

MINNESOTA ATHEISTS
Constitution and Bylaws
Adopted February 22, 1992

Minnesota Atheists Mission Statement

Minnesota Atheists is dedicated to building a positive atheist community that actively promotes secular values through educational programs, social activities, and participation in public affairs.

Minnesota Atheists is organized by atheists as a nonprofit educational corporation to promote the atheist viewpoint as a valid contribution to public discourse, to strive to maintain the First Amendment guarantee of separation of state and church, and to work in coalition with freethought and civil rights/civil liberties organizations where joint action is needed to achieve these 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 procedures 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 principles of this organization as set forth in this Constitution.

ARTICLE I
NAME, MEMBERSHIP, ELIGIBILITY FOR OFFICE, CONTROL OF ASSETS

SECTION 1. NAME. The name of this organization is Minnesota Atheists. This organization is incorporated according to the laws of the State of Minnesota. Incorporation is dated September 23, 1991.

SECTION 2. MEMBERSHIP. Membership in this organization is open to all persons, regardless of their state of residence, who are free of theistic beliefs and who support the purpose for which this organization is founded. No person may vote on any motion, resolution, nomination or election at any meeting or convention called by Minnesota Atheists who is not a member in good standing of Minnesota Atheists. All members whose dues are not in arrears are members in good standing.

SECTION 3. ELIGIBILITY FOR OFFICE. Persons who meet the membership requirements of Section 2 of this Article, and who have been members in good standing for at least one year prior to the date of election are eligible for election to any office within the organization. To qualify for an At-Large chair requires that a nominee shall have been a member of Minnesota Atheists for six months, instead of one year.(Revised January 21, 2007)

SECTION 4. MEETINGS. The board of directors shall hold regularly scheduled membership meetings throughout the year. Members may also call a membership meeting upon petition signed by at least fifteen (15) members in good standing. All meetings of this organization shall follow Robert's Rules of Order as most recently revised.

BYLAW. There shall be at least one membership meeting per quarter.

SECTION 5. CONTROL OF ASSETS. The financial and material assets of this organization shall be owned by the membership. Such assets shall be controlled and used by the board of

directors only for purposes consistent with this Constitution and Bylaws and subject to review by the membership. A member is not, as such, personally liable for the debts, liabilities or obligations of this organization.

ARTICLE II LEADERSHIP STRUCTURE, DUTIES OF DIRECTORS

SECTION 1. LEADERSHIP STRUCTURE. The leadership of this organization shall consist of a board of directors encompassing the following positions: president, associate president, chair, associate chair, secretary, treasurer and up to three directors-at large. (Revised October 18, 1998 and January 21, 2007.)

The president, chair, secretary and treasurer shall be authorized to sign checks against the organization's account for expenses approved by the board of directors. (Revised October 18, 1998) (January 21, 2007)

The board of directors shall set the yearly objectives for the organization, establish a budget and determine membership dues.

BYLAW: Members of the board of directors may hold more than one position when necessary to carry out the activities of the organization, as determined by the board of directors and approved by the membership.

BYLAW: The board of directors may, upon approval of the membership, establish an ex-officio advisory board, which shall consist of persons who can provide special expertise or enhance the public recognition and acceptance of this organization.

*BYLAW: The board of directors may, upon a majority vote of the membership or, if circumstances do not permit this, upon a unanimous vote of the full board of directors, grant Honorary Membership status to persons who have given outstanding service to the organization or to the cause of atheism. Honorary memberships shall not give to persons who are currently on the board of directors. An honorary membership may be rescinded by the board of directors, upon approval of the membership, if the recipient at any time acts or speaks publicly in a manner contrary to the purposes of this organization.
(Revised July 18, 1992.)*

BYLAW: Categories of membership shall be: individual, household, sustaining fund, and student. A non-member newsletter-only fee may be established. (Revised September 17, 2000.)

SECTION 2. DUTIES OF DIRECTORS. The following subsections describe the duties of the president, associate president, chair, associate chair, secretary, treasurer and directors-at large. (Revised October 18, 1998 and January 21, 2007.)

Subsection A. President: The president shall carry out the policies established by the board of directors and carry out specific organizational duties as needed, serve as the organization's spokesperson or appoint others as spokespersons, represent the organization to other groups or designate others to be that representative. The president shall report on the organization's public activities at membership meetings and through the newsletter. (Revised October 18, 1998.)

BYLAW: The president shall not also be the editor of the newsletter. (Revised October 20, 2002)

Subsection B. Associate President: The associate president shall work in collaboration with the president in carrying out the duties enumerated in Subsection A. Such duties shall be shared in a

manner consistent with each person's interests, abilities and availability. The associate president shall assume the duties of the president if the president is unable to do so. In the case of a vacancy, the associate president shall assume the duties of president until the next election. (Revised October 18, 1998.)

Subsection C. **Chair:** The chair shall carry out the policies established by the board of directors and carry out specific organizational duties as needed. The chair shall conduct board meetings and membership meetings, and report to the membership on the organization's internal activities. The chair shall not make or second any motions or participate in discussions on motions, and shall not have a vote except to break a tie. (Revised October 18, 1998.)

Subsection D. **Associate Chair:** The associate chair shall work in collaboration with the chair in carrying out the duties enumerated in Subsection C. Such duties shall be shared in a manner consistent with each person's interests, abilities and availability. The associate chair shall assume the duties of the chair if the chair is unable to do so. In the case of a vacancy, the associate chair shall assume the duties of chair until the next election. (Revised October 18, 1998.)

Subsection D. **Secretary:** The secretary shall keep the minutes of meetings, and maintain the organization's records, correspondence and membership list. The secretary shall make all records available to members in good standing upon reasonable request. The secretary shall continuously update the membership list and provide a current printout to the co-chairs immediately after each updating. The secretary shall ensure that all essential records are kept in a secure, fireproof place, with copies provided to the co-chairs. The secretary may appoint an assistant, upon approve of the board of directors.

Subsection F. **Treasurer.** The treasurer shall monitor the financial status of the organization, pay bills as authorized by the board of directors, and be responsible for all financial reports required by government bodies. The treasurer shall provide a financial report to the members at each membership meeting. A current financial report shall be made available to members in good standing at any time upon reasonable request. The treasurer may appoint an assistant upon approval of the board of directors. (Revised October 18, 1998.)

Subsection G. **Directors-at-Large:** The directors-at large may be responsible for carrying out ongoing activities of the organization as needs require, and may chair any committees established for specific activities. (Revised January 21, 2007)

BYLAW: The activities of this organization may include (but are not limited to) conducting membership drives, organizing social and fund raising events, media outreach, interorganizational relations, internet reach, book and product sales, producing a regular newsletter, producing a regular public access cable program, maintaining a library, and engaging in selective political action.

SECTION 3. COMPENSATION. Directors shall serve without compensation except for reimbursement for approved out-of-pocket expenses. (Revised January 21, 2007)

BYLAW: The board of directors may, with approval of the membership, negotiate compensation for any director or member who engages in an entrepreneurial activity that benefits the organization and involves a product or service that generates significant income for this organization.

ARTICLE III ELECTIONS, TERMS OF OFFICE, VACANCIES

SECTION 1. ELECTIONS. Elections to the board of directors shall be held annually in February at a general membership meeting called for that purpose. Members shall be notified by mail of the election date, time and location at least fifteen (15) days before the election. Notice in the newsletter shall satisfy the requirement of notification by mail.

BYLAW: Brief biographies of all candidates shall be included in the election notice. Candidates for office shall submit their biographies by the specified deadline, given relevant personal information and qualifications for the office sought.

Candidates must be nominated by at least one other member in good standing. Each office shall be nominated and voted on separately. The order of election shall be: president, associate president, chair, associate chair, treasurer, secretary, directors. All contested elections shall be by secret ballot. Election shall be by majority vote. Abstentions shall not be counted. Those candidates not elected to one office may run for any other office for which a vote has not yet been called. Members may vote for only one candidate in the elections for secretary and treasurer. For the election of directors, they may vote for up to three candidates. (Revised October 18, 1998.) and (October 20, 2002)

For the office of director-at-large, the three candidates receiving the most votes shall be elected. The combined votes of the leading candidates must constitute a majority. If not, the candidate with the fewest votes will be dropped from the list and another vote will be taken. Balloting will continue in this fashion until the combined vote total of the three leading candidates reaches a majority. (Revised January 21, 2007)

BYLAW: Nominations for the board of directors shall be made at the regularly scheduled meeting in January. All nominees shall sign a Certificate of Eligibility designed by the board prior to the election. (Revised November 17, 2001.)

SECTION 2. TERMS OF OFFICE. Terms of office shall be one year, beginning March 1 following the election. There shall be no limit on the number of successive terms to which a member may be elected. A member shall not have the sole or combined service as the President and/or Chair for more than three consecutive years. After three years, that person shall be ineligible to run for either of those positions for one year. (Revised October 20, 2002)

SECTION 3. LEAVING OFFICE. Upon relinquishing an office, the outgoing officeholder shall turn over all records to his or her successor and shall provide the incoming officeholder with any and all information necessary to enable the newly elected director to carry out the functions of that position.

SECTION 4. FILLING VACANCIES. Except as provided in Article II, Subsections B and D, if a vacancy occurs on the board of directors due to circumstances (such as, illness, injury, death, resignation or removal from office) that prevent the director from carrying out his or her duties, the remaining members of the board may appoint a replacement to fill the unexpired term, subject to approval by the membership. The appointment shall be listed on the agenda in the notice for the next membership meeting.

ARTICLE IV REMOVAL FROM OFFICE, EXPULSION FROM MEMBERSHIP

SECTION 1. GROUNDS FOR REMOVAL OR EXPULSION. An office or member may be removed/expelled if it is determined that the director or member is or has been engaged in conduct that is materially and seriously prejudicial to the interests or purposes of this organization. Action for removal from office may be initiated by (1) a majority vote of the board

of directors or (2) a petition signed by one-third of the membership or 30 members, whichever is less. Action for expulsion from membership may be initiated by a majority vote of the board of directors.

SECTION 2. REMOVAL/EXPULSION PROCEDURES. Immediately after action has been initiated against an officer or member, the board of directors shall implement the following procedure:

1. A notice shall be sent by certified mail to the last address of the officer/member as shown on the organization's records, setting forth the reasons for the removal/expulsion and stating the date, time and place of a hearing. Such notice shall be sent at least forty-five (45) days before the effective date of the removal/expulsion. If the action is against an officer, that person shall be suspended immediately. The suspension shall remain in effect until final action has been taken.
2. The officer/member being removed/expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing held by the board of directors at the next regularly scheduled membership meeting prior to the effective date of the proposed removal/expulsion. The hearing shall be listed on the agenda in the meeting notice sent to the members.
3. Following the hearing, the membership shall vote on whether the officer/member should be removed/expelled or sanctioned in some other way. The decision of the membership shall be final.

SECTION 3. OBLIGATIONS OF EXPELLED MEMBERS. An expelled member shall be entitled to a prorated refund of dues from the effective date of expulsion to the ending date for which dues were paid. Expulsion shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues or fees, or obligations arising from contract or otherwise. This organization shall retain the right to enforce any obligation or to obtain damages for its breach.

ARTICLE V MERGER, DISSOLUTION, DISTRIBUTION OF ASSETS

SECTION 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 Section 3 of this Article.

SECTION 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 call 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 in good standing, 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.

SECTION 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 VI CHANGES TO CONSTITUTION AND BYLAWS

The following procedure shall be used to change the Constitution and Bylaws:

1. Amendments, additions or deletions may be proposed at a regularly scheduled membership meeting, either by the board of directors or a member. Changes to the Bylaws should improve the operation of this organization. Under no circumstances shall they alter the principles of this organization as set forth in the Constitution.
2. 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.
3. Changes to the Constitution must be approved by at least sixty percent (60%) of the members in good standing, present and voting. Changes to the Bylaws must be approved by at least a simple majority of the members in good standing, present and voting.
4. Nonsubstantive editorial changes, such as corrections of spelling, punctuation, grammar and format shall not be considered changes for the purposes of this Article, but shall be made at the board's discretion.

Changes to the Constitution and Bylaws shall become effective immediately upon adoption, unless specified otherwise in the motion to adopt.

First revision, July 18, 1992

Second revision, August 21, 1993

Third revision, October 18, 1998

Fourth revision, September 17, 2000

Fifth revision, November 17, 2001

Sixth revision October 20, 2002

Seventh revision, January 21, 2007