Nations, in the section titled “Participation in meetings of the United Nations”, you stated that “The President of AAI spoke at the 2019 Human Rights Council session in Geneva.”
Can you confirm that the person referred to here is Howard Burman, and that Howard Burman was not the president of Atheist Alliance International at any time during 2019?
- In your quadrennial report to the United Nations, in the section titled “Participation in meetings of the United Nations”, you list the following three activities:
 - The President of AAI spoke at the 2019 Human Rights Council session in Geneva.
 - A written declaration was submitted for the 2019 Human Rights Council session.
 - A video presentation was submitted for the 2020 virtual session.

Please provide details for each of these three activities in the format requested by the United Nations, specifically:

Please be precise when you list your activities. Each reference to a conference or meeting attended or organized by the NGO should indicate the official title of the meeting (without acronyms and abbreviations), the United Nations agency or office organizing the meeting, the location where it took place (city and country) and the exact date of the meeting. Please indicate the nature of your participation (i.e., attending a meeting, participating in consultations or round tables, contributing to a report, etc.), and the title or theme of any document, contribution or statement presented by your organization at the event.

For example:

“Representatives attended the 61st session of the Committee on the Rights of the Child (CRC) of the Office of the United Nations High Commissioner for Human Rights (OHCHR) for the review of Canada’s 3rd and 4th reports under the Convention on the Rights of the Child, Geneva, Switzerland, 26-27 September 2012.”

- Please provide a link to the UN website where we can view the video that was submitted for “the 2020 virtual session”. If the video was not published by the United Nations, then please provide a copy of the video that was submitted.

- Please provide evidence that the quadrennial report was approved by the “board” of AAI before being submitted to the United Nations.
- In relation to section F9 of the Disclosure Document, you are now aware that the Atheist Union of Greece convened another disciplinary board after Fotis was reinstated to the organisation. That disciplinary board found Fotis Frangopolous responsible for multiple infringements of the AUG bylaws, and decided unanimously to remove him permanently from their organisation. Please correct the record on this point.
- Former AAI president David Orenstein has recently been removed from the list of Advisory Council members on the AAI website. Please provide the full text of the Non-Disclosure Agreement that David Orenstein signed earlier this year.