

AMENDED AND RESTATED
TRI-STATE FREETHINKERS BYLAWS

Article I: Name

The name of this organization shall be Tri-State Freethinkers (“TSF”). The business of the organization may be conducted as Tri-State Freethinkers; Tri-State Board Games; Tri-State Atheists; Tri-State Skeptics; Tri-State Freethinkers, LLC; and March for Science Cincinnati.

Article II: Purpose and Power

Tri-State Freethinkers is a non-profit organization and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501c3 of the Internal Revenue Code.

Tri-State Freethinkers' purpose is, as an openly and committedly secular organization, to promote activism, community service, education, and social events in Kentucky, Ohio, and Indiana.

The organization shall have the power, directly or indirectly, alone or in conjunction, affiliation, or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purpose for which the organization is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purpose. The powers of the organization may include, but not be limited to, the acceptance of contributions, donations, dues, grants, or any other source of revenue approved by the board, from the public and private sectors, whether financial or in-kind contributions.

Article III: Membership

Paid membership, and any benefits of said membership, shall be obtained in the form of dues determined and collected by members of the Board or appropriate committee. Additionally, Tri-State Freethinkers may charge for admittance or suggest a donation for events as appropriate.

TSF, through its board, may, with or without prior warning, suspend, revoke, or disaffirm the membership and voting rights of any TSF member, TSF officer, or TSF board member who expresses or commits, or who has, anytime in the past, expressed or committed, illegal, abusive, defamatory, obscene, physically threatening, or extremely disruptive behavior detrimental to TSF, TSF's purpose, TSF's nonprofit status, or TSF's reputation, without any refund, compensation, or indemnification needing to be provided to the person being suspended or disassociated. No TSF member, officer, or board member may represent TSF except as provided in these bylaws or resolution of the board, and attempting to do so is grounds for the board to immediately suspend, revoke, or disaffirm a TSF member, officer or board member's membership and voting rights without any refund, compensation, or indemnification needing to be provided to the person being suspended or disassociated.

Membership shall be granted and maintained as to all individuals without regard to race, color, national origin, religion or lack thereof, gender, civil partnership or marital status, sexual orientation, disability, age, political affiliation, occupation, veteran status, ancestry, familial status, or any characteristic protected by applicable law.

Article IV: Board

Tri-State Freethinkers shall have a board consisting of at least 5 and no more than 15 members, who shall serve without pay. Within these limits, a two-thirds supermajority of the TSF membership, at the annual meeting for the election and bylaws vote, may increase or decrease the number of board members serving on the board in the following calendar year, except that, once elected, a board member, unless suspended or removed for cause as provided in these bylaws, shall be allowed to serve out that board member's full term.

All organizational powers shall be exercised by or under the authority of the board and the affairs of Tri-State Freethinkers shall be managed under the direction of the board, except as otherwise provided by applicable law. All board decisions shall be by majority vote of a quorum, unless otherwise stated in these bylaws.

Terms:

- a. All board members shall be elected to serve a two-year term. A term may be extended until a successor has been elected, or terms may be served in succession.
- b. Elections shall be held during the fourth quarter of each calendar year, if there are any terms that are ending during the given calendar year.
- c. The term of office shall be considered to begin the very next January 1st and end on December 31st of the appropriate year.

Qualifications:

In order to be eligible to serve and continue to serve as a board member, an individual must

- a. be at least 18 years of age;
- b. be a paid member, whose dues are current;
- c. attend at least half of all regularly scheduled monthly TSF-wide meetings on a rolling four-month basis;
- d. once a board member, attend all board meetings, not including excused absences approved by the board, which approval shall not be unreasonably withheld
- e. actively participate in at least one each of TSF-sponsored community service, education, and social events during a rolling four-month basis, both before and after becoming a board member, not counting, for current board members, excused absences approved by the board, which approval shall not be unreasonably withheld;
- f. lead or propose to lead a project within TSF that is in line with TSF's purpose, and that has either been approved by the board, or is to be proposed to the board; and
- g. not be a member of the same household as a board member who would serve concurrently.

If already a board member or officer, failure to maintain the qualifications above, or failure to faithfully conduct their duties under these bylaws can result, by a majority decision of the board, in immediate removal from the board.

Nomination and Election:

- Prospective board members may be nominated by any three members of the organization, not including themselves.
- Board members shall be elected by the majority vote of the membership of TSF attending, virtually or in person, at the regular open monthly meeting during the fourth quarter of a given calendar year scheduled for the purpose of the election, which election is to be announced to the entire membership of TSF through the usual written announcement method at least thirty days in advance.
- The current President of the Board will cast the deciding vote in the event of a tied vote so long as the president does not have a conflict of interest. A conflict of interest would include but not be limited to voting for themselves or a member of the same household. If the president has a conflict of interest in casting the tiebreaking vote, the vice president shall cast the tiebreaking vote, or, if the vice president is conflicted, then the treasurer, or, if the treasurer is conflicted, then the secretary. When casting a tiebreaking vote, it does not matter that the one casting the vote has already voted in the vote that led to the tie. Absentee votes will be accepted in writing, including via mail or other recorded electronic means, and must be received by the board officers prior to the end of the designated election meeting.

Candidates for board member status must inform the existing board of any potential conflicts of interest, including professional or political, and any misdemeanor or felony convictions or professional sanctions. Election to or maintenance of board member status will not necessarily depend on reported convictions or sanctions.

The board shall have a minimum of six meetings each calendar year at times and places fixed by the board. Being physically present at board meetings is strongly preferred, but appropriate extenuating circumstances approved by a majority of the board may allow for telephone or video conference. Board members shall decide issues by a majority vote of those attending except where otherwise specified within the organization's bylaws. Board members may abstain from voting and will then be subtracted from the total number of votes to be considered for a majority or supermajority.

At all meetings of the Board, the physical or virtual presence of at least two-thirds of the voting members of the Board in office shall be necessary and sufficient to constitute a quorum for the transaction of business or vote. If a quorum is not present at any meeting, the meeting may be adjourned from time to time by a majority of the board members present until a quorum as aforesaid shall be present.

Meetings of the board shall be closed, unless a majority of the board decides otherwise. Except for the president, or the vice president acting properly in the president's place, board members shall not discuss non-public board business, except with other board members, without

authorization from the board. Without prior board authorization, no board member or officer may share with non-board members non-public board business that may be detrimental to TSF, TSF's purpose, TSF's nonprofit status, TSF's reputation, or TSF's attorney-client privilege, without board approval.

The board may not take any action that would invalidate TSF's nonprofit status, and any such action shall be void and of no effect.

Article V: Committees

The Board may designate committees to serve as extensions of the board to work towards the progress of organizational goals.

Meetings of the committees shall be closed, unless a majority of the committee decides otherwise. Any board member may attend any committee meeting, whether the meeting is open or closed.

Article VI: Officers

The officers of the organization, who shall serve without pay but whose legitimate, substantiated expenses in executing their officer duties, pre-approved by either the president (or vice president acting properly in the place of the president) or the treasurer, shall be reimbursed by TSF, shall be a board president, vice-president, secretary, treasurer, and counsel, all of whom shall be chosen by the Board, and all of whom serve at the pleasure of the Board. To be eligible for the positions of president and vice-president, one must first be a member of the Board for at least one full twelve-month period. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers.

President

The board president shall be the chief volunteer officer of TSF. The board president shall lead the board members in performing the Board's duties and responsibilities, including, if present, presiding at all meetings of the board members, and shall perform all other duties necessary, appropriate, and incident to the office or properly required by the board. The president shall execute board-approved decisions, or delegate to board officers, board members, or TSF members to execute such board-approved decisions.

Vice President

In the absence or disability of the board president, the vice-president shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall defer to the president in executive matters, but shall have such other powers and perform such other duties prescribed for them by the board or the board president, consistent with board resolutions.

Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and a written record of significant actions of the board and committees. The minutes of each meeting shall

state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with applicable law and these Bylaws. The secretary shall cause notice to be given of all meetings of board members and committees as required by the Bylaws. The secretary shall keep track of the qualifications of board members and board member candidates. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, an assistant secretary to assist in performance of all or part of the duties of the secretary.

Treasurer

The treasurer shall be the lead board member for oversight of the financial condition and substantial financial affairs of TSF. The treasurer shall oversee and keep the board informed of the financial condition of TSF and of audit or financial review results. In conjunction with other members or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of TSF, are made available to the board on a timely basis or as may be required by the board. The treasurer shall perform all duties properly required by the board or the board president. The treasurer may appoint, with approval of the board or the board president, a qualified fiscal agent or qualified member of TSF to assist in performance of all or part of the duties of the treasurer.

Counsel

The counsel shall be an attorney-at-law in good standing and active status with said attorney's state bar licensing authority. The counsel shall be a non-voting board member (who may still vote in the general TSF elections and annual bylaws votes), who shall not be counted when determining either quorums, majorities or supermajorities of the board. The counsel shall advise the board as to all legal matters, and shall take reasonable steps to ensure the protection of the attorney-client privilege and attorney-client confidentiality of such consultations. The counsel may keep a separate set of minutes, communications, and record of actions by the board that the counsel considers to be subject to attorney-client privilege or attorney-client confidentiality, and may exclude same from the Secretary's regular minutes and records. The counsel's client for attorney-client privilege, attorney-client confidentiality, and loyalty purposes shall be considered only TSF as a whole, as represented by its board as a whole, and not any one or more TSF members, board members, or officers. If there are no attorneys-at-law who are Board members, the Board may choose a Counsel who is not a Board member or who is not even a TSF member, or may decide to proceed without a Counsel. No Board member or TSF member shall be paid attorney fees or other professional fees for serving as Counsel, but, if necessary to secure counselor services, the Board may choose to hire and pay an outside attorney reasonable attorney fees and expenses to serve as TSF's Counsel.

Non-board member positions

The board may designate additional positions of the organization and may appoint and assign duties to other non-board members of the organization. Such additional positions shall not be considered TSF officers.

Any officer removed or disassociated for any reason shall be replaced by the board as soon as possible.

Meetings of the officers shall be closed, unless the president or vice president sitting in the president's place decides otherwise. Any board member may attend any officers' meeting, whether the meeting is open or closed. The officers need not take votes amongst themselves when executing their duties, as decisions regarding executing the bylaws and/or resolutions of the board shall be decided by the president (or the vice president when properly acting in place of the president), except as to oversight of the financial condition and substantial financial affairs of TSF, which shall be decided by the Treasurer. Unresolvable disagreements between the president and the treasurer as to what constitutes oversight of the financial condition and substantial financial affairs of TSF shall be decided by the board upon request of any board member. The board shall be kept apprised as soon as possible, in writing or in board meetings, of all significant, substantive actions the officers take on behalf of TSF that were not previously approved by the board, including but not limited to financial commitments in the amount or value of \$2,000 or greater. The board may, at any time, override any decision or action by any of the officers.

Article VII: Contracts, Loans, Checks and Deposits

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, Tri-State Freethinkers. Such authority may be general or confined to specific instances, and shall be consistent with TSF's purpose and these bylaws. Signatures of the president, vice president, or the treasurer on checks, contracts, or other legal documents paying or committing TSF funds or assets in the amount or value of up to \$5,000 shall be legally binding upon TSF, as to third parties, without need for a resolution of the board.

Notwithstanding the immediately-preceding paragraph, the designated officers (President, Vice President, and/or Treasurer) may make purchases for the organization, consistent with TSF's purpose, of less than \$300 total in any given rolling seven calendar day period without prior approval. Purchases of \$300 and up to less than \$2,000 total in any given rolling seven calendar day period require the internally recorded approval of three of the four voting officers, and must be consistent with TSF's purpose. Purchases at or above \$2,000 total in any given rolling seven calendar day period require a majority vote of approval from the board, and must be consistent with TSF's purpose.

All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board may select. The treasurer will record receipt of donations, dues, and other payments along with all Organizational spending within the QuickBooks application or other software program as decided by the board.

Article VIII: Indemnification

TSF shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or board member of TSF against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement

payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of TSF; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the board.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this article which adversely affects the right of an indemnified person under this article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This article constitutes a contract between TSF and the indemnified officers and board members. No amendment or repeal of the provisions of this article which adversely affects the right of an indemnified officer or board member under this article shall apply to such officer or board member with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

TSF shall maintain a level of board insurance appropriate for non-profits similar to TSF.

Article IX: Tax-Exempt Non-Profit Status

TSF is a Kentucky non-profit corporation organized exclusively for charitable, educational, and scientific purposes under section 501c3 of the Internal Revenue Code.

Section 1. Activities Not Permitted: Notwithstanding any other provision of these bylaws, TSF shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501c3 of the Internal Revenue Code.

Section 2. No Lobbying: In carrying out its mission, TSF shall not attempt to influence legislation as a substantial part of its activities, nor shall it participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office unless Counsel has determined such activity will not jeopardize TSF's non-profit status.

Section 3. No Private Inurement: No part of the net earnings or assets of TSF shall inure to the benefit of, or be distributable to, its board members, officers, members or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose and mission set forth herein.

Section 4. Dissolution: TSF may be dissolved only by approval given by a two-thirds supermajority of the TSF membership attending, virtually or in person, a special meeting noticed at least thirty calendar days in advance, and specifically called for that purpose. Upon dissolution or other termination of the organization, all remaining assets, after payment in full of all its debts, obligations and necessary final expenses, or making adequate provision therefor, shall be distributed to such tax-exempt organizations (with similar purposes to those of TSF) as shall be chosen by the then-existing board.

Article X: Sexual Harassment Policy

TSF is committed to providing a safe and welcoming environment for all its members, guests, and anyone who comes into contact with TSF, TSF's Board members, TSF's officers, TSF's members, and TSF guests, free from sexual harassment. TSF will operate a low tolerance policy for any form of sexual harassment, treat all incidents seriously, and promptly investigate all allegations of sexual harassment. TSF's Board and officers shall keep all allegations and investigations of sexual harassment confidential, except as necessary to conduct the investigation, as required by governmental or judicial process, to appropriately protect all involved parties, and to appropriately protect TSF and its mission. The person making the allegation of sexual harassment and the alleged perpetrator shall, however, be under no obligation from TSF to keep the alleged sexual harassment confidential. TSF, its Board members, its officers, and its members shall enter into no non-disclosure agreements or similar confidentiality agreements regarding the alleged sexual harassment. No one may be victimized or retaliated against in any way for making a complaint of sexual harassment.

Sexual harassment is unwelcome conduct of a sexual nature which makes a person feel offended, humiliated and/or intimidated. It includes situations where a person is asked to engage in sexual activity, as well as situations of a sexual nature which create an environment which is hostile, intimidating or humiliating for the recipient. Sexual harassment can involve one or more incidents and actions constituting sexual harassment may be physical, verbal and non-verbal.

Sexual harassment by any TSF Board member, officer, member, or guest is prohibited whether it takes place within or during a TSF event or meeting or outside of same, regardless of whether the victim is a member of TSF or not, regardless of any relationship between the victim and the alleged perpetrator, and regardless of location or time. The victim is under no obligation under this policy to inform the alleged perpetrator that the alleged conduct is unwanted.

No victim is required to report sexual harassment to anyone under this policy. Any allegation, news, report, rumor, or evidence of sexual harassment learned of by any TSF Board member, TSF officer, or TSF member, whether reported as a formal complaint or not, whether hearsay or not, whether supported by evidence or not, whether corroborated or not, shall be immediately reported by the person learning of same to a TSF Board member, who shall then immediately report same to the TSF Board as a whole. As a precaution, any TSF Board member, officer, member, or guest alleged or suspected pursuant to the above reporting to have committed sexual harassment shall be immediately removed and unwelcome from all TSF positions, activities, or events pending the completion of an investigation by the Board.

The Board, not including any Board member who has been accused or suspected of the sexual harassment in question or any Board member with a conflict of interest, shall conduct an investigation that includes:

- interviewing the victim, if available, and the alleged harasser, if available, separately;
- interviewing other relevant third parties separately;
- reviewing any available evidence;
- deciding in good faith and without favor whether or not the incident(s) of sexual harassment is likely to have taken place;
- producing a written report detailing the investigations and findings;
- keeping a record of the investigation and all actions taken;
- ensuring that the all records concerning the matter are kept confidential pursuant to the terms of this article; and
- ensuring that the process is done as quickly as possible and in any event within 30 days of the complaint being made.

Anyone who has been found by the Board to have likely seriously sexually harassed another person under the terms of this policy shall be immediately and permanently barred from all TSF membership, positions, events, and activities, without liability, without compensation, and without refund of membership dues. The Board shall judge the seriousness of the sexual harassment in an unbiased manner consistent with the Board's treatment of previous offenders, and taking into account whether the offense amounted to criminal conduct, the impact upon the victim, the will of the victim, and the intentions of the offender. If the Board determines the sexual harassment to be less serious than appropriate for barring the offender, and the offender has not been found by the Board to have committed any previous instances of sexual harassment, the Board may give the offender one warning. If the sexual harassment is thought by the Board to amount to a crime under the applicable criminal law, the TSF Board shall also report the activity and provide the records of its investigation to the appropriate governmental authorities. The TSF Board shall also determine, in the best interests of the victim, how best to assist the victim in recovering from the sexual harassment, and then ensure the execution of that determination.

Article XI: Anti-bullying Policy

TSF is committed to providing a safe and welcoming environment for all its members, guests, and anyone who comes into contact with TSF, TSF's Board members, TSF's officers, TSF's members, and TSF guests, free from bullying. TSF will operate a low tolerance policy for any form of bullying, treat all incidents seriously, and promptly investigate all allegations of bullying. TSF's Board and officers shall keep all allegations and investigations of bullying confidential, except as necessary to conduct the investigation, as required by governmental or judicial process, to appropriately protect all involved parties, and to appropriately protect TSF and its mission. The person making the allegation of bullying and the alleged perpetrator shall, however, be under no obligation from TSF to keep the alleged bullying confidential. TSF, its Board members, its officers, and its members shall enter into no non-disclosure agreements or similar confidentiality agreements regarding the alleged bullying. No one may be victimized or retaliated against in any way for making a complaint of bullying.

While passionate debate and free speech shall always be allowed and respected as far as TSF is concerned, and while there are no ideas, political positions, arguments, philosophies, or dogmas, that shall be considered as inappropriate targets for criticism, TSF shall not allow bullying. Bullying is unwanted, aggressive behavior that involves a real or perceived power imbalance. The behavior is repeated, or has the potential to be repeated, over time. Bullying includes actions such as making threats, spreading rumors, attacking someone physically or verbally, and excluding someone from a group on purpose and for no legitimate reason. This anti-bullying policy shall protect anyone and everyone, whether a TSF member or not, but shall not apply to criticism of public figures. For purposes of this clause, TSF Board members and officers shall not be considered public figures. Bullying is a verbal, written, or otherwise communicated attack upon a person as a person, as opposed to a criticism of the target's arguments or ideas. Bullying can also be physical, which, if causing humiliation, physical pain, or injury shall be presumed by the Board to be serious.

Anyone who has been found by the Board to have likely seriously bullied another person under the terms of this policy shall be sanctioned as the Board determines to be appropriate, up to and including being permanently barred from all TSF membership, positions, events, and activities, without liability, without compensation, and without refund of membership dues. The Board shall judge the seriousness of the bullying in an unbiased manner consistent with the Board's treatment of previous offenders, and taking into account whether the offense amounted to criminal conduct, the impact upon the victim, the will of the victim, and the intentions of the offender. If the Board determines the bullying to be less serious than appropriate for barring the offender, and the offender has not been found by the Board to have committed two or more previous instances of

bullying, the Board may give the offender a warning. If the bullying is thought by the Board to amount to a crime under the applicable criminal law, the TSF Board shall also report the activity and provide the records of any investigation to the appropriate governmental authorities. The TSF Board shall also determine, in the best interests of the victim, how best to assist the victim in recovering from the bullying, and then ensure the execution of that determination.


Article XII: Adoption and Amendment of Bylaws

These Bylaws shall be adopted, amended, supplemented, or repealed by a two-thirds supermajority vote of the TSF membership at the same annual meeting at which members of the Board are elected, with at least thirty calendar days written notice of the proposed bylaws wording to the full TSF membership. At the meeting where the bylaws are voted upon, there is no thirty-day requirement for proposing changes to the proposed bylaws. All bylaws and amendments shall be consistent with the Articles of Incorporation, which Articles of Incorporation control in the event of any conflict with these bylaws. Any proposed amendments to the bylaws must be supported by at least three TSF members in good standing.

These bylaws shall be public record, available upon request to anyone requesting them.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Tri-State Freethinkers were approved by the Tri-State Freethinkers' membership on November 6, 2019 and constitute a complete copy of the Bylaws of TSF.

Secretary: 

Clifford A. Bradford
