

**CONSTITUTION  
AND  
BYLAWS  
FOR  
SEATTLE ATHEISTS**

**ARTICLE 1  
ORGANIZATION**

**1.1 Name.** The name of this organization is Seattle Atheists.

**1.2 Purpose.** Seattle Atheists is organized as a nonprofit educational corporation to develop and support the atheist, rationalist, secular humanist, agnostic, skeptic and non-theist communities; to provide opportunities for socializing and friendship among these groups; to promote and defend their views; to protect the first amendment principle of state-church separation; to oppose any discrimination based upon religious conviction, particularly when it is directed at the non-religious; to expose the dangers of supernaturalism and superstition; to promote science; and to work with other organizations in pursuit of common goals.

This organization shall operate in an open, democratic manner, without discrimination as to gender, race, age, sexual orientation, ethnic origin, nationality or disability.

The Bylaws to this Constitution are intended to further define and explain the operating procedure of this organization. Changes may be made to the Bylaws when necessary to improve the operation of this organization. Changes to the Bylaws shall not alter the purpose of this organization as set forth in this Constitution:

**1.2.1** To inform atheists and others of church-state separation and other national and international political, social, and cultural issues affecting atheists and other freethinkers, and to actively defend the separation of state and church.

**1.2.2** To democratically find and recruit individual isolated or disaffected atheists and other freethinkers and enlist their support for the goals, policies, and programs of SEATTLE ATHEISTS;

**1.2.3** To educate the general public on the fallacies and superstitions of religion and other irrational beliefs, and their detrimental effects on culture, politics, and society in general.

**1.2.4** To encourage all freethinkers to become outspoken and actively supportive of the goals of SEATTLE ATHEISTS.

**1.2.5** To foster friendly and productive relations with other freethought groups around the country and around the world, in order to broaden the scope, meaning, understanding, acceptance and influence of freethought.

**1.2.6** To provide a sense of fellowship, community and validation for atheists and others who may feel alienated from a culture that considers religious faith a virtue.

**1.2.7** To actively promote legislative measures and other government actions protecting religious freedom and particularly atheism.

**1.2.8** To defend freethinkers from persecution and fight for freedom from religion.

**1.3. Business Office.** The initial business office of SEATTLE ATHEISTS is 17620 80<sup>th</sup> Ave NE #230, Kenmore, Washington, 98028-6020. As defined in Article 3, the Board of Directors (the “Board”) is hereby authorized to change the location of Seattle Atheists’ business office. Any such change and its date shall be recorded by the Secretary, but shall not be considered an amendment to these Bylaws.

**1.4 Annual Accounting Period.** The fiscal year begins on January 1 and ends on December 31.

## **ARTICLE 2 MEMBERS**

**2.1 Membership.** Membership in SEATTLE ATHEISTS is open to anyone who supports the principles of Church-State Separation, who seeks to promote reason, science and critical thinking, and who desires to further the education of the general public on the meaning and validity of atheism.

**2.2 Application for Membership.** Anyone seeking membership in the SEATTLE ATHEISTS shall provide their name, address, and pay their annual dues. The membership role of SEATTLE ATHEISTS is confidential. No member’s name or address is to be made public without the express permission of that member.

**2.3 Termination of Membership.** Anyone can resign their membership at any time for any reason. SEATTLE ATHEISTS may terminate an individual’s membership by letter giving the reasons and at least 30 days advance notice of the effective date of the termination. Such termination can be appealed by the member affected to the SEATTLE ATHEISTS board of directors.

## **ARTICLE 3 BOARD OF DIRECTORS AND OFFICERS**

**3.1 Composition of the Board.** The SEATTLE ATHEISTS board of directors shall number nine members nominated from, and elected by, SEATTLE ATHEISTS membership.

**3.2 Board Elections.** Board elections will be held at the annual meeting of SEATTLE ATHEISTS. Nominations are open to any SEATTLE ATHEISTS member and will be accepted by the Board beginning at the meeting prior to the annual meeting. Upon nomination, candidates will also be allowed to post a candidate statement in a public forum or on a web page for viewing by the group. The balloting will be by ballot at the annual meeting, with provision made for absentee ballots for any SEATTLE ATHEISTS member who cannot attend the annual meeting in person.

**3.3 Board Term of Office.** The term of directorship shall be 2 years for officer positions, and 1 year for Member at Large positions. In the event of a vacancy the position shall be filled by appointment of the remaining board until the next annual meeting.

**3.4 Meetings.** The Board shall hold an annual meeting. Additional meetings may be held, as scheduled by the President, or at the request of any two Directors. Such meetings may be held “in person,” or by mail, or by telephone conference call, or by e-mail. A majority of the total number of Directors constitutes a quorum for the transaction of business.

**3.5 Election of Board Members.** At its annual meeting, the Board shall elect from SEATTLE ATHEISTS membership its President, Vice-President, Secretary, Treasurer, and five Members at Large,. The normal term of office shall begin at the end of the annual meeting at which they are elected. . If an officer is unable to complete his or her term, the vacancy shall be filled by a new officer elected by the Board for the remainder of the original term.

**3.6 President.** The responsibilities of the President shall be to serve as the chief executive officer of SEATTLE ATHEISTS; to preside over each meeting of the Board or to designate another Board member to preside; to make appointments to Board committees after consultation with the Board.

**3.7 Vice-President.** The Vice-President shall perform the duties of the President whenever the President cannot perform his or her duties by reason of physical absence at scheduled meetings, incapacity, resignation, or death. In addition, the Vice-President shall perform such continuing duties as may be mutually agreed with the other officers.

**3.8 Treasurer.** The Treasurer shall receive, disburse, and account for all funds of SEATTLE ATHEISTS, as required by law and by orders of the Board. The Treasurer shall deposit SEATTLE ATHEISTS funds in a safe depository approved by the Board. The Treasurer shall have custody of and maintain the Articles of Incorporations, the Bylaws, and other basic records relating thereto, and prepare financial and other reports required by governmental agencies.

**3.9 Secretary.** The Secretary shall maintain Minutes of Board meetings, the membership roster, and other records as instructed by the President.

**3.10 Members at Large.** The five Members at Large shall assist the officers in conducting the business of the Board and serve in positions appointed by the Board.

### **3.12 Powers and Responsibilities of the Board.**

**3.12.1** The Board shall determine what program of activities will be undertaken by SEATTLE ATHEISTS.

**3.12.2** The Board shall adopt a budget for each fiscal year. The budget shall describe the activity program planned for the year and estimate the required expenses to implement the program. The budget shall prescribe the membership dues required to finance the expenditure program and the schedule for required payments.

**3.12.3** The Board shall review and may approve applications for membership and may terminate membership for cause.

**3.12.4** Board shall appoint individuals who will serve as official spokespersons for SEATTLE ATHEISTS. No person shall communicate with the media, public, or officials on behalf of

SEATTLE ATHEISTS who has not been authorized to do so by a majority of the Board. No person may act as a spokesperson of SEATTLE ATHEISTS while using an alias.

## **ARTICLE 4 AMENDMENT OF BYLAWS**

**4.1 Amendments.** A “substantive amendment” is a change to the Bylaws which affects structure, powers, duties, requirements or methods. Changes to the Bylaws should improve the operation of this organization. Under no circumstances shall they alter the purpose of this organization as set forth in the Constitution.

**4.1.1 Proposing Substantive Amendments.** Any Director may propose to the Board a substantive amendment of the Bylaws. Such proposal must state the specific new language proposed, indicate the old language to be modified or replaced, and provide a full explanation of the reasons for the proposed change(s). Such proposal shall be submitted to the President.

**4.1.2 Publicizing Proposed Substantive Amendments.** The President shall distribute to all Directors the full text of a proposal he has received, and later the analysis and comments he and other Directors wish to make.

**4.1.3 Voting on Proposed Substantive Amendments.** Voting by the Board on proposed substantive amendments shall take place not later than 60 days following their initial distribution either at an in-person Board meeting or by mail or by e-mail or by a combination in order to assure participation in the vote by each Director. A favorable vote by not less than two-thirds of all Directors is required to approve proposed amendments.

**4.2 Technical Amendments.** A “technical amendment” is a change in the Bylaws which affects only spelling, grammar, punctuation, parallel structure, consistent usage, or the numbering or titling of the various parts of the Bylaws or cross-references thereto.

**4.2.1 Titles.** The numbers and titles of the various parts of the Bylaws are for ease of reference only and have no substance or effect.

**4.2.2 Secretary’s Power.** The Secretary may initiate any technical amendment by presenting it in writing to any Board meeting.

**4.2.3 Board Veto.** The Board may, by majority vote, reject any technical amendment proposed by the Secretary. Any such proposal not rejected by the Board shall take effect at the end of the meeting at which it was presented.

**4.3 Adoption.** Changes to the Bylaws shall become effective immediately upon adoption, unless specified otherwise in the motion to adopt.

## **ARTICLE 5 REMOVAL FROM OFFICE AND PROVISIONS FOR ABUSE**

### **5.1 Provisions for Abuse.**

**5.1.1 Unacceptable Conduct.** The Board of Directors may at their discretion vote by a simple majority to charge any officer, board member, committee member, volunteer, general member or

visitor associated with this organization of unacceptable conduct. The charge(s) must be accompanied by a proposal for an appropriate punishment. Unacceptable actions may include, but are not limited to: failure to perform the duties of their office, abusive or disruptive behavior during SEATTLE ATHEISTS activities, statements or actions which oppose the principles and purpose of the SEATTLE ATHEISTS, unauthorized use of SEATTLE ATHEISTS property or records, making false or misleading statements deemed likely to be misinterpreted as official SEATTLE ATHEISTS announcements or outside activities deemed likely to expose the SEATTLE ATHEISTS to financial or legal liability or public embarrassment.

**5.1.2 Ratification.** Upon voting in favor of an appropriate wording for an incident of Unacceptable Conduct by a person or group, the Board of Directors must, after giving proper advanced notice, then bring the matter before a meeting of this organization's general membership. The Board shall then and there make an explanation of the Unacceptable Conduct charge to that gathering, along with a recommendation for an appropriate penalty to be imposed. After a period of discussion not to exceed a total of one hour of equal access time by all parties wishing to speak on the matter, a vote for Ratification shall be called. Ratification will require sixty percent (60%) of the verified members present voting in favor of such action.

**5.1.3 Penalties and Enforcement.** Upon Ratification, the Board of Directors may proceed with invoking whatever actions and/or penalties were approved by the ratification process. All officers, directors, volunteers, and the entire general membership will be expected to abide by those actions and penalties and help enforce them. Any member of this organization who does not abide by those penalties and/or attempts to help defeat its full enforcement, will be immediately suspended from the organization and barred from further participation of any kind. They will also themselves be subject to charges of Unacceptable Conduct by the board of directors. Proposed punishments may include, but are not limited to: reprimand, fine, expulsion from an elected post or committee membership or SEATTLE ATHEISTS events, termination of membership, and/or the initiation of legal proceedings against the individual thus charged.

## **ARTICLE 6 MERGER, DISSOLUTION, DISTRIBUTION OF ASSETS**

**6.1 Authority.** The membership of this organization has sole authority to merge with another organization, or dissolve and distribute the organization's assets, subject to the limitations in Paragraph 6.3 below.

**6.2 Procedure.** Any proposal for merger or dissolution and distribution of assets must be initiated by a motion duly seconded and passed at a regularly scheduled membership meeting. The proposal must then be presented at a special meeting called for that purpose. Notice of the meeting must be mailed to the full mailing list, excluding the media, at least 30 days before the date of the meeting. Following discussion, the vote will be taken using a mailed ballot. The ballot shall be sent to all members and shall include the main pro and con arguments. Ballots must be returned within 20 calendar days. Approval shall require no less than seventy percent (70%) affirmative vote of the ballots returned within 20 calendar days.

**6.3 Limitations.** Only non-theist, non-religious organizations clearly identified as such and having a purpose consistent with that of this organization shall be considered for merger or distribution of assets. All outstanding debts, obligations and claims must be satisfied before assets are distributed. No assets shall be distributed to individuals.

## ARTICLE 7 CHANGES TO CONSTITUTION

**7.1 Changes.** The following procedure shall be used to change the Constitution:

**7.1.1 Proposing Changes.** Any proposed amendments, additions or deletions to the constitution shall be proposed at a regularly scheduled membership meeting, either by the board of directors or a member.

**7.1.2 Publicizing Proposed Changes.** The proposed changes shall be included in the meeting notice for the next regularly scheduled membership meeting and noted as an agenda item. The proposed changes may be debated and revised before being voted upon.

**7.1.3 Voting on Proposed Changes.** Changes to the Constitution must be approved by at least sixty percent (60%) of the members present and voting.

**7.2 Adoption.** Changes to the Constitution shall become effective immediately upon adoption, unless specified otherwise in the motion to adopt.

## ARTICLE 8 BYLAWS

**8.1 Quorum.** A quorum of SEATTLE ATHEISTS' Board of Directors may do any appropriate business. A quorum shall be defined as at least 51%.

**8.2 Funds.** SEATTLE ATHEISTS' funds shall be in accounts structured as follows:

**8.2.1 Checking Account.** The purpose of the checking account is to support the normal, day to day activities of SEATTLE ATHEISTS. Normal inflows will include, but not be limited to membership dues and anonymous donations made at meetings. The Treasurer is authorized to pay routine expenditures out of this account.

**8.2.2 Building Fund.** The purpose of the building fund is to accumulate money to be eventually used toward the purchase of a building for SEATTLE ATHEISTS use. Normal inflows are to include any income from SEATTLE ATHEISTS' website, and any other moneys that SEATTLE ATHEISTS' board of directors choose to deposit there. Withdrawals from the building fund may only occur with the approval of 2/3 of the board.

**8.2.3 Permanent Fund.** The purpose of the permanent fund is to establish an eventual, long-term source of income and emergency cash to ensure SEATTLE ATHEISTS' survival. Normal inflows are to include any donation earmarked for the permanent fund, and any other moneys that SEATTLE ATHEISTS' board of directors choose to deposit there. Withdrawals from the permanent fund may only occur with the approval of 3/4 of the board.

**8.3 Board Meetings Agendas and Time Limits.** Meeting agendas should be prepared by Co-Chairs and distributed electronically one week before each Board meeting. Any member in good standing may request an agenda item. If an additional agenda item is proposed during a Board meeting, a majority vote of the Board members present is necessary to add it to that month's discussion. Otherwise, the agenda item will be considered at the next Board meeting. The presiding officer may also impose a 2-minute per issue time limit on each speaker when necessary to accomplish all Board business in a timely manner.

**8.4 Membership Fees.** Membership Fees shall be reviewed at least once per year, and may be changed subject to approval by vote of the board.

**8.5 Online Board Voting Policy.** Online votes can occur for issues that cannot wait for the next meeting. The vote shall be considered passing when 50% plus 1 "yes" votes are received. If 50% plus 1 "no" votes are received, the vote would not pass. If neither of these occurs, the issue is added to the agenda of the next meeting.