

Atheist Alliance International Bylaws

Approved May 10, 2022

The Alliance

1. The vision of Atheist Alliance International (the Alliance) 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, and where individuals who lack religious beliefs enjoy liberty, free speech, freedom of association and freedom to participate openly in public life.
2. The mission of the Alliance is to (i) support atheistic organizations around the world by assisting them with local campaigns, secular education projects, coaching and by promoting interactions among these groups; (ii) defend atheists from exclusion, persecution and threats to their lives.
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. Due to differences between these bylaws and the previous bylaws, some rules for Board Directors will need to be phased in over a period of up to 18 months. Consequently, the Board shall devise and implement a plan to ensure these bylaws are operative in full by the end of June 2021.
5. Any doubt that may arise as to the interpretation of these Bylaws shall be resolved by the Board.
6. Any Board Director or Affiliate in Good Standing 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.
7. To be adopted, amendments to the Bylaws must be passed by at least a Super-Majority of votes cast at a General Meeting or an Annual General Meeting.

Definitions

8. In these Bylaws: "Board" means the body consisting of the Board Directors as elected in accordance with these Bylaws. "Board Director" means a member of the Board and includes Officers.

"Officer" means a Board Director who is the President, Vice President, Treasurer or Secretary and any other position held by a Board Director who is deemed to be an Officer by the Board.

"Member" means an individual person who has confirmed general agreement to the

Alliance's Vision and Mission and has not resigned.

"Affiliate" means an organization that has confirmed general agreement to the Alliance's Vision and Mission and has agreed to affiliation.

"Good Standing" means a Member or Affiliate for whom all membership fees due have been paid in full and their membership or affiliation has not been revoked or suspended by the Board.

"Simple-Majority" means more than half of all votes cast (not counting abstaining votes).

"Super-Majority" means the votes cast in favor must be at least twice the number of votes cast against (not counting abstaining votes).

"First Past the Post" means a voting system in which the nominees with the highest number of votes are elected.

"General Meeting" means any meeting of the Affiliates, called on an annual or extraordinary basis in accordance with the procedures set out in these Bylaws, for purposes which may include: voting on properly received motions, passing statements of Alliance policy, and receiving information from the Board in respect of the Alliance's operations. Members and Affiliates eligible to participate in General Meetings may do so in person or through any electronic means approved for that purpose by the Board.

"Annual General Meeting" means a mandatory General Meeting as required by these Bylaws.

"Quorum" is the number of persons who must be present at a meeting for voting to take place. For Board meetings, the Quorum is half of the current number of Board Directors rounded up to the nearest whole number. For General Meetings, the Quorum is one representative each from at least five Affiliates.

Members

9. Membership in the Alliance is open to any person throughout the world who agrees with the Alliance's Vision and Mission and wants to support the work of the Alliance.
10. The criteria for Membership may be changed from time-to-time at the discretion of the Board.
11. There may be various classes of Memberships as the Board may from time-to-time determine.

12. The Board may 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.
13. The Board shall set annual Membership fees. Membership fees must be paid in full within 60 days of a reminder being sent.
14. Any Member whose fees (as adjusted for any waiver or reduction by the Board) have not been paid on time may have their membership suspended or revoked by the Board after being notified in writing of the lapsed membership and given an opportunity to renew.
15. Any Member wishing to terminate their Membership can do so by notifying the Secretary in writing of their intention and the effective date of the termination.

Affiliation

16. Affiliation is open to formal and informal organizations. Informal organizations include, but are not limited to, Facebook, Instagram or similar social media pages, YouTube channels, debating groups, support groups and podcasters.
17. All Affiliate organizations must be atheistic in nature (by any name, including humanist, secularist, freethinker, etc.), currently active and be in general agreement with the Mission and Vision statements of the Alliance.
18. Applications for Affiliation will be subject to review and approval by the Board.
19. All Affiliate applications must include a completed application form, a statement that the organization subscribes to the Alliance's Vision and Mission and details of the applicant's activities. Formal organizations must provide their bylaws, constitution or similar document, and their membership figures. Informal organizations must provide links to their online presence in such a way that activity may be viewed by a Board Director or must provide other evidence of their activity. The Board has the discretion to waive or vary application requirements when it deems safety or security factors justify it.
20. The Board may waive or reduce fees for any organization if it is satisfied that the organization suffers financial hardship and its membership would be of benefit to the Alliance.
21. Affiliation fees must be paid in full within 60 days of an invoice being sent.
22. The criteria for Affiliation may be changed from time-to-time at the discretion of the Board.
23. If an organization's application for Affiliation is refused by the Board, it may upon request, have its application voted on at the next General Meeting. If the application is approved by a Simple-Majority of the votes cast at a General Meeting the organization will be approved for Affiliation.

24. Affiliates must operate in an ethical and democratic manner.
25. Any Affiliate wishing to terminate its affiliation can do so by notifying the Secretary in writing of their intention and the effective date of the termination.

Board of Directors

26. The Alliance is managed by a Board of Directors, elected by its Affiliates. The Board has full executive authority and responsibility for the operations and activities of the Alliance subject to compliance with the provisions of these Bylaws.
27. The Board will comprise a minimum of four Directors and a maximum of 13. Up to six Directors are Regional Directors, one from each of the regions – North America, South and Central America, Europe, Asia, Africa and Australasia. Up to seven Directors shall be At-large Board Directors.
28. Officers shall be as follows: President, Vice President, Secretary, Treasurer. Any person may hold up to two officer positions.
29. The Board may create or abolish Officer positions from time to time as it deems appropriate.
30. The President of the Alliance shall be the chairperson of meetings of the Board. 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 Board Directors present must choose an alternative chairperson for the meeting.
31. The Board may meet and otherwise dispatch its business and regulate its meetings as it sees fit but must hold at least six scheduled meetings per year to which all Board Directors are invited. Meetings of the Board may include in-person meetings, teleconferences, video conferences or other formats as the Board chooses.
32. Only Board Directors are eligible to vote at Board Meetings.
33. Board business is decided by Simple-Majority voting as long as a Quorum is present. The Chairperson shall have a tie-breaking vote if necessary.
34. Meetings of the Board may be called by the President, Vice President, Secretary or by any two Board Directors.
35. The Board may delegate any of its powers to committees consisting of Board Directors and others 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.
36. 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.

Election of Directors

37. Elections for Board Directors shall be held immediately before each Annual General Meeting or at such other times as the Board deems necessary.
38. Elections shall be held for all vacant Board roles and for all roles for which the incumbent's two-year term has expired.
39. Board Directors are elected by Affiliates that are formal organizations in Good Standing using an electronic process determined by the Board.
40. Members and Affiliates shall be given reasonable notice of any upcoming Board Director election and a reasonable opportunity to propose candidates for the available positions. Nominations for the election of vacant and new Board Director roles must be submitted to the Secretary in writing at least four weeks in advance of the proposed election.
41. Nominations for Board Director roles may be made as follows:
 - a. Any Board Director may nominate candidates for At-large roles and Regional roles.
 - b. Any Affiliate in Good Standing may nominate candidates for At-large roles and for Regional roles but only one Regional nomination is allowed per Affiliate and it must be for the Affiliate's own region.
 - c. Any Member in Good Standing may nominate themselves for any role.
 - d. Nominations must be seconded by a Board Director, Member, or Affiliate in Good Standing.
 - e. Any nominee may refuse the nomination.
42. Board Directors must satisfy the following minimum criteria:
 - a. Sufficient competence in reading and speaking English to be able to participate in Board discussions.
 - b. Hold current Alliance membership.
 - c. Have access to reliable internet connectivity.
 - d. Be available to attend monthly Board meetings and any committees to which they are appointed.
 - e. Possess skills deemed valuable to the organization.
43. To ensure that nominees meet the criteria for Board membership, the Board shall carry out authentication checks before adding nominees to the ballot. The Board is responsible for carrying out checks in a fair and impartial manner. The Secretary shall notify nominees and their proposers of the outcome of the authentication checks no less than two weeks before the election. Authenticated nominees shall be invited to submit campaign material which shall be displayed on the Alliance's website.
44. Ballot papers showing all the available roles and the available candidates shall be sent electronically to Affiliate Members that are formal organizations in Good Standing no less than one week before the election date. Such Affiliates have one vote for each available role and may vote for all At-large roles but may only vote for

the Regional role within their own region. Completed ballot papers must be returned by the stated deadline. Late votes will not be counted.

45. The Secretary shall count the votes and determine which candidates have been successful on a First Past the Post basis. Candidates must receive at least one vote to be elected, even if unopposed for a role. If two or more candidates receive an equal number of Affiliate votes for a role, the Board shall have a tie-breaking vote. If no candidates receive any votes for a role, the Board may either select a candidate from the ballot paper or choose to leave the role open. Newly elected Board Directors may take up their positions immediately after the results have been announced.
46. Notice of Board Directors duly elected shall be posted to the Alliance's website.
47. Board Directors shall serve a term of two years up to the AGM following the expiry of their second year and are eligible for re-election when their term expires.
48. There shall be no term limits, however, for the purposes of continuity, approximately half the Board shall be elected every two years, starting from the date of joining.
49. All Board Directors will be subject to a performance review whenever a Director's performance gives rise to concern. Performance reviews shall be carried out by the Board. Based on the review, a Board Director who is deemed deficient in meeting their responsibilities on the Board may be required to step down if a motion to do so is approved by a Super-Majority of the Board.
50. A Director who is absent from three consecutive regularly scheduled board meetings, or four within a one-year period, without an acceptable excuse, shall be removed from the Board.
51. Vacated seats shall normally remain vacant until the next Annual General Meeting. Special elections may be conducted if determined necessary by a Simple-Majority of the Board.

Election of Officers

52. The Board shall choose the Officers at the first Board Meeting after an election. Otherwise, elections of Officers will be conducted at the discretion of the Board.
53. If only one person is nominated for any Officer position, they do not face election and are appointed to the position.
54. If more than one person is nominated for any Officer position then Board 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 a 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 favor being elected. In the event of an equality of votes between the two final candidates, the Chairperson shall have an additional or casting vote.
55. Notice of Officers so elected shall be posted on the Alliance's website.

General Meetings

56. The Alliance shall hold an Annual General Meeting each calendar year and not more than 18 months after the last Annual General Meeting.
57. Members or Affiliates in good standing may propose a motion for discussion at an Annual General Meeting. Motions must be seconded by an AAI Board Director or by an Affiliate in Good Standing, must not involve a contravention of the Bylaws, and must be submitted to the Secretary at least eight weeks prior to the date of the meeting. Motions shall be voted on by Board Directors and Affiliates and be passed by a Simple Majority. The Board shall take motions so passed into consideration but may use its discretion as to whether and how to act upon them.
58. The Secretary will present to all Members and Affiliates a complete agenda no later than four weeks prior to the date of the Annual General Meeting.
59. Each Affiliate in Good Standing is entitled to send one delegate to General Meetings and Annual General Meetings.
60. No business shall be transacted at any General Meeting unless a Quorum is present.
61. Representatives participating in an Annual 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 a Quorum.
62. Any Affiliate unable to attend a General Meeting may authorize another Affiliate or the President of the Alliance to cast a proxy vote on its behalf, provided that the Secretary is notified of this arrangement by the Affiliate in advance of the vote.

Executive Director

63. The Executive Director shall be empowered to run the day-to-day business of the Alliance.
64. The Executive Director shall be elected by a Super-Majority vote of the Board, serves at the pleasure of the Board, and is subject to annual reviews.
65. The Executive Director is an ex-parte member of the board with no vote and may be excused from any meeting at the discretion of the Board.

Accounts

66. 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.
67. The Alliance's financial year shall end on 31 December.

Indemnity

68. Each Board Director of the Alliance shall be indemnified by the Alliance against any claim against them, provided that the act committed or omission made that led to such claim, arose out of the Director's lawful discharge of their duties for and on behalf of the Alliance.
69. The Alliance will pay the costs and expenses incurred by the Director or for which that Director is liable (as reasonably evidenced by such Director) that arise from a claim as set out in clause 68.

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