

KENDALL COUNTY, TEXAS TEA PARTY
BYLAWS

ARTICLE 1 – NAME AND MISSION

The name shall be: KENDALL COUNTY, TEXAS TEA PARTY (KC,TTP).

Mission:

We are formed to provide educational information and influence policies and issues consistent with conservative values.

ARTICLE II - GOALS

Goals:

To encourage citizens to be/become informed, involved and influence conservative policy and legislation.

To provide information through meetings, email, forums and/or debates on:

1. Local, state, and federal issues;
2. Ballot measures, such as bond elections and amendments to the Texas Constitution;
3. To provide support for political activists who espouse conservative values.

ARTICLE III – MEMBERSHIP

In 2018, membership will be \$15 per person or \$20 per married couple. Dues will be payable in January of each succeeding year. Beginning in 2017, members shall pay \$10 per person for the remainder of the year. Members who wish to remain anonymous may do so.

A member will be in good standing if he/she shall have attended at least two (2) general meetings during the current year and maintained a current status of their dues.

Only members in good standing who have paid dues for the current year and who have attended at least two (2) general meetings during the calendar year will be allowed to vote.

ARTICLE IV – ELECTED OFFICERS

1. Officers shall consist of:

- a. President
- b. 1st Vice President
- c. 2nd Vice President

- d. Secretary*
- e. Treasurer*

These officers will comprise the executive board of the KCTTP.

*Secretary and Treasurer may be combined as one office. If so, another Board member should be appointed to make the correct number for the Board.

Duties of Officers:

- a. The president shall preside over all regular and special meetings of the KCTTP and the Executive Board. He/she shall appoint all committee members and chairpersons and shall be an ex-officio member of all committees except the nominating committee. The president shall appoint an audit committee to annually review the finances of the organization. He/she shall have general supervision of the activities of the organization and be authorized to sign checks on behalf of the organization. He/she will call emergency meetings as necessary.
- b. The first vice president shall perform the duties of the president whenever the president is absent or otherwise unable to serve. He/she shall be responsible for all regular meeting functions including providing a program, shall assist any duties assigned by the president and shall be the chairperson of the publicity committee.
- c. The second vice president shall be the chairperson of the membership committee. He/she will keep accurate records of the membership and work toward increasing the membership. He/she shall oversee the email database and approve emails sent to the general membership. The email database shall not be shared with any other party and measures shall be taken to prevent others from using the database. He/she shall also oversee management of the website and social media accounts and approve all posts. The contact info and database are property of the organization. At the end of his/her term as second vice president, all contact info and database shall be turned over to the incoming second vice president by January 15 of the new year.
- d. The secretary shall keep an accurate record of proceedings of meetings of the executive board and any general meetings in which business shall be transacted, or votes are taken. He/she shall attend to correspondence as necessary, act as custodian of all records and assist in other duties as requested by the president. Approval or correction of the minutes will be given by a plurality of the members of the Board.

In the event that the Secretary is unavailable, the president of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within seven (7) business days after the close of each Board meeting and then to be placed in the minute book.

- e. The treasurer shall receive and be the custodian of all funds of the KCTTP and shall pay all bills as authorized by the president. He/she shall be authorized to sign checks on behalf of the KCTTP, shall submit financial reports and records at each meeting of the executive board, may announce income, expenses and balances at the regular meetings as requested by the president and a final report to the incoming president and treasurer in December. He/she shall be responsible for filing any financial reports required by government regulatory agencies and/or authorities.

Checks shall be signed by the president or the treasurer. Both signatures must be on checks over the amount of fifty dollars (\$50.00) or such check is without authorization.

Should the organization decide to disband, the remaining funds will be distributed by the Treasurer in accordance with the recommendation agreed by a plurality of those present at the last meeting of the board of directors after paying all outstanding bills.

ARTICLE V – BOARD OF DIRECTORS

General Powers and Responsibilities:

The organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of an organization organized for the purposes expressed above. The Board shall establish policies and directives governing business and programs of the organization subject to the provisions of these Bylaws, with the authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications:

The Board shall have no fewer than 5 board members. The number of board members may be increased by the affirmative vote of a two-thirds majority of the then serving Board of Directors.

Board Compensation:

The Board shall receive no compensation other than for reasonable expenses undertaken for the purposes of this organization.

Board Elections:

At the October general membership meeting, the president shall announce the members of the nominating committee consisting of at least 3 non-board members to serve as the Nominating Committee. The Nominating Committee shall present nominations for new and/or renewing board members at the general membership meeting in November of each year. Recommendations from the Nominating Committee shall be made known to the Board in writing at least seven (7) days before nominations are presented to the general meeting. Nominations from the floor will be accepted only if the person being nominated has given his/her permission and is a member in good standing.

If there are more candidates than there are positions for the Board, each candidate will be voted on separately, not collectively. If there are only the required numbers of board members being nominated, the membership may vote on all collectively. New and renewing board members shall be approved by a majority of those voting members present at the December general meeting. Installation of board members will take place immediately following the vote.

Only members in good standing may vote in this election,

Term of Board:

All appointments to the Board shall be for a term of one year. No person shall serve more than three (3) consecutive terms of the same position. No person shall serve more than five (5) consecutive years on the Board. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after two (2) years have passed since the conclusion of such Board member's service.

Vacancies:

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Texas Business and Commerce Code or Texas common law dealing with the standards of conduct for a director, or has missed two (2) per year consecutive meetings of the Board of Directors, (Please refer to Board Member Attendance later in these Bylaws.)
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in these bylaws that such action would be considered at the meeting.

Any vacancy on the Board may be filled by appointment by the president. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member appointed to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. A fractional year in office shall not be counted a part of his/her consecutive years in office.

Resignation:

Each Board member shall have the right to resign at any time upon written notice thereof to the president of the Board, the secretary of the Board or the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. If the resignation is effective at a future time, a successor may be designated by the president to take office when the resignation becomes effective.

Meetings of the Board:

At the first meeting of the Board of Directors in January, the members of the board shall elect the officers.

The regular meetings of the Board may be held at such time and place as shall be determined by the members of the Board but no less than quarterly. The President of the Board or any four (4) regular Board members may call a special meeting of the Board with seven (7) days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax.

The person(s) authorized to call such special meetings may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board. The meetings are open to any interested party and may be allowed to speak, question, or suggest only with permission of the president.

Action by Written Consent:

Any action required to be taken by the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all Board members. The number of

directors in office must constitute a quorum for any action taken by unanimous written consent. Such consent shall be placed in the minute book of the organization and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting of the board. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum:

At each meeting of the Board of Directors the presence of three (3) persons shall constitute a quorum for the transaction of business when the Board has only five (5) members. When the Board has six (6) or seven (7) members, a quorum will be four (4) members. The act of the majority of the Board members serving on the Board and present at a meeting in which there is a quorum shall be the act of the Board unless otherwise provided by these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting:

Each Board member shall only have one vote. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the president of the Board shall be the deciding vote. Board members shall be allowed to vote by written proxy.

Board Member Attendance:

An elected Board Member who is absent from two (2) per year consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the president of the Board his/her commitment to the organization. The Board may deem a Board member who has missed two (2) per year consecutive meetings without such a reevaluation with the president will be considered to have resigned from the Board.

ARTICLE VI – BYLAWS AMENDMENTS

These bylaws may be amended by a two-thirds vote of those members of the board of directors present and a two-thirds vote of the voting membership at any regular or special meeting, provided the notice of proposed changes to the bylaws have been made available to the members in writing at least two (2) weeks prior to the vote.

ARTICLE VII – GENERAL MEETINGS

General meetings shall be on the second (2nd) Thursday of each month of the year. The meetings are open to the public. The president or any two (2) members of the Board of Directors reserve

the right to remove those individuals who are deemed as persons who wish to disrupt the meeting. Local law enforcement may be called if necessary.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

Robert’s Rules of Order Newly Revised shall govern the KCTTP in points not covered by these bylaws.

ARTICLE IX – ADOPTION OF BYLAWS

Adopted by a majority vote of the members of the Board of Directors of the Kendall County Texas, Tea Party at their regularly scheduled meeting held on the 10th day of August, 2017 .

1. Approved by the membership on (date) as witnessed by:

Lawrence Ciano, President _____

2. _____, Secretary _____