

**BYLAWS
of
FELLOWSHIP OF FREETHOUGHT DALLAS**

PREAMBLE

These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act and the Articles of Incorporation of FoFD. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Texas Non-Profit Corporation Act, the Texas Non-Profit Corporation Act shall be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of FoFD, these Bylaws shall be controlling.

ARTICLE I — NAME AND PURPOSE

Section 1.1 — Name

The name of the organization is Fellowship of Freethought, also doing business as, and referred to herein as Fellowship of Freethought Dallas (or FoFD).

Section 1.2 — Purpose

To create a positive impact on our shared world, our mission is to provide a community that values and promotes a freethinking life unencumbered by the biases of tradition, dogma, and authority and that encourages people to live a reason and evidence-based life characterized by close fellowship, ethical contemplation, critical thinking, community service, and the appreciation of scientific knowledge and understanding of the universe and our place in it.

ARTICLE II — VOTING MEMBERS

Section 2.1 — Qualifications

2.1.1 — To become a Voting Member, herein known as Member, a person must meet all of the following criteria:

- Be an individual person of at least 18 years of age
- Complete a Membership Application & pay associated application fee
- Meet the requirements for maintaining Voting Member status per §2.1.2
- Be confirmed by Voting Members pursuant to §2.2

2.1.2 — To maintain Voting Member status, a person must be an active participant in the core functions of the organization — Education, Social, Outreach — and make financial contributions pursuant to §2.1.3.

2.1.3 — A list of events and activities meeting the requirements of §2.1.2, and any conditions thereof, shall be maintained by the Board and provided to the membership. This "Membership Requirements" list shall constitute an extension to these Bylaws. Changes to this list will not take effect until all Voting Members have been given 30 days to review the changes. At the request of the Board, or of 10% of all current Voting Members, a formal vote may be taken at any regularly constituted business meeting, following the 30 day moratorium, to approve or deny changes to the list. Until such vote has taken place, no changes made to the list will take effect.

2.1.4 — A Member who has not met the requirements for Voting Member status for a period of 12 months, shall need to reapply to become a Voting Member as outlined in §2.1.1.

2.1.5 — FoFD does not discriminate on the basis of actual or perceived race, color, ethnicity, national origin, ancestry, sex, gender, gender identity, sexual orientation, age, marital status, familial status, veteran status, or disability.

Section 2.2 — Approval of Membership Application

The Board of Directors shall review the Membership Applications and make a recommendation to the Membership for approval or denial. The recommendation of the Board shall be affirmed by acclamation at the next business meeting attended by a quorum of Voting Members. At the request of the Board, or of 10% of the Voting Members present at the business meeting, a formal vote may be taken for approval or denial of any Membership Application.

Section 2.3 — Removal

2.3.1 — The Board of Directors by affirmative vote of two-thirds of the Board may bring a motion to suspend or expel a Member.

2.3.2 — Voting Members may then, by a supermajority vote of those present at any regularly constituted business meeting, suspend or expel that member.

Section 2.4 — Resignation

Each member shall have the right to resign at any time upon written notice thereof to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section 2.5 — Business Meetings

2.5.1 — The membership shall have regularly scheduled monthly business meetings.

2.5.2 — A minimum of 10% of the Voting Members present in person shall constitute a quorum.

2.5.3 — Business meetings must be held in Dallas county or an adjacent county in the state of Texas.

Section 2.6 — Special Meetings

2.6.1 — Special Meetings may be called by the Chair or at the request of at least 10% of the members by notice mailed, telephoned, or electronic communication to each member not less than thirty (30) days before such meeting.

2.6.2 — A minimum of 10% of the Voting Members present in person shall constitute a quorum.

ARTICLE III — BOARD OF DIRECTORS

Section 3.1 — General Powers and Responsibilities

FoFD shall be governed by a Board of Directors ("the Board"), which shall have all of the rights, powers, privileges and limitations of liability of directors of a nonprofit corporation organized under the Texas Non-Profit Corporation Act. The Board shall establish policies and directives governing business and programs of FoFD and shall delegate to the Executive Director and FoFD staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Section 3.2 — Number & Qualifications

3.2.1 — The Board shall have up to twelve (12), but no fewer than five (5), members, consisting of the six (6) following defined positions, and six (6) at-large:

- Executive Director: provides oversight for the Board of Directors to ensure that the mission of FoFD is being met, and is the primary public interface of the organization.
- Education Director: provides direction and organization for the educational development of membership.
- Social Director: plans and organizes events for FoFD to meet the social desires of the membership.
- Outreach Director: plans and organizes volunteer and charitable activities including working with other service organizations.
- Youth Director: represents the youth of FoFD including planning youth-specific activities and working with other directors as needed.
- Finance Director: is responsible for the financial oversight of FoFD including accounting, budgeting, and fund raising.
- At-Large Directors: up to six (6) additional voting directors represent the interests of the FoFD membership.

3.2.2 — To become a Director a person must be a Voting Member. Directors must maintain Voting Member status to vote at Board meetings.

Section 3.3 – Board Compensation

Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval of the Board. However, provided the compensation structure complies with §5.8 of these Bylaws, nothing in these Bylaws shall be construed to preclude any Board Member from serving the organization in any other capacity and receiving compensation for services rendered.

Section 3.4 – Board Elections

3.4.1 – Disclosure of Conflict of Interest Relationships

A director must disclose any conflict-of-interest relationship with other director or candidate, including, but not limited to marriage, cohabitation, or immediate family relationship.

Disclosure of the conflict-of-interest relationship shall be communicated to the membership at the time of candidate nomination and at the time of voting.

3.4.2 – Nomination

At least sixty (60) days prior to the election of Board Members, the Board of Directors shall have formed a committee to nominate Voting Members to be placed on the ballot. The nomination committee can be comprised of current members of the Board of Directors, and/or other Voting Members.

Voting Members may be placed on the ballot by obtaining signatures of 10% of current Voting Members. Nomination petitions must be received by the Secretary thirty (30) days prior to the election.

Election of Board members shall be held once per calendar year in April during the regularly scheduled business meeting. Announcement of election shall be at least sixty (60) days prior, and include the slate of candidates that were selected by the Nominating Committee.

3.4.3 – Term Dates

Board Member terms shall start and expire on June 1.

Section 3.5 – Term of Board

Each director shall hold office for a term of one (1) year.

Section 3.6 – Vacancies

3.6.1 – Filling Board Positions

Vacancies on the Board may be filled by a majority vote of the Board at a Board meeting at which a quorum is present. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

3.6.2 – Required Board Positions

Pursuant to §3.2.1, the following defined positions shall make up four (4) of the five (5) minimum filled board positions: Executive Director, Education Director, Social Director, and Outreach Director.

Section 3.7 – Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the Executive Director or Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3.8 – Removal

3.8.1 – A motion to remove a Board member may be brought, with or without cause, by either of:

- The Board of Directors, by affirmative vote of two-thirds of the Board
- Voting Members, by petition signed by 50% of the Voting Members

3.8.2 – Voting Members may then, by a supermajority vote of those present at the same or next regularly constituted business meeting, terminate the Directorship of that Board member.

Section 3.9 – Board Meetings

The Board of Directors shall hold meetings at such dates, times and places as the Board shall determine.

3.9.1 – Notice

Meetings may be called by the Chair or at the request of any three (3) directors by notice mailed, telephoned, or electronic communication to each member of the Board not less than forty-eight (48) hours before such meeting. Notice requirements may be waived for a meeting where all Board Members are present in person or via teleconference.

3.9.2 – Participation in Meeting by Teleconference

All board meetings must have teleconferencing available to Board Members not being able to attend in person. Members of the Board may participate in a meeting through use of

conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another. A Board member shall be considered present at any meeting of the Board if during the meeting he or she is in telecommunication with the other Board members participating in the meeting.

Section 3.10 – Quorum

At each meeting of the Board, the presence of the majority of members then serving on the Board (but in no case less than 3) shall constitute a quorum for the transaction of business. All decisions shall be by majority vote of those present at a meeting at which a quorum is present, unless otherwise noted in these Bylaws. The act of the majority of the Board members serving on the Board and present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present.

Section 3.11 – Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board Members. Such consent shall be placed in the minute book of FoFD and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board Members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Section 3.12 – Minutes

At meetings of the Board, business shall be transacted in such order as the Board may determine from time to time. In the event the Secretary is unavailable, the Board Chair shall appoint a person to act as Secretary at each meeting. The Secretary, or the person appointed to act as Secretary, shall prepare minutes of the meetings which shall be delivered to FoFD to be placed in the minute books of FoFD.

Section 3.13 – Proxy

A Board Member who is unable to attend a meeting of the Board or Committee may vote by written proxy given to any other Voting Member of the Board or Committee or designated staff member who is in attendance at the meeting in question. However, a vote by proxy shall not be counted toward the number of Board Members needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three months from the date of execution. Each proxy shall be revocable unless expressly stated therein to be irrevocable or unless made irrevocable by law.

Section 3.14 – Committees

The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

ARTICLE IV – OFFICERS

Section 4.1 – Officers

The officers of the Corporation shall be a Chair, a Secretary, and a Treasurer.

Section 4.2 – Appointment of Officers and Terms of Office

4.2.1 – The office of Chair shall be held by the elected Executive Director.

4.2.2 – The Secretary & Treasurer of the Corporation shall be elected by majority vote of the Board of Directors at a regular meeting of the Board, or, in the case of vacancies, as soon thereafter as convenient.

4.2.3 – Terms for the offices of Secretary and Treasurer may be established by the Board of Directors, but shall not exceed three (3) years. Secretary and Treasurer shall hold office until a successor is duly elected and qualified and shall be eligible for reelection.

Section 4.3 – Resignation

Resignations are effective upon receipt by the Chair of a written notification. The office of Chair is not eligible for resignation.

Section 4.4 – Removal

Secretary or Treasurer may be removed at any time by the affirmative vote of the majority of the Board. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.5 – Chair

The Chair shall preside at meetings and have the power to call meetings. The Chair shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise and control all of the business and affairs of FoFD. The Chair may sign contracts and other instruments on the organization's behalf.

Section 4.6 – Secretary

The Secretary shall (a) cause the minutes of all Board meetings and proceedings to be recorded, (b) certify the accuracy of such minutes, (c) cause notice of all meetings to be given, (d) attest the signatures of FoFD's officers and Board members as required, (e) sign correspondence on behalf of the Board, and (f) have all other powers assigned by the Board, the Chair, or these Bylaws.

Section 4.7 – Treasurer

The Treasurer shall have access to records of all receipts, disbursements, assets, and liabilities of the organization and shall report to the Board on the condition of such records and financial condition of FoFD as requested by the Board. The Treasurer shall cause to be prepared and submitted to the Board a financial statement showing FoFD's net worth at the close of the fiscal year.

Section 4.8 – Officer Compensation

Officers shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval of the Board. However, provided the compensation structure complies with §5.8 of these Bylaws, nothing in these Bylaws shall be construed to preclude any Officer from serving the organization in any other capacity and receiving compensation for services rendered.

ARTICLE V – FINANCIAL ADMINISTRATION

Section 5.1 – Fiscal Year

The fiscal year of FoFD shall be from January 1st to December 31st.

Section 5.2 – Annual Budget

The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount.

Section 5.3 – Books and Records

FoFD shall keep correct and complete books and accounting records and shall also keep minutes of the proceedings of its Board. All such books and records shall be made available for viewing by Voting Members.

Section 5.4 – Contracts and Grants

The Board may authorize any officer(s) or agent(s) of FoFD to enter into contracts, leases, and agreements with and accept grants and loans from the United States; its departments

and agencies; the State of Texas; its agencies, counties, municipalities, and political subdivisions; and public or private corporations, foundations, and persons; and may generally perform all acts necessary for a full exercise of the powers vested in it. The Executive Director shall have authority to enter into such contracts and expend such funds on behalf of the organization as the Board may specify.

Section 5.5 – Checks, Drafts, or Orders for Payment

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of FoFD shall be signed or executed by such officer(s) or agent(s) of FoFD and in such manner as shall from time to time be determined by resolution of the Board. Such resolutions can include specific purchases, standing authorizations, monetary limitations for routine expenditures, or other such policies as necessary and prudent for the furtherance of business of the Corporation.

Section 5.6 – Deposits and Accounts

5.6.1 – All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the Chair or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board.

5.6.2 – For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 5.7 – Acceptance of Gifts

The Board may accept on behalf of FoFD any cash contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of FoFD. Prior to acceptance of a significant non-cash contribution, gift, bequest, or devise, the Board shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by FoFD would be consistent with and further the purposes of FoFD.

Section 5.8 – Contracts Involving Board Members and/or Officers

Upon full disclosure of a direct or indirect interest in any contract relating to or incidental to the operations of FoFD, members of the Board and officers of FoFD may be permitted to maintain a direct or indirect interest in any such contract, notwithstanding that at such time they may also be acting as individuals, or trustees of trusts, or beneficiaries of trusts, members or associates, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, trustees, or otherwise; provided, however, that any contract, transaction, or action taken on behalf of FoFD involving a matter in which a trustee or officer is personally interested as a shareholder, trustee, or otherwise shall be at arm's length and not in violation of the proscriptions in the Articles of Incorporation or these Bylaws which prohibit FoFD'S use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of FoFD if such

contract, transaction, or act would result in denial of FoFD'S exemption from federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended. In no event, however, shall any person or entity dealing with the Board or officers of FoFD be obligated to inquire into the authority of the Board and officers to enter into and consummate any contract, transaction or take other action. Any Board member who would directly or indirectly benefit from a contractual relationship as described above shall not participate in the decision on whether that Board member shall be permitted by the Board to maintain such an interest. No contract shall be approved which serves as compensation for regular duties for board members or officers.

Section 5.9 – Investments

FoFD shall have the right to retain all or any part of any property — real, personal, tangible, or intangible — acquired by it in whatever manner and pursuant to the direction and judgment of the Board, to invest and reinvest any funds held by it without being restricted to the class of investments available to trustees by law or any similar restriction.

Section 5.10 – Exempt Activities

Notwithstanding any other provision of these Bylaws, no Board member, officer, employee, or representative of FoFD shall take any action or carry on any activity by or on behalf of FoFD which is not permitted to be taken or carried on by an organization exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(a)(1) of the Code and its regulations as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE VI – INDEMNIFICATION OF OFFICERS AND BOARD MEMBERS

Section 6.1 – Right to Indemnification

FoFD shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director, officer, or committee member of FoFD or (ii) while a director, officer, or committee member of FoFD, is or was serving at the request of FoFD as a director, officer, committee member, partner, or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Texas Business Organizations Code ("TBOC") as the same exists or may hereafter be amended. TO THE EXTENT PERMITTED BY THEN-APPLICABLE LAW, THE GRANT OF MANDATORY INDEMNIFICATION TO ANY PERSON PURSUANT TO THIS ARTICLE SHALL EXTEND TO PROCEEDINGS INVOLVING THE NEGLIGENCE OF SUCH PERSONS. Such right shall be a contract right and shall include the right to be paid by FoFD expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the TBOC as the same exists or may hereafter be amended. As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

Section 6.2 – Survivorship of Right to Indemnity

In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives.

ARTICLE VII – MISCELLANEOUS

Section 7.1 – Captions

Captions (i.e., article and section headings) are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.

Section 7.2 – Severability of Clauses

If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

Section 7.3 – Electronic Communication

Where required for notification or other purposes, electronic communication means must be of a sufficiently high standard so as to be consistently reliable to reach all of its intended recipients.

Section 7.4 – Instant Runoff Voting

When any vote is being taken by the Board or the Voting Members, and more than 2 options are available for a choice or position, the Instant Runoff Voting method shall be used to ensure that all voters can express their full opinion with their vote. Details on the voting method can be found in Appendix A.

Section 7.5 – Modern Rules of Order

For the conduction of Board and Business meetings, Modern Rules of Order shall be used to ensure timely consideration of the substance of the meeting, rather than ritualistic procedure.

Section 7.6 – Supermajority

75% of the eligible voters present shall constitute a supermajority.

ARTICLE VIII — DISSOLUTION

Section 8.1 — Dissolution Requirements

8.1.1 — Dissolution of FoFD shall require the unanimous agreement of all Directors and seventy five percent (75%) agreement of all Voting Members.

8.1.2 — Dissolution shall take place only at a regularly scheduled Business Meeting.

8.1.3 — Upon the necessity for the dissolution and/or winding up of FoFD, the Board shall oversee such process and ensure compliance with all relevant provisions of the Texas Non-Profit Corporation Act and other applicable state and federal statutes.

Section 8.2 — Asset Distribution

Upon Dissolution of FoFD, no Board member shall have any rights nor shall receive any assets of the organization. The assets of FoFD are permanently dedicated to a tax-exempt organization for the purposes set forth in the Articles of Incorporation and these Bylaws. In the case of the dissolution of FoFD, all of its property, real and personal, after paying all just claims, shall be conveyed to such other nonprofit organizations, in conformity with FoFD's Articles of Incorporation, as the Board of Directors may determine.

ARTICLE IX — AMENDMENT OF BYLAWS

Section 9.1 — Methods for Amendment of Bylaws

These Bylaws may be altered, amended, or repealed by either of the following methods:

- Initiation by Board: By having been mailed or emailed to the membership with recommendations for adoption by the Board of Directors at least thirty (30) days prior to a regularly scheduled business meeting and approved and adopted by a supermajority of the members at that meeting; or
- Initiation by Membership: By having been mailed or emailed to the Voting Members at least thirty (30) days prior to a regularly scheduled business meeting, approved and adopted by a supermajority, and then at the next regularly scheduled business meeting, approved and adopted by a supermajority in an identical form.

APPENDIX A INSTANT RUNOFF VOTING

IRV Method

1. IRV uses ranked ballots to simulate a traditional runoff in a single round of voting. Voters rank candidates in order of preference. They may rank as many or as few candidates as they wish, with lower rankings never counting against higher rankings.
2. First choices are tabulated. If a candidate receives a majority of first choices, he or she is elected.
3. If no candidate receives a majority of first choices, the candidate receiving the fewest first choices is eliminated. Ballots cast for the eliminated candidate are now counted toward those voters' second choices.
4. This process continues until one candidate receives a majority and is elected.

Note: the same methodology is used for non-candidate elections (i.e. when choosing an option that is most preferred by the voters).