

BYLAWS

Of the

BLACK NONBELIEVERS INC.

Black Nonbelievers Inc. (BN) is a recognized non-profit corporation in the United States of America and organized under the laws of the state of Georgia. BN is recognized as tax exempt under Section 501 (c) (3) of the Internal Revenue Code of the United States.

ARTICLE I

PURPOSE

Section 1: Purpose

- A. Provide social fellowship activities for secular minorities and their allies.
- B. Conduct educational, affirming, and celebratory meetings.
- C. Increase awareness and acceptance of the worldviews, contributions, and values of secular minorities.
- D. Advance humanistic secular freethought, critical thinking, moral reasoning skills and the scientific method in black communities and elsewhere.
- E. Mobilize secular minorities and their allies to contribute toward improving our world through social justice oriented, non-theistic, secular charitable efforts.
- F. Serve as a support group to those who are not affiliated with any organized religion and those who are newly relieved as such.
- G. Promote and engage social advocacy, community service projects, host events and conferences aimed at uniting and organizing minority non-believers.
- H. Welcome all secular minorities and allies regardless of sex, age, sexual orientation, gender identity, income, educational level, and race.

ARTICLE II

MEMBERSHIP

Section 1: Membership

- A. A member is anyone who subscribes to the principles and goals of BN, who is accepted through the official application process, and has paid the established dues.
- B. The board of directors shall establish membership dues. Members in good standing are those whose dues are paid current or who have been deemed by the Board to have otherwise satisfied their dues requirements.

- C. All members in good standing shall have the right to vote, to stand as candidates for election to the board of directors and to participate in all BN activities and functions.
- D. National BN Membership shall be effective for a calendar period of one year.
- E. Notification of renewal fees shall be delivered to the member within 30 days prior to the anniversary date of registration. If a member chooses to cancel their membership, they must provide notice within 15 days of the auto-renewal.

Section 2: Termination of Membership

- A. The board of directors reserves the right to limit, expel, suspend, or revoke the privileges of any member.
- B. Membership shall be automatically terminated by death or by nonpayment of dues and may be terminated by written resignation or in accordance with procedures established by the board.

ARTICLE III

BOARD OF DIRECTORS

Section 1: Powers & Responsibilities

- A. The affairs of BN shall be governed and managed by the Board of Directors (Board). The board shall determine the purpose of BN. The Board shall have the sole power, on behalf of BN, to enter into contracts, execute and deliver instruments, issue official statements, accept contributions, gifts and bequests for general and special purposes, and approve expenditures. The Board may, at its discretion, delegate these functions to individual Directors, committees, or other individuals if such delegation is consistent with the applicable sections of the Georgia code, the articles of association, and these bylaws.
- B. The Board shall establish policies and operating procedures for BN, establish the dues structure, maintain membership records, and carry out the duties assigned to it by the Georgia code, the articles, and these bylaws.
- C. The members of the Board shall serve in a fiduciary capacity and shall not in any instance act against the best interest of BN or place the interests of self or any other organization above the best interest of BN. Each member is expected to act prudently, providing attention and concern in all actions, and to adhere to the laws of the land and the rules and regulations of BN.

Section 2: Composition

- A. The voting members of the board shall consist of 5 to 7 Directors elected by and from the membership of BN in accordance with Article 5.
- B. The number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director or decreasing the total number of Directors to fewer than 3 Directors.

- C. Directorship shall not be denied to any persons on the basis of sex, national origin, sexual orientation, or gender identity.
- D. Directors shall be at least 18 years old when they assume office.

Section 3: Terms of Office

- A. Directors shall serve terms of approximately 2 years.
- B. Directors shall be members of BN for at least 6 months prior to election.
- C. Any Director may resign at any time by delivering written notice. Such written notice will be in effect immediately or at the time specified in the notice.

Section 4: Board Meetings

- A. The Board shall officially meet quarterly (4 times) for a calendar year at a time and place determined by the Board. A meeting of the Board may be called by the President, either on the President's own volition or at the request of any 3 Directors. Notification of Board meetings will be made available at least 1 week prior to the meeting. Special meetings may be called by the President or any 3 Directors.
- B. The agenda for membership meetings shall be established by the President and published by the Secretary.
- C. The Board may decide, on a case-by-case basis, that a meeting or portion of a meeting should be closed. The minutes of closed meetings or portions of meetings will be recorded separately and will be incorporated into published minutes by reference.
- D. Directors are expected to attend at least 50% of regular Board meetings during a fiscal year. Any Director who misses 3 consecutive regularly scheduled meetings shall be deemed to have resigned unless the Board excuses the absences by a majority vote.
- E. The agenda for regular board meetings shall be established by the President after requesting agenda items from the Directors.
- F. A majority of voting Directors of the Board shall constitute a quorum. Decisions of the Board shall be determined by simple majority vote of Directors present and voting.
- G. Should the voting members not be able to reach consensus, and in matters not addressed by these Bylaws or other policies established by the Board, the Standard Code of Parliamentary Procedure (current revised edition) shall prevail.
- H. Robert's Rules of Order (current revised edition) shall govern conduct of board meetings. In case of conflict between Bylaws and the parliamentary authority, the Bylaws shall take precedence.
- I. The Board shall hold one annual meeting once per year which will be open to all members of BN in good standing.

Section 5: Actions Taken Without a Meeting

- A. Any action required or permitted to be taken at a meeting of the Board or of committee by the Board may be taken without a meeting, if all Directors individually and collectively consent in writing or electronic transmission, setting forth the action to be taken. Such

written consent shall have the same force and effect as a unanimous vote of the Board or committee. The consents shall be filed with the minutes of the proceedings of the board or committee.

Section 6: Vacancies

- A. A vacancy on the Board shall be filled by the Board as soon as possible, and the replacement Director shall serve for the remainder of the term of the Directorship that was vacated.
- B. Vacancies shall be filled by majority vote of the remaining members of the Board.
- C. Any Director may make a nomination to fill vacant Directorships. After a single regularly scheduled board meeting has passed without any nomination being made for any vacancies, any BN member in good standing may make a nomination for any vacancies. Any Director so appointed must be confirmed by a majority of members at a general meeting for which at least two weeks' notice of the election has been given.
- D. A Director or Officer may be removed from office upon a majority vote of the entire Board when/if the Director is deemed contrary to the best interest of BN.

Section 7: Indemnification

- A. BN, to the extent of its assets, shall defend, indemnify, and hold harmless Directors of BN from any loss incurred as a result of acts performed in the regular course of attending in good faith to his or her office on behalf of BN.

Section 8: Conflict of Interest Policy

- A. No two Directors may serve at the same time if they are in a supervisory relationship with each other. If such a relationship develops while a Director is serving on the Board, the Director must announce his or her potential conflict and the remaining Directors will vote to remove one or both of the Directors involved.
- B. No immediate relatives of any employee or Board member shall be employed by BN as long as the original employee or Board member remains with BN. Exceptions to this policy without Board involvement include interns and project employees hired for short periods. An exception may also be made without Board approval if two employees should become relatives while working for the BN, but no immediate relative of an employee may be supervised by that employee.
- C. Each Director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: has received a copy of the conflicts of interest policy, has read and understands the policy, has agreed to comply with the policy, and understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE IV

OFFICERS

Section 1: Officers

- A. The Officers of BN shall be the President, Vice President, Secretary, Treasurer, each elected by the Board for two (2) year terms and serving until their successors are elected. The President and Treasurer shall be chosen from among Board members. The Vice President and Secretary will be elected from the membership of BN.
- B. Four (4) 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.
- C. A director shall discharge the director's duties in good faith, with ordinary care, in a manner the director reasonably believes to be in the best interest of the BN and in any other manner as set forth.

Section 2: President

- A. The President shall be the principal officer of BN and shall supervise and control all of its business affairs in accord with the established written and understood policies of BN. The President shall preside at all meetings of the Board or designate a representative.
- B. The President shall speak, directly or indirectly, for and on behalf of BN, and may commit BN to the positions, declarations, or activities of others.
- C. The President will decide on any ties within the election process.

Section 3: Vice President

- A. The Vice President shall serve as President whenever the President cannot perform the duties of that office and shall perform such other duties as may be assigned by the President or the Board.
- B. The Vice President shall perform all duties assigned by the President or the Board.

Section 4: Secretary

- A. The Secretary shall provide for the safekeeping of the corporate records of BN; be responsible for keeping minutes of the proceedings, approving their publishing online to members and the general public; shall keep a record of all votes cast; shall keep a current list of BN membership; shall see that all books, reports, statements, certificates, correspondence and other documents and records of the BN are properly kept and filed in accordance with all applicable laws and resolutions of the Board of Directors; assure timely notice of Board and membership meetings; record and report all agenda and referenda; and be principally responsible to assure the performance of such other duties as are usually incident to the office of Secretary or that may be assigned by the President or Board.

- B. In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.

Section 5: Treasurer

- A. The Treasurer shall chair the Finance Committee and assist in and oversee the preparation of a detailed annual budget. He or she shall report to the Board and membership, if necessary, any substantial departure from the approved budget or from established policies of BN, assure continued development and implementation of fundraising strategies, ensure that staff provides financial information and disclosures to regulatory authorities, members and the general public, and oversee an audit of all books and records of BN at least annually.
- B. The Treasurer shall also be principally responsible for all funds and securities of BN. They shall give and receive receipts for money due and payable to BN from any source. They are responsible for depositing money into BN accounts approved by the Board.
- C. The Treasurer shall make a report on the status of all accounts, debts, money due and other financial matters at each meeting of the Board.
- D. The Treasurer shall be responsible for ensuring the maintenance of all financial records, books, and annual reports of BN at the principal office of BN.
- E. The Treasurer's signature shall be one of the authorized signatures for all checking, savings, and investment accounts of BN unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors or employee of BN as the authorized signatory for a particular type of disbursement.
- F. The Treasurer shall perform such other duties as may be assigned by the President or the Board.

Section 6: Succession of Officers

- A. If the President resigns, is deceased or is removed from office, the Vice President shall automatically assume the office of President, and the Board shall appoint a replacement for the Vice President. If any other officer resigns, is deceased or is removed from office, the Board shall appoint a replacement. Replacement officers appointed under this Section shall serve for the remaining term of the officer they replace.

Section 7: Compensation

- A. Directors and Officers, with the exception of the President, shall not receive salaries for their services during their term of office, but may be reimbursed for any expenses incurred in the performance of their duties for BN.
- B. The Board shall establish a policy governing such potential reimbursements at the time it adopts its annual budget. BN shall not loan for personal use money or property to, or guarantee the obligation of, any Director or Officer.

Section 8: Limitation of Employees

- A. No paid staff of BN may be elected to the Board or serve on nomination or election committees during their employment or for a period of one (1) year thereafter.

ARTICLE V

ELECTIONS

Section 1: Elections

- A. Elections for Directors shall take place at an annual membership meeting.

Section 2: Nomination and Election Committee

- A. The Nomination and Election Committee shall serve as a fair election committee to monitor the campaign of candidates for elective office. The Committee shall make and publicize rules for proper campaign and electioneering procedures. It may disqualify any candidate who violates any rule, usually after due notice and warning.

Section 3: Nomination Procedure

- A. The Nomination and Election Committee shall solicit candidates to serve as Directors after requesting nominations from the Board and membership of BN.
- B. At least 90 days before the annual election the Board shall publish a notice to the BN membership of the date and place of the annual membership meeting. This notice shall also inform BN membership of the procedure for nominating Director candidates.
- C. Director candidates may also be nominated by BN membership by sending in a nominating petition containing the name of the candidate, a signed certification by the candidate that he or she agrees to serve if elected, and at least three other signatures of BN members in support of the candidate. This notice must be received by BN at least 60 days prior to the date appointed for the annual membership meeting.
- D. At the annual membership meeting, if the number of nominees does not exceed the number of vacancies, the nominees will be considered elected without a formal vote. If the number of nominees exceeds the number of vacancies, a vote shall be taken by secret ballot. Each member shall be entitled to one vote for each vacancy and may not cast more than one vote for any individual candidate. The nominees who receive the highest number of votes, including write-in votes as described in Section 3E, shall be considered elected.

Section 4: Eligibility

- A. An eligible nominee is any person, age eighteen (18) or older, who, at the time of the nomination, has been a regular member of BN and in good standing for at least (6) months prior to such nomination, and is a current member.

Section 5: Balloting

- A. The Nomination and Election Committee shall conduct the election of Directors, count all valid ballots, declare the winners, and inform the Secretary. The Secretary shall assure publication of election results to the Board and the membership.

ARTICLE VI

COMMITTEES

Section 1: Appointment

- A. Except as otherwise provided in these Bylaws, the President shall appoint and may remove, with the advice and consent of the Board, the Chair of any committee, council, panel, commission, task force, or similar body.
- B. Unless otherwise provided for in these Bylaws or specified by the Board, the President, with the advice of the relevant Chair, shall determine the size and select the members of committees.
- C. The Board may establish or abolish other committees as needed. Chairs of these committees shall be appointed by and serve at the discretion of the President with the concurrence of the Board. Committee members shall be appointed by and serve at the discretion of the committee Chair.

Section 2: Standing Committees

- A. In addition to those provided elsewhere in these Bylaws, the Standing Committees of BN shall be:
 - i. Finance Committee
 - ii. Grants Committee
- B. In addition to standing committees, the President may appoint new committees to accomplish goals of BN.

ARTICLE VII

AFFILIATES

Section 1: Formation

- A. Any group of five or more good standing members of BN may petition the Board to form an Affiliate group. The petition shall include the names of the members forming the group, the name of the member to be designated as Affiliate Lead, and the proposed name of the Affiliate. The Board will review and act upon Affiliate petitions as soon as possible. A simple majority vote of Directors is required to authorize formation of a local Affiliate Group.

Section 2: Affiliates

- A. All Affiliates shall be self-governing, democratic, and function consistent with the Articles of Incorporation, Bylaws, Positions, and Policies of BN.
- B. Any city within the United States and its territories are eligible for Affiliate placement or affiliation with BN. Interested parties shall contact the designated National Officer for consideration.
- C. No city shall have more than one Affiliate group, with the exception of high school and collegiate levels. In the cases of said exceptions, the designated city chapter shall serve as the local advisor.
- D. Affiliates shall be considered subsidiaries of the national organization and shall adhere to national policies and guidelines, however, shall be independently operated entities – including the filing and payment of all necessary legal documents in accordance with

local and state requirements. Affiliate operations, missions and bylaws shall mirror those stipulated by the National organization.

- E. Affiliates shall promptly and annually send BN the names and addresses of their members and officers, and shall provide from time to time other such information as may be reasonably requested by BN.
- F. Affiliates shall conduct their affairs so as not to conflict with any provisions of the Georgia code, the Articles of Incorporation, and these Bylaws. Affiliates are not legally distinct from BN and shall identify themselves as part of BN in all documents, correspondence, and publicity materials.
- G. Authorization of an Affiliate can be discontinued by an affirmative vote of the majority of the Directors. Affiliates whose authorization has been discontinued will not be deemed Affiliates of BN.
- H. Affiliates shall be renewed through the national organization annually and will undergo a review of their progress.
- I. Affiliates shall have access to National resources upon request and approval by the Board of Directors such resources can be located in the Affiliate guidebook of BN.
- J. Investigations of Affiliates may be delegated by the Board.

ARTICLE VIII

PARLIAMENTARY PROCEDURE

The rules contained in the latest edition, as revised by the American Institute of Parliamentarians, of The Standard Code of Parliamentary Procedure shall govern the Board and Committee meetings in all cases to which they may be applicable and in which are not inconsistent with these Bylaws, any special rules of order the Board or Executive Committee may adopt, or any law of The United States of America that would supersede these bylaws.

ARTICLE IX

ADOPTION AND AMENDMENTS

Section 1: Adoptions and Amendments

- A. These Bylaws were adopted by a two-thirds majority of the Board voting April 27, 2024 and superseded all previous Bylaws.
- B. These bylaws shall be reviewed periodically for relevance and enhancement purposes. Directors and Officers may propose changes and amendments to these bylaws. Any changes must be publicly disclosed to all members of BN for review and discussion. Public disclosure shall include placement in newsletters issued by the national office, affiliates, chapters, e-mail correspondence and website.
- C. Affiliates may propose recommendations and changes and shall bring forthwith to the appropriate Director to be approved by the Board.
- D. Affiliates can also propose recommendation and changes to these bylaws
- E. Any amendments to the bylaws must be approved by a two-third majority vote by the Board.

Signed and attested to by: Deana Williams, Secretary and Mandisa Thomas,
President

Last Amended: May 6, 2024