

Bylaws of THE ATHEOPAGAN SOCIETY, a Not-for-Profit Religious Corporation

Article 1. Organization. The name of the organization shall be The Atheopagan Society (TAPS). It may be referred to as “The Society”.

Article 2. Purpose.

2.1. General Purpose. As set forth in its Articles of Incorporation, The Atheopagan Society is organized and operated exclusively for religious purposes within the meaning of Internal Revenue Code Section 501(c)(3).

2.2. Specific Purpose. The specific purpose of this corporation is to support and sustain the Atheopagan community in its religious practice of the path of Atheopaganism. Atheopaganism is described in detail in the book *Atheopaganism: an Earth-Honoring Path Rooted in Science*, by Mark Green.

Article 3. Membership.

3.1 Members. The Atheopagan Society is not a membership organization; it does not have “members” as that term is used in the California Corporations Code, nor does it collect membership dues. Participants in The Atheopagan Society events or donors to The Atheopagan Society may be informally referred to as “members,” “members of the Society,” “the community,” or “the Atheopagan Society community,” however, use of these terms does not confer any rights, privileges, benefits, or obligations. Financial donors to The Atheopagan Society shall be referred to as “Patrons”, a status which also does not confer any rights, privileges, benefits, or obligations.

3.1. Clergy. The Atheopagan Society believes that all people are naturally born equal and endowed with the right to control their own spiritual life, and thus that all those who feel so called should have access to ordination. Those individuals who register with The Atheopagan Society for this purpose shall be considered Atheopagan clergy, with all legal rights pertaining thereto. Status as clergy does not confer any rights, privileges, benefits, or

obligations within The Atheopagan Society itself. No financial contribution or other requirement shall be levied in order to register as clergy with The Atheopagan Society other than a requirement to endorse The Atheopagan Principles as described in the Articles of Incorporation.

Article 4. Board of Directors (Council).

4.1. Council. The affairs of The Atheopagan Society shall be governed by a board of directors called the “Council.” Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the activities and affairs of The Atheopagan Society shall be managed, and all corporate powers shall be exercised, by or under the direction of the Council.

4.2. Number of Directors. The Council consists of no fewer than seven and no greater than thirteen directors, collectively called “Council Members” and individually called a “Council Member.”

4.3. First Board of Directors. The first board of directors of The Atheopagan Society shall consist of the Council Members in place when the Articles of Incorporation for The Atheopagan Society were first filed with the California Secretary of State.

4.4. Powers. The Council shall have the following powers:

- a.** To adopt, amend, and repeal bylaws, as set forth in Section 4.5
- b.** To issue, purchase, redeem, receive, take, or otherwise acquire, own, sell, lend, exchange, transfer or otherwise dispose of, pledge, and use equities, bonds, debentures, notes, and debt securities.
- c.** To pay pensions; establish and carry out pension, deferred compensation, saving, thrift, and other retirement, incentive and benefit plans, trusts and provisions for any or all of its employees and persons providing services to it (other than any of its officers or directors) or any of its subsidiary or related or associated corporations; and indemnify

and purchase and maintain insurance on behalf of any fiduciary of such plans, trusts, or provisions with respect to fiduciary liability under them.

d. To levy admission fees and tuitions.

e. To make donations for the public welfare or for community funds, hospital, charitable, educational, scientific, civic, religious or similar purposes excluding purposes prohibited by law.

f. To assume obligations; enter into contracts, including contracts of guarantee or suretyship; incur liabilities; borrow or lend money, or otherwise use its credit; and secure any of its obligations, contracts or liabilities by mortgage pledge, or other encumbrance of all or any part of its property and income.

g. To receive gifts, legacies, bequests, endowments, and grants of money, equities, bonds or property, whether real or personal, tangible or intangible.

h. To raise money by the use of charitable subscriptions, drives, grant applications or solicitations.

i. To conduct religious and educational programs consistent with the purpose of The Atheopagan Society.

j. To sue and be sued.

k. To hire employees or contractors as needed and feasible.

l. To do and perform every lawful act or thing which shall be necessary and proper for carrying into execution the foregoing powers and all other powers vested in this corporation by its Articles of Incorporation or by the laws of the United States or the State of California.

4.5 Meetings and Decisions.

- a.** The Council shall hold an annual meeting approximately once per year (the “Annual Council Meeting”). To the extent practicable, the Annual Council Meeting shall be attended by all Council Members from the preceding term as well as those individuals who are Candidates to join the Council for the subsequent term (as described in Section 4.5). At the Annual Council Meeting, the Council shall (i) install Officers (as further described in Section 5.2), (ii) transition from one Council term to the subsequent term (as further described in Section 4.4.b), and (iii) conduct any additional business, long-term planning, or other activities that the Council deems appropriate.
- b.** At the Annual Council Meeting, (i) each Council Member from the preceding term shall state his or her intention to either leave the Council or remain on the Council for an additional term, and (ii) each Candidate shall state his or her intention to either join the Council or not join the Council. The conclusion of the statements of intention described in (i) and (ii) of this paragraph shall mark the transition between the end of the preceding term and the commencement of the subsequent term (the “Council Transition”).
- c.** The Council shall meet at least three times per calendar year in addition to the Annual Council Meeting, at times agreed on in advance by the Council Members. Additional meetings may be called by the Secretary, Chair, or any two Council Members.
- d.** Council meetings are chaired on a rotating basis by Council Members. Agendas of Council meetings are also created by Council Members on a rotating basis.
- e.** When making decisions, the Council values each Council Member’s opinion and strives to address the concerns of each Council Member, especially any concern that would cause a Council Member to block implementation of a proposal. Decision-making processes are specified in the Policy Handbook (defined in Section

7.3). For all matters not specifically addressed in these Bylaws, issues before the Council shall be decided in accordance with the processes specified in the Policy Handbook, as amended by the Council from time to time.

f. Quorum for a meeting of the Council shall be a majority (more than 50 percent) of the current Council Members, exclusive of any Council Member on a leave of absence (as described in Section 4.8). If a quorum is present at the commencement of a meeting, a quorum will be assumed for the entire meeting. If a quorum is not present, Council Members may still meet informally but shall not make any decisions binding upon The Atheopagan Society or the Council, and such informal meeting shall not count toward the requirement of three meetings per year set forth in these Bylaws.

g. At the discretion of the Council, a Council Member may attend a meeting by telephone, online video conferencing, or any means by which all Council Members who are participating in the meeting can communicate with each other.

h. Each Council Member is expected to communicate to the Council as far in advance as possible if he or she will not be able to attend a Council meeting.

i. Any action required or permitted to be taken by the Council may be taken without a meeting if Council Members agree to adopt the proposal in writing by mail, electronic mail, or other electronic medium in accordance with the procedures detailed in the Policy Handbook.

j. Decisions made by remote means pursuant to Section 4.4.i shall be recorded in the meeting notes of the next Council meeting.

k. Any reference to “all Council Members” in these Bylaws means each and every current Council Member, regardless of a Council Member’s presence at a particular meeting or participation in a particular discussion or decision.

4.6. New Council Members.

a. Approximately once each year, the Council shall consider whether to invite one or more individuals (referred to in these Bylaws as “Candidates”) to join the Council for the subsequent term. Approval of a Candidate to receive an invitation to join the Council requires unanimous agreement of all current Council Members, exclusive of any Council Member on a leave of absence (as described in Section 4.8).

b. Candidates shall be selected on the basis of their commitment to the Atheopagan Principles and the Atheopagan community, their representation of the diverse nature of the community, and their disposition and skill sets which may be expected to be useful to the functioning of the Council.

c. A Candidate is expected to attend the Annual Council Meeting. If a Candidate cannot attend the Annual Council Meeting, he or she may join the Council only with the approval of the Council in place immediately prior to that Annual Council Meeting.

d. A Candidate must decide whether or not to join the Council no later than the time of the Council Transition during the Annual Council Meeting immediately following receipt of an invitation to join the Council. A Candidate who decides not to join the Council may be considered as a Candidate again in future years.

e. If a Candidate agrees to join the Council, he or she shall read, review, and agree to adhere to these Bylaws, as amended from time to time, and any other The Atheopagan Society governance documents provided by the prior Council, as well as to uphold the Atheopagan Principles to the best of their ability.

f. At any time, the Council may choose to invite one or more individuals to join the Council for the remainder of a current term if it determines that doing so would be in the best interest of The Atheopagan Society. Approval of such an individual to receive an invitation to join the Council mid-term requires unanimous agreement of all current Council

Members, exclusive of any Council Member on a leave of absence (as described in Section 4.8).

4.7. Term of Council Members.

a. A Council Member's term lasts approximately two years. A Council Member's term begins at the conclusion of the Council Transition during an Annual Council Meeting and ends at the conclusion of the Council Transition during the Annual Council Meeting two years after the Council Member joined the Council.

b. Council Members typically serve for up to three terms consecutively. An active Council Member does not require an invitation from the remaining Council Members to serve a second or third consecutive term. Each Council Member must decide whether or not to serve a second or third consecutive term no later than the end of the Council Transition during the Annual Council Meeting immediately preceding the term in question.

c. A Council Member may serve additional terms after the first three consecutive terms only with the unanimous approval of the Council in place immediately prior to the Council Transition that would begin the new term.

d. At the completion of three consecutive terms, and unless the Council approves any subsequent terms, a Council Member must leave the Council for at least one year before he or she is eligible to return as a Council Member.

e. Any Council Member who joins the Council between Annual Council Meetings may serve until the next Annual Council Meeting, at which time they may choose whether to serve for the next term. If their partial term is longer than six months, it shall count toward the three-term limit applicable to all Council Members. If the partial term is six months or less, it shall not count toward the three-term limit applicable to all Council Members.

4.8. Responsibilities of Council Members. Duties of Council Members include the following, as may be amended or expanded by the Council from time to time:

- Hold the vision of The Atheopagan Society
- Attend Council meetings
- Participate in Council discussions and decisions at Council meetings
- Participate in Council discussion and decisions via electronic communication (or in person) between Council meetings
- Attend the Annual Council Meeting
- Participate in long-range planning for The Atheopagan Society
- Arrange the logistics of The Atheopagan Society events
- Attend The Atheopagan Society events when possible
- Facilitate The Atheopagan Society events as available
- Mentor community participation in The Atheopagan Society events
- Represent The Atheopagan Society to the wider community
- Ensure the financial health and legal compliance of The Atheopagan Society
- Participate in fundraising efforts in support of The Atheopagan Society as determined by the Council

4.9. Leave of Absence from the Council. A Council Member may take a leave of absence of up to three months' duration, at his or her own discretion. A leave of absence may be extended beyond three months at the discretion of the Council. Only one leave of absence may be taken per Council Member in any twelve-month period. Notification of a leave of absence should be made in person at a Council meeting or delivered to all Council Members in writing by mail or electronic mail. A Council Member on a leave of absence is expected to attend any Annual Council Meeting that occurs during the period of the leave of absence. If a Council Member on a leave of absence cannot attend an

Annual Council Meeting, advance approval from the Council in place immediately prior to that Annual Council Meeting is required in order for him or her to stay on the Council for a subsequent term.

4.10. Resignation from the Council. A Council Member may resign at any time by notifying all other Council Members in writing.

4.11. Removal from the Council. Removal of a Council Member may be enacted whenever the Council deems that it would serve the best interests of The Atheopagan Society.

a. Removal of a Council Member for any reason requires unanimous agreement of all Council Members, exclusive of the Council Member in question and any Council Member on a leave of absence.

b. The Council shall consider whether it is appropriate to remove a Council Member if he or she misses either (i) every meeting during any six-month period, except in instances when the Council Member is on a leave of absence pursuant to Section 4.8, or (ii) more than 50 percent of the meetings during his or her term, exclusive of the time during the term that is coextensive with a leave of absence taken pursuant to Section 4.8.

c. The Council may consider removing a Council Member who has had fewer absences than the circumstances described in Section 4.10.b if such removal would serve the best interests of The Atheopagan Society.

4.12. Replacement Council Members. If a Council Member's leave of absence, resignation, or removal from the Council causes the Council to fall below five Council Members, the Council must act promptly—and no later than three months following the first day of the Council Member's leave of absence, resignation, or removal from the Council—to add a new Council Member. A replacement Council Member must be approved by unanimous agreement of all current Council Members, exclusive of Council Members who are taking a leave of absence, are resigning, or have been removed.

4.13. Conflict of Interest.

- a.** A “Conflict of Interest” shall exist whenever a Council Member has an interest in a transaction relating to The Atheopagan Society or a decision pending before the Council in which he or she, his or her business or other not-for-profit affiliates, his or her employer or employees, his or her family or significant other, or his or her close associates might receive a benefit or gain.
- b.** A Council Member must promptly disclose to the Council any Conflict of Interest that he or she is aware of.

4.14. Recusal.

- a.** A Council Member who discloses a Conflict of Interest shall be recused from any decision-making processes relating to the matter that is the subject of the Conflict of Interest.
- b.** A Council Member who feels for any reason that his or her objectivity is compromised in regard to a particular matter may (or may be required by the remaining Council Members to) recuse himself or herself from decision-making processes relating to that matter.
- c.** A recused Council Member may present facts pertaining to the matter that is the subject of the recusal but may be asked to leave the room when relevant proposals are discussed and decisions enacted at Council meetings or may be asked to refrain from participating in online discussions relating to that matter.
- d.** For the purpose of carrying a proposal, the Council does not include Council Members who have been recused pursuant to this Section 4.13. During a recusal, the non-recused Council Members shall ensure that any approved decisions serve the best interests of The Atheopagan Society.

e. The minutes of meetings at which a recusal took place shall record the recusal and the rationale for any decision made by non-recused Council Members.

Article 5. Officers.

5.1. Officer Positions.

a. The Atheopagan Society shall have three formal officer positions: Chair, Secretary, and Treasurer, who shall collectively be called the “Officers.” The offices of Treasurer and Secretary may be held by the same person. The Chair shall not hold an additional office. Officers must be current Council Members.

b. The Atheopagan Society shall have an informal officer position: Vice Chair.

5.2. Election of Officers and Terms of Office.

a. The timing of Officer elections shall be determined by the Council. The Council Member being considered for election or re-election to office shall not participate in the decision-making process pertaining to the election or re-election.

b. An Officer’s term lasts approximately one year, subject to renewal by re-election. An Officer’s term begins at the conclusion of the Council Transition during the Annual Council Meeting following his or her election and ends at the conclusion of the Council Transition during the following year’s Annual Council Meeting.

c. The first Officers of The Atheopagan Society shall be those in place on the date when these Bylaws are first approved by the Council, and their term shall last until the Council Transition during the following Annual Council Meeting.

5.3. Responsibilities of Officers.

a. Chair. The Chair shall ensure that the administration and conduct of the business and affairs of The Atheopagan Society are in keeping with its Articles of Incorporation, Bylaws, other decisions enacted by the Council, and applicable legal requirements.

b. Secretary. The Secretary shall ensure that meetings of the Council occur at least three times per calendar year in addition to the Annual Council Meeting. The Secretary shall ensure that the Council maintains an accurate record of who attended all meetings of the Council and all decisions made at its meetings or between meetings. In addition, the Secretary shall ensure that decisions of the Council that affect the The Atheopagan Society community are disseminated to the The Atheopagan Society community in a timely fashion by a means reasonably available to any interested person. The Secretary shall ensure that the records of The Atheopagan Society are maintained pursuant to Section 9.8. Other Council Members may carry out these duties; in such instances, the Secretary is responsible only for oversight.

c. Treasurer. The Treasurer shall ensure that The Atheopagan Society maintains all financial records required by law and that those records are accurate. The Treasurer shall ensure that all funds are recorded, spent, and monitored in a manner consistent with legal requirements and sound financial management. The Atheopagan Society and the Council value transparency in financial matters. The Treasurer shall maintain financial records such that participants in The Atheopagan Society events who inquire can obtain an accounting of funds received and funds spent.

d. Limited Powers. No Officer is endowed with special powers or decision-making authority beyond those of other Council Members, except as set forth in these Bylaws or to the extent required by law.

5.4. Resignation and Removal of Officers.

a. A Council Member may resign his or her position as an Officer, with or without resigning his or her position as a Council Member, at any time by notifying the Council either in person at a Council meeting or by notifying all other Council Members in writing. An Officer may not take a leave of absence from his or her Officer position.

b. Removal of an Officer may be enacted whenever the Council deems that it would serve the best interests of The Atheopagan Society. The Officer being considered for removal shall not participate in the decision-making process relating to the potential removal.

c. In the event that the Chair resigns or is removed from office, resigns or is removed from the Council, takes a leave of absence from the Council, or is otherwise unable to perform his or her duties as Chair as determined by the remaining Council Members, the Vice Chair shall become the Chair and shall assume all duties and responsibilities of the Chair.

d. In the event that the Secretary or Treasurer resigns or is removed from office, resigns or is removed from the Council, takes a leave of absence from the Council, or is otherwise unable to perform his or her duties as Secretary or Treasurer as determined by the remaining Council Members, the Council shall act promptly to appoint a new Secretary or Treasurer.

Article 6. Committees.

6.1. Creation and Structure of Committees. Committees may be appointed by the Council and may include both Council Members and people who are not Council Members. Committees other than the Finance Committee may be created, altered, or dissolved at any time at the discretion of the Council. The

duration, tasks, and powers of committees will be determined by the Council. Committees shall not be empowered to enact major decisions on behalf of the Council but may be given authority to carry out ministerial tasks and may bring non-binding recommendations to the Council for approval.

6.2. Finance Committee.

- a.** Beginning no later than the first Annual Council Meeting following initial adoption of these Bylaws, a standing Finance Committee shall be established.
- b.** The membership of the Finance Committee shall include the Treasurer and at least two other individuals approved by the Council. Such other individuals may but need not be Council Members. Terms of service on the Finance Committee shall be determined by the Council.
- c.** The Finance Committee shall be responsible for evaluating The Atheopagan Society's financial statements and procedures in order to determine that adequate fiscal controls and procedures are in place and that The Atheopagan Society is in good financial health. At the discretion of the Council, such evaluation may be delegated to an external consultant if there are sufficient resources to pay such consultant.

Article 7. Governance Documents.

7.1. Amendments. Amendment, alteration, or repeal of these Bylaws or Atheopagan Society's Articles of Incorporation may be enacted only by unanimous agreement of all Council Members, exclusive of any Council Member on a leave of absence.

7.2. Separate Parts. If any part of these Bylaws shall be found in any action, suit, or proceeding to be legally invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

7.3. Policy Handbook. The Council shall maintain a collection of governance policies and procedures known as the “Policy Handbook.” The Policy Handbook shall include but not be limited to the policies and procedures specifying the decision-making processes of the Council. The Policy Handbook may be amended and updated from time to time at the Council’s discretion.

7.4. Conflict. In the event of conflict between these Bylaws and the Policy Handbook, these Bylaws shall govern. In the event of conflict between The Atheopagan Society’s Articles of Incorporation and these Bylaws, the Articles of Incorporation shall govern.

Article 8. Compensation and Reimbursement.

8.1. No Compensation. Council Members shall not be compensated for their service as Council Members, Officers, or committee members. The Atheopagan Society shall make no loans to its Council Members, Officers, or committee members.

8.2. Reimbursement of Expenses. With the approval of the Council, Council Members may be reimbursed for expenses incurred in performance of their duties as Council Members. Expenses must be documented (for example, by providing receipts, invoices, or relevant correspondence) prior to reimbursement.

8.3. Compensation for Unrelated Services. With the approval of the Council, a Council Member may be paid for providing services that the Council would otherwise need to purchase from an independent contractor. Any payments to a Council Member shall be reasonable and shall not exceed fair market value.

Article 9. Financial and Legal Arrangements.

9.1. Fiscal Year. The fiscal year of The Atheopagan Society shall be the calendar year.

9.2. Legal Documents. The Council may authorize the Chair or any other Council Member to sign contracts, enter into agreements, or execute other documents or instruments on behalf of The Atheopagan Society as necessary in order to carry out the missions and programs of The Atheopagan Society. Such authority may be given to other agents of The Atheopagan Society for general or specific purposes.

9.3. Monetary Funds and Gifts. The Council may authorize any Council Member to handle funds or accept donations, gifts, bequests, or items of value on behalf of The Atheopagan Society. At the Council's discretion, such authority may be given to other agents of The Atheopagan Society for specific purposes.

9.4. Deposits. All funds of The Atheopagan Society shall be promptly deposited in Atheopagan Society accounts with banks, credit unions, trust companies, or other depositories selected by the Council.

9.5. Checks and Disbursements. The Council may authorize any Council Member other than the Treasurer to sign checks, drafts, or other orders for payment of money or to sign notes or other evidences of indebtedness issued in the name of The Atheopagan Society. In the absence of such determination, such instruments may be signed by the Chair or members of the Finance Committee other than the Treasurer.

9.6. Use of Funds. Use of The Atheopagan Society funds shall be consistent with the purposes specified in Article 2.

9.7. Procedures. The Atheopagan Society shall document its procedures for handling funds in its Policy Handbook.

9.8. Records.

- a. Any legal document requiring an original signature shall be stored and maintained by the Chair or, at the discretion of the Council, by another Council Member.
- b. The Atheopagan Society shall use an online application that is reasonably accessible to all Council Members to store its documents, financial records, and procedures for handling funds. Documents and records shall be backed up to a physical data storage device (or devices) kept in a safe and secure place (or places) as specified by the Council. Documents stored and secured in this manner shall include but need not be limited to (i) correct and complete financial records, (ii) notes on the decisions made at all meetings of the Council, (iii) a record of the names and addresses of the Council Members and Officers, (iv) the Articles of Incorporation, (v) these Bylaws and any amendments thereto, and (vi) the Policy Handbook.
- c. All records of The Atheopagan Society may be inspected by any Council Member or his or her agent or attorney for any proper purpose at any reasonable time.
- d. A copy of any record described in Section 9.8.b shall be made available to any participant in The Atheopagan Society events who asks to review it.

9.9. Employees. The Council may, should it determine this to be in the best interests of The Atheopagan Society, engage employees or contractors, complying with all applicable laws.

Article 10. Indemnification and Insurance.

10.1. Indemnification. Unless otherwise prohibited by law, The Atheopagan Society shall indemnify any present or former Council Member against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including

appeals) to which he or she may be or is made a party by reason of being or having been a Council Member, subject to the limitation, however, that there shall be no indemnification in relation to matters in which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to The Atheopagan Society for damages arising out of his or her own negligence or misconduct in the performance of a duty to The Atheopagan Society.

10.2. Expenses. Amounts paid in indemnification of expenses and liabilities may include but shall not be limited to counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against and amounts paid in settlement by such Council Member. The Atheopagan Society may advance amounts pursuant to such indemnification to any Council Member, provided, however, that such Council Member shall undertake to repay or to reimburse such expense if it should ultimately be determined that he or she is not entitled to indemnification under this Article.

10.3. Non-Exclusion. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such Council Member may be entitled under any statute, bylaw, agreement, vote or consent of the Council, or otherwise and shall not restrict the power of The Atheopagan Society to make any indemnification permitted by law.

10.4. Insurance. The Council may authorize the purchase of insurance on behalf of any Council Member or other agent against any liability asserted against or incurred by him or her that arises out of such person's status as a Council Member or agent or out of acts taken in such capacity, whether or not The Atheopagan Society would have the power to indemnify the person against that liability under law.

Article 11. Dissolution. Dissolution of The Atheopagan Society may be enacted by unanimous agreement of all Council Members, exclusive of Council Members on a leave of absence. The Chair in place at the time of the agreement to dissolve shall be responsible for ensuring that the dissolution proceeds according to law. Any assets remaining after resolution of outstanding debts may be liquidated. The assets or the proceeds after

liquidation of assets shall be transferred to a nonprofit organization with a compatible mission agreed on before the dissolution by the Council.

Bylaws approved by unanimous agreement of the Council of The Atheopagan Society on June 21, 2020

Attested to this 21st day of June, 2020, at Santa Rosa, California,

Secretary