Bylaws of Atheist Community of Austin, Inc.

As revised on December 18, 2005

These bylaws constitute the code of rules adopted by the Atheist Community of Austin, Incorporated (hereafter "the ACA") for the regulation and management of its affairs. The ACA is a nonprofit corporation organized under the Texas Nonprofit Corporation Act (referred to as the "Act").

PURPOSE

The Atheist Community of Austin is organized as a nonprofit educational corporation to develop and support atheist community; to provide opportunities for socializing and friendship, to promote atheist viewpoints, to encourage positive atheist culture, to defend the first amendment principle of state-church separation, to oppose discrimination against atheists, 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.

ARTICLE 1

Registered Office and Registered Agent

The ACA shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the ACA's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE 2

Membership

(1) Membership in this organization is open to all persons who are free of theistic beliefs and who support the purposes for which this organization is founded. Any member eligible to vote may vote on any motion, resolution, nomination or election at any general membership meeting or convention called by the ACA.

(2) A member is anyone who is accepted through the application process. Rights, classes, terms of membership, and eligibility to vote and other aspects of membership shall be determined by the Board of Directors. The membership terms of current members will remain in force until their membership expires or is terminated for cause.

(3) Regularly scheduled membership meetings shall be held throughout the year as determined by the Board of Directors. Members may also call a membership meeting upon

petition signed by at least ten (10) members. There will be at least 6 regularly scheduled general membership meetings per year.

ARTICLE 3

Board of Directors

(1) Powers - The Board of Directors ("Directors") of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Non-profit Corporation Act, the Articles of Incorporation and these bylaws.

(2) Qualifications - Directorships shall not be denied to any person on the basis of race, sex or national origin. Directors shall be members of the ACA for six months or more prior to election and must be interested and knowledgeable supporters of the ACA's purpose. Employees of the ACA are ineligible to serve on the Board of Directors. Anyone running for a directorship shall be of majority age (18) when they assume office the first board meeting after the end of the fiscal year. (Currently this is the second Sunday in June)

(3) Number and Classes of Directors - The Board of Directors will consist of 9 Directors. Upon majority resolution of the Board of Directors, 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 three Directors.

(4) Election of Directors - Elections for Directors filling expired terms shall be held on the first Sunday of the last month of the fiscal year. Any candidate for election must have been nominated by another member of the ACA. Election will be by majority vote of the present membership. If a majority of the membership votes to invalidate the results of an election, the board of directors will investigate, change election procedure if necessary and schedule a new election.

Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election).

(5) Attendance - Directors are expected to attend at least 50% of regular Board meetings in person. During the fiscal year, any Director not physically present at 50% of the Board meetings or who misses 3 consecutive regularly scheduled Board meetings shall be deemed to have resigned unless the Board excuses the absences by a majority vote.

(6) Resignation - Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

(7) Removal - A Director may be removed if it is determined that the Director is or has engaged in conduct that is materially and seriously prejudicial to the interests or purposes of the ACA. This removal can only be by majority vote of the membership, following the procedure given in the Addenda to these By-laws.

(8) Vacancies - Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, and the Director filling the vacancy shall serve for the remainder of the

term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships. After a single regularly scheduled board meeting has passed without any nomination being made for any vacancies, any ACA 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.

(9) Compensation - Directors and Officers shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the ACA. The Board shall establish a policy governing such potential reimbursements at the time it adopts its annual budget. The ACA shall not loan for personal use money or property to, or guarantee the obligation of, any Director or Officer.

(10) Conflict of Interest for Board Membership - 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 remaining Directors will vote to remove one or both of the Directors involved.

ARTICLE 4

Board of Directors Meetings

(1) Place of Board Meetings - Regular and Special Meetings of the Board of Directors will be held at any place that the board may designate by a majority vote. Regular board meetings must take place in the greater Austin area. If the chosen place becomes unsuitable prior to the next board meeting, the president may designate a new place for the next board meeting only. There will be at least 6 regularly scheduled board meetings per year.

(2) Regular and Special Meetings - Regular meetings of the Board of Directors shall be held monthly. The President or any three Directors may call special Meetings.

(3) Notice of Board Meetings - Notice of the date, time, and place of Regular Meetings shall be made available to ACA members at least one week prior to the meeting. Notice of the date, time and place of special meetings shall be made available to ACA members as soon as possible prior to the meeting, with the exception of special meetings held to amend the Articles of Incorporation or bylaws, for which a 5-day written notice shall be required specifying the proposed amendment.

(4) Waiver of Notice - Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

(5) Quorum - A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or by any provision of these bylaws.

(6) Actions without a Meeting - Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Articles of Incorporation and these bylaws may be taken without a meeting, if all Directors individually and collectively

consent in writing or e-mail or facsimile, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

(7) Duties of Directors - 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 ACA and in any other manner as set forth in the Act, as amended.

ARTICLE 5
Committees

(1) Standing Committees - The Board of Directors, by resolution adopted by a majority of the directors in office, may designate standing committees. The Board shall appoint the chair of each committee and the chair shall select the committee members. Each standing committee shall have at least one Director as a member. Employees of the ACA may also be appointed to serve as committee members. Committees shall meet upon call of the Board of Directors or the chair of the Committee, review the activities of the ACA in the Committee's respective area(s), and make recommendations to the Board of Directors for the Board's final approval. The Chair of each committee shall ensure that minutes of the committee meetings are taken and present a copy of the minutes to the Secretary within the two weeks following the meeting. Committee meetings shall be open to all members of the ACA.

(2) Work groups - Work groups will be formed by the Board of Directors for a specific project, and will be dissolved upon the completion of that project. The Board shall appoint the leader of each work group, and the leader shall select the remainder of the group. Work groups will provide regular progress reports to the Board, which retains complete authority over the group, including the power to disband any work group that:

1) Fails to reasonably accomplish its objectives,
2) Outlives its purpose, or
3) Engages in activities that are inconsistent with the purposes of the Atheist Community of Austin.

ARTICLE 6
REMOVAL FROM OFFICE and PROVISIONS FOR ABUSE

(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 ACA activities, statements or actions which oppose the principles and purpose of the ACA, unauthorized use of ACA property or records, making false or misleading statements deemed likely to be misinterpreted as official ACA announcements or outside activities deemed likely to expose the ACA to financial or legal liability or public embarrassment.

(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.

(3) Penalties and Enforcement. Upon Ratification, the Board of Directors may proceed with invoking whatever actions and/or penalties that 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 for the duration of the suspension. 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, reimbursement of monetary damage, expulsion from an elected post or committee membership or ACA events, termination of membership, and/or the initiation of legal proceedings against the individual thus charged.

ARTICLE 7
Code of Ethics

The Atheist Community of Austin (ACA) will comply with the following Code in all of their actions. As long as the ACA is in existence, and except with the prior approval of the Board of Directors, no director, officer, employee or member of the ACA shall:

(a) Do any act in violation of these Bylaws or a binding obligation of the ACA;

(b) Do any act with the intention of harming the ACA or any of its operations;

(c) Do any act that would make it unnecessarily difficult to carry on the intended or ordinary business of the ACA;

(d) Receive an improper personal benefit from the operation of the ACA;

(e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation;

(f) Wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill; and

(g) Use the name of the ACA or any trademark or trade name adopted by the ACA, except on behalf of the ACA or in the ordinary course of the ACA's mission.

ARTICLE 8
Officers

(1) Roster of Officers - The ACA shall have a president and a vice-president elected by the general membership. A secretary, treasurer and such other officers as may be deemed necessary will be elected by the Board from amongst its members and approved by the general membership at the next regular membership meeting. As members of the Board of Directors, all portions of these bylaws that relate to Board members will govern Officers.

Members of the Board of Directors may hold more than one position when necessary to carry out the activities of the organization (except the president and secretary), as determined by the board of directors and approved by the membership

(2) Election, Removal and Term of Office - All officers shall serve one-year terms. The election shall be conducted at the Board of Directors' last meeting of the fiscal year and following the election of the new Board of Directors filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit.

(3) Vacancies - If a vacancy occurs during the term of office for any elected officer, for whatever reason, the Board of Directors shall elect a new officer from amongst its members to fill the remainder of the term as soon as practical, by majority vote of Directors present.

(4) President - The President shall be the chief executive officer of the ACA. The President:

shall serve as the ACA's spokesperson or appoint others as spokespersons and represent the ACA to other groups;

shall supervise and control all of the business and affairs of the ACA;

will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors;

shall preside at all board meetings and shall exercise parliamentary control in accordance with Article 9;

shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws;

with the advice of the Board of Directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors;

may execute any checks, deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. However, the President may not execute instruments on behalf of the ACA if this power is expressly delegated to another officer or agent of the ACA by the Board of Directors, these Bylaws, or statute or as stated elsewhere in these bylaws.

The President shall present information on the state of the organization at a general membership meeting called for that purpose no less than eight weeks prior to the board election.

(5) Vice-President - The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board. The Vice-president shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or delegate.

(6) Secretary - The Secretary will perform or be responsible for ensuring that all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these bylaws shall be performed. The Secretary:

shall attest to and keep the bylaws and other legal records of the ACA or copies thereof, including copies of all minutes;

shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors;

shall keep a record of the names and addresses of the Directors;

shall, with the approval of the Board of Directors, set up procedures for any elections held by the ACA;

shall keep a record of all votes cast in such elections;

shall ensure that all records of the ACA, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors;

shall see that all notices are duly given in accordance with these bylaws or as required by law;

shall see that all books, reports, statements, certificates, correspondence and other documents and records of the ACA are properly kept and filed in accordance with the laws of the State of Texas and resolutions of the Board of Directors.

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. If no member of the Board has been designated the parliamentarian, the Secretary shall serve as the parliamentarian and interpret any ambiguities of the bylaws.

(7) Treasurer - The Treasurer will perform or be responsible for ensuring that all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws shall be performed. The Treasurer:

shall have charge and custody of all funds of the ACA, will oversee and supervise the financial business of the ACA, will render reports, accountings and documents as required by the Federal Government, the State of Texas and the Board of Directors to the Directors;

shall devise a plan providing for the acceptance and disbursement of all funds of the ACA which shall be approved by the Board of Directors;

shall, with the approval of the Board of Directors, set up all checking, savings, and investment accounts of the ACA and deposit all such funds in the name of the ACA in such accounts. The Treasurer's signature shall be one of the authorized signatures for all checking, savings, and investment accounts of the ACA unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors or employee of the ACA as the authorized signatory for a particular type of disbursement;

shall be responsible for insuring the maintenance of all financing records, books, and annual reports of the financial activities of the ACA at the principal office of the ACA and make them available at the request of any Director, member of the ACA or member of the public in accordance with the law of the State of Texas for inspection and copying;

ARTICLE 9
Rules of Procedure

Robert's Rules of Parliamentary Procedure shall govern the proceedings and business of the Board of Directors unless otherwise provided for by the Board.

ARTICLE 10
Indemnification

(1) Insurance - This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents, to cover any liability asserted against or incurred by any officer, director, employee or agent, or arising from the officer's, director's, employee's or agent's status as such.

(2) Indemnification - The ACA shall have the right to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative 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 (whether or not by or in the right of the ACA), by reason of the fact that such person is or was a director, officer, employee or agent of the ACA against all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including attorneys' fees and court costs) actually and reasonably incurred by such person in connection with such action, suit or proceeding to the fullest extent permitted by any applicable law, as amended, and such indemnity shall inure to the benefit of the heirs, executors and administrators of any such person as indemnified pursuant to this Article 10. For the purposes of this article, an agent includes one who is or was serving at the request of the ACA as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. Any repeal of amendment of this Article 10 by the ACA or by adverse changes in applicable law shall, to the extent permitted by applicable law, be prospective only, and not adversely affect the indemnification of any person who may be indemnified at the time of such repeal or amendment.

ARTICLE 11
Operations

(1) 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.

(2) Execution of Documents - Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes or legal written instruments executed in the name of and on behalf of the ACA shall be signed and executed by the President or such other person designated by the Board of Directors, pursuant to the general authorization of the Board. All conveyances of land by deed must be approved by a resolution of the Board of Directors and shall be signed by the President or two other members of Executive Committee, or by two officers if no Executive Committee has been created.

(3) Disbursement of Funds - Financial Transactions that have a value of $500 or more if not included in the annual budget shall require majority approval of the Board of Directors. In all other transactions, the President may dispense the funds of the ACA in accordance with expenditures approved by the Board of Directors and the purposes of the ACA as set out in the Articles of Incorporation and these bylaws. Notwithstanding the above, all checks of more than $500 disbursing funds from any of the ACA's accounts shall require the signatures of at least two individuals as authorized by Board resolution. For purposes of this clause, "signature" shall include electronic approval. Money may only be disbursed from the proper fund that exists for that purpose. These funds include:

- An operating fund. The purpose of the operating fund is to support the normal, day-to-day activities of ACA. 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.

- A building fund. The purpose of the building fund is to accumulate money to be eventually used toward the purchase of a building for ACA use. Normal inflows are to include Randall's Remarkable Card contributions, Amazon.com's percentage of book sales from ACA's website, and any other moneys that ACA's board of directors choose to deposit there. Withdrawals from the building fund may only occur with the approval of 2/3 of the board.

- A permanent fund. The purpose of the permanent fund is to establish an eventual, long-term source of income and emergency cash to ensure ACA's survival. Normal inflows are to include any donation earmarked for the permanent fund, and any other moneys that ACA's board of directors chooses to deposit there. Withdrawals from the permanent fund may only occur with the approval of 3/4 of the entire board. (If the board only consists of three members, there must be unanimous approval to spend from the permanent fund.)

(4) Procurement Policy - The ACA shall adopt and abide by a procurement policy that shall be an addendum to these bylaws.

(5) Records - The ACA will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The ACA will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the ACA.

(6) Privacy - The personal information of current, past and prospective members shall be treated as confidential. Individuals may grant permission for their contact information to be shared within ACA’s membership, however, all membership lists, files and databases of personal data are the property of ACA and may not be sold to, shared with, or given to any individual or organization, atheist or otherwise under any circumstance except as required by law.

(7) Inspection of Books and Records - All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand. The ACA shall keep correct and complete books and records of accounts.

(8) Deposits - All funds of the ACA shall be invested to the credit of the ACA in banks, trust companies, stocks and bonds with a S&P rating of at least A or other depositories that the

Board of Directors selects.

(9) Loans - No Loans shall be contracted on behalf of the ACA and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. The ACA will make no loans to any of its Directors or Officers.

(10) Gifts - The Board of Directors may accept on behalf of the ACA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the ACA. The ACA may make gifts and give contributions only to an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code of 1986, or any successor federal tax code.

(11) Bonding - The Board of Directors may require the Treasurer or others charged with the disbursement of funds to be bonded at the expense of the ACA.

(12) Fiscal Year - The fiscal year of the ACA shall be June 1 through May 31.

(13) Audit - The ACA shall have a periodic external, independent audit every 3 years or as required by the Board of Directors.

ARTICLE 12

Conflicts of Interest

(1) The Directors of this Corporation owe a duty of loyalty to the organization which requires that in serving the ACA they act, not in their personal interests or in the interests of others, but rather solely in the interests of Corporation. Directors must have undivided allegiance to the ACA 's mission and may not use their positions as Directors, information they have about the ACA, or Corporation property, in a manner that allows them to secure a pecuniary benefit for themselves or their relatives.

(2) Business transactions of the ACA in which a Director has an interest shall not be prohibited, but they shall be subject to close scrutiny. Such proposed transactions shall be reviewed carefully to determine that they are in the best interests of Corporation and that they will not lead to conflict of interest. For the purposes of this policy, a Director has an interest in a proposed transaction if he/she has a substantial financial interest in it, or has a substantial financial interest in any organization involved in the proposed transaction, or holds a position as trustee, director, general manager or principal officer in any such organization. Prior to the start of any negotiations, or consideration of any proposal by the organization, Directors are expected to make full disclosure to the best of their knowledge of any substantial financial interest in a proposed transaction by submitting a report to the President or other officer designated by the Board to handle such matters, supplying any reasons why the transaction might not be in the best interest of the ACA. In matters requiring prior approval of the Board of Directors, the President or other officer shall forward copies of this disclosure report to the Board before its approval.

(3) A Director with a substantial interest in a proposed transaction shall not vote on the matter and, depending upon the circumstances, may be excluded from any discussion of the matter.

(4) A Director shall not use inside information of Corporation for his/her personal benefit, or use such inside information or his/her position as Director to the detriment of the ACA. Inside information is information obtained through the Director's position that has not become public information.

For the purpose of this policy, Relative means spouse, parents, siblings, children, grandchildren, the spouses of children and grandchildren, and any other blood relative, if the latter resides in the same household.

(5) Each Director has a duty to place the interests of the ACA foremost in any dealings involving the organization and has a continuing responsibility to comply with the requirements of this Policy. On an annual basis, each Director is required to complete a Director Disclosure Statement as shall be adopted by the Board and attached as Addendum A to these Bylaws.

ARTICLE 13
Amendments

The Board of Directors may adopt Articles of Amendment (amending the Articles of Incorporation) by a vote of two-thirds of Directors present at a meeting where a quorum is present, *followed by ratification of the proposed amendment by the membership*.

ARTICLE 14
Dissolution or Sale of Assets

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 listed within this article.

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 ballots shall be sent to all members in good standing, and shall include the main pro and con arguments. Approval shall require no less than seventy percent (70%) affirmative vote of the ballots returned or postmarked within 20 calendar days.

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. Upon dissolution of the ACA, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501 (c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the ACA shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the ACA.

ARTICLE 15
Changes to the Bylaws

(1) Amendments, additions, or deletions to these bylaws 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 purpose of this Corporation as set forth in the Articles of Incorporation.

(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 Bylaws must be approved by at least a simple majority of the members present and voting.

(4) Changes to the Bylaws shall become effective immediately upon adoption, unless specified otherwise in the motion to adopt.

CERTIFICATE

I, _____, certify that I am the duly elected and acting Secretary of the Atheist Community of Austin and that the foregoing Bylaws constitute the Bylaws of the ACA. These Bylaws were duly adopted by the Board of Directors by Written Consent dated as of December 18, 2005.

DATED AS OF: December 18, 2005

By:

_____, Secretary

Addendum A

Policy on Board of Directors - Qualifications and Responsibilities

All directors shall serve one-year terms. The election shall be conducted as specified in Article 4(4). Directors may serve consecutive terms without limit.

Candidates for the Board of Directors are expected to demonstrate the following qualifications:

- Commitment to the ACA's mission;
- Participation in the ACA's activities, including contributions as a member or chair of a committee or work group;
- Ability to work successfully in a consensus-oriented group environment;
- Tact and diplomacy - grace under pressure;
- Ability to commit time and resources to the ACA;
- High level of integrity and ethical behavior;
- Willingness to assist in fundraising and other activities to support the ACA.

Each member of the board is expected to attend at least 50% of Board meetings in person. Any Director not physically present at 50% of the Board meetings or who misses 3 consecutive Board meetings in a fiscal year shall be deemed to have resigned unless the Board excuses the absences by a majority vote.

In addition to attending meetings of the Board, each member of the Board of Directors is expected to:

- Participate fully and openly in all Board deliberations while providing the best possible advice and guidance;
- Serve as a chair and/or member of appropriate committees established to achieve the organizations' objectives;
- Abide by all of the organization's policies and procedures;
- Maintain the confidentiality, as appropriate, of all information gathered as a result of participation in meetings of the Board of Directors;
- Actively assist the organization in raising funds;
- Avoid conflicts of interest and the appearance of impropriety.

At the beginning of his or her term, each member of the Board of Directors shall sign a statement that he or she has read and understands the ACA's bylaws and policies

Addendum B

Procedure to Remove Directors

A director may be removed if it is determined that the director is or has engaged in conduct that is materially and seriously prejudicial to the interests or purposes of the ACA. Action for removal from the board 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.

Immediately after action has been initiated against a director, the Board of Directors shall implement the following procedure:

A notice shall be sent by certified mail to the last address of the director as shown on the organization's records, setting forth the reasons for the removal 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.

The director shall be suspended from duties effective upon the date of the notice. The suspension shall remain in effect until final action has been taken.

The director being removed 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. The hearing shall be listed on the agenda in the meeting notice sent to the members.

Following the hearing, the membership shall vote on whether the director should be removed or sanctioned in some other way. The decision of the membership shall be final.