

By-Laws of the Westerville TEA Party

Article I – Name and Mission:

Section 1 - The name of the Organization shall be the “Westerville TEA Party” – herein also referred to as “Organization.” The Organization is registered in the state of Ohio as the “Westerville TEA Party, Inc.”

Section 2 - The mission of the Organization is: To Unite, Inform, Empower, and Activate Freedom-loving Citizens to peacefully achieve Greater Liberty, Lower Taxes, State Sovereignty, Fiscal Responsibility and a Constitutionally limited local, state and federal governments upon which our country was founded.

Section 3 – The Organization will not discriminate on the basis of race, color, religion, national origin, or sex. However, it will be at the discretion of the Organization to not allow those individuals with views, actions or activities, deemed harmful to the Organization’s mission or purpose to serve in a leadership role.

Article II – Membership

Section 1 – Members of the Organization shall be those persons who are eighteen (18) years of age or older and have certified, in writing if need be, that they have read and will adhere to the Organization's mission, by-laws, the Ohio and US constitutions.

Section 2 – Membership as described above does not legally bind a person to the Organization. It is a status to be used to hold an individual accountable to the mission, principles and values of the Organization – specifically those actions set forth in Section 4 below.

Section 3 – No dues or other payment shall be required for membership in the Organization.

Section 4 – In all actions, Westerville TEA Party members, when representing the Organization, are expected to uphold the planks of the Organization and the values established by our Founders in the U.S. and Ohio Constitutions. This includes actions such as:

- Engaging in peaceful public discourse.
- Spirited debate – a core and essential element of our political system. Under no circumstance is it acceptable for a Westerville TEA Party member to subject others to slurs or insults based on race, creed, religion, or other discrimination based actions or words.
- Engaging in lawful and/or non-violent behavior in the pursuit of policy, political or group objectives.
- Respecting the rule of law and the processes for political and policy action established by the Founders under the U.S. Constitution. For, the Founders provided us an enduring set of rules for pursuing and effecting change in our nation.

Article III – Organization Structure and Policies

Section 1 – The Westerville TEA Party shall hold, at a minimum, six (6) public meetings per calendar year to unite, inform, and empower Organization members and constituents.

Section 2 – The Leadership of the Organization will consist of nine (9) Board Members and five (5) Members at Large.

Section 3 – The rules contained in the current edition of *Robert's Rules of Order, Newly Revised (RONR)* shall, when necessary, govern the Organization's leadership meetings in all cases in which they are applicable, and in which they are not inconsistent with the by-laws.

Section 4 - Minutes of all Leadership meetings shall be transcribed and made public to the members of the Organization when requested. Meeting minutes shall also be provided if and when Organization business is transacted at any of the general public meetings.

Section 5 – The Treasurer shall provide a financial report, in writing or verbally, at every Board meeting.

Section 6 – No Board Member or Member at Large shall hold a full-time, paid, elected public office. Holding a public office where a nominal payment is made is allowable. If a Board of Director is elected to a full-time, paid public office, the Member is to resign their position as of the date their public position starts. The Member may continue in their leadership role, with no voting authority until a replacement has been found or the next term start date. Holding a public office does not keep a person from being a general member of the Organization. Anyone holding an office paying a nominal fee shall follow all conflict of interest guidelines – See Section 8.

Section 7 – No Board Member, Member at Large or general member will use the Organization's people, communication tools or funds to run for public office unless the Organization has agreed to such support and can legally provide said support without damaging the Organization.

Section 8 – Board Members and Members at Large shall immediately make known any conflicts of interest. Said Member shall recuse themselves, immediately, from Organization business that concerns the conflict of interest. All conflicts of interest are to be recorded by the Secretary in meeting minutes.

Section 9 – The Organization may choose to support or oppose issues whether they are local, county, state or national in scope. In order for the Organization to take a stand on a particular issue, 75% of the current Board of Directors must approve the desired action before the Organization can take an official stance. A vote of the general membership is not required for support or opposition of an Issue.

Section 10 – If the Organization may legally support a candidate to run for public office, the Board of Directors may vote, with 75% of the Directors voting to approve to support a candidate. If the Board of Directors approves a candidate, the general membership must support the decision with 75% or better approval vote in order for the Organization to support a candidate. The same voting rules apply if the Organization wishes to oppose a candidate. The general membership vote should be communicated before the vote and electronic voting will not be used to gather votes – they must be cast in person or by verified proxy.

Article IV – Westerville TEA Party Board of Directors:

Section 1 – The Number of Directors – The Board of Directors shall consist of 9 Board Members and 5 Members at Large.

Section 2 – Board of Directors Term – Each Board of Director shall be elected to serve for a term of one calendar year with the term starting on July 1st and ending on June 30th of the following year. There are no prescribed term limits and for as long as the Board of Director is elected through annual elections and the person wishes to serve, the Board of Director may continue in their position indefinitely, A Board of Director may be removed from office as defined in Article IV, Section 12.

Section 3 – Board of Director Elections – Board of Directors election will be held at a designated meeting before the next term year. The election may occur at the Leadership meeting or a specially designated election meeting. The next years' Board of Directors will be elected by a majority vote of the Organization's Member's (see Article II, Section 1) present at the meeting. At least fifty-one percent (51%) of the current, active Board of Directors must be present to hold the election. A Board of Director elector may be nominated for the position but does not have to be present to be elected to a hold a position. Existing Board of Directors may vote by proxy, if circumstances call for this method.

Part A – The current Board of Directors will set the time and place, no later than the month of June, of the annual election. All Organization members are to be made aware of the time and location. The communication about the election is to be made to the Organization members to the best of the Board's ability and in a timely manner.

Part B – All Organization Members, in good standing, may be nominated and hold Board of Director positions. A nominated member is to verbally accept the nomination before the vote takes place. If more than one person is nominated for a position and each nominee is willing to fill the position, then the Board may interview each person nominated in order to find the best person suited for the position.

Part C – If a nominated person, or person wishing to be nominated, cannot be present for the election, the nominee may accept a nomination in writing prior to the meeting.

Part D – The current Organization Director shall preside over the election process.

Part E – Only Organization Members in good standing, see Article II, Section 1, may cast a vote during the election.

Section 4 – Board of Director Office Limits – A Board of Director may hold only one official position during the calendar year yet may fulfill the duties of other offices as necessary. Each Board of Director position can be held by only one designated person. A Board of Director may only cast one vote per Action being voted on.

Section 5 – Board of Director Voting Authority – The Board of Directors shall have the authority to pass resolutions, execute contracts and make binding decisions as deemed necessary to promote the furtherance of the objectives of the Organization.

Part A – The Board of Directors shall strive to meet once a month, but no less than six times a year. Fifty-one (51) percent of the active Board of Directors must be present in order to constitute a quorum for the transaction of official business. In the absence of a quorum, Organization business may be conducted with written proxies. When

a quorum is not present at the board and/or general meetings and official business needs to be conducted between meetings, business can be handled via phone or email.

Part B – Each Board of Director can cast one (1) vote each for official Organization business action.

Part C – Expenditures of Organization funds shall be at the discretion of the Board of Directors in furtherance of the business of the Organization. **The Organization shall not borrow any funds for its operations or activities.**

Section 6 – The Board Members – The Board Members of the Organization are as follows:

Director:

It shall be the duty of this Officer to arrange for and preside over all general activities of the Organization and Board of Director and Leadership meetings, as well as to issue invitations to any guests of such meetings. The Director shall be responsible for following meeting guidelines and obtaining a quorum when deemed necessary. The Director shall have the prerogative of delegating duties to the Board of Directors in addition to those covered by the bylaws. In the absence of the Treasurer, the Director shall have the authority to manage funds, upon Board approval, from the Organization's account to pay the Organization's obligations.

Assistant Director:

It shall be the duty of this Officer to assist the Director in executing the roles of their office. This Officer will substitute for the Director when the Director is not available or has delegated responsibilities. This Officer's authority is limited to only that which the Board of Directors majority vote may approve. If the current Director resigns during the current term or is excused from the position, the Assistant Director will assume the Director's role – for the duration of the term or until a replacement is found.

Secretary:

It shall be the duty of this Officer to attend and record minutes at the Board of Director and general membership meetings for the Organization's records and archives. This Officer shall report those minutes at all Leadership meetings unless waived by a majority vote. The Secretary will be responsible for collecting and archiving all Organization documents including audio, video and written forms.

Treasurer:

It shall be the duty of this Officer to handle all monies and financial transactions of the Organization. The Treasurer is responsible for all funds collected and disbursed for the operation of the Organization, as approved by the Board of Directors. The Treasurer is to provide a financial report at every Board of Director's meeting. This Officer will arrange for an annual audit of the Organization's financial records. If a post office box is leased for Organization purposes, this Officer will manage the box and retrieve all correspondence – in a timely and efficient manner – for the Organization and will distribute the content as required.

Education Officer:

It shall be the duty of this Officer to help provide educational opportunities for the Organization. The duties for this officer include, but are not limited to, acquiring speakers for general meetings and arranging for special events (such as book clubs, candidate nights, movie nights, etc.). This officer may also extend speaking invitations to guests for general and leadership meetings. This officer should enlist the help of any or all Organization members or attendees to perform their duties.

Communications Officer:

It shall be the duty of this Officer to organize and manage to completion all communication activities of the Organization. Communication will include, but not be limited to, meeting and event notices, general updates, election meetings, "calls to action", etc. This Officer shall also be responsible for overseeing all web based tools and communications. This officer should enlist the help of any or all Organization members or attendees to perform their duties.

9.12 Project Group Leader:

It shall be the duty of this Board Member to organize and manage all activities and monies related to the 9.12 Project Group as a part of the Westerville TEA Party. The leader shall be responsible for meetings and activities based around the 9 principles and 12 values defined by the 9.12 Project program fundamentals. The 9.12 group will have control over their own funds but all finances are to be handled by the Westerville TEA Party Treasurer.

Section 6a:

The Organization feels it is imperative to focus on the city's local political groups that can affect liberty, taxes and fiscal responsibility within the Organizations area of influence.

To facilitate this focus, the Organization has 2 Board Member positions to further the objectives of the Organization.

City Council Liaison:

It shall be the duty of this Board Member to lead a team of people to interface, observe and work with the Westerville City Council. This leader will create a team to cover the activities of the Westerville City Council. Activities are to include, but not limited to: a. Attending City Council Meetings, b. Communicating with the City Council on specific topics and issues, c. Reporting to the Organization on issues affecting Westerville residents.

The Organization is to support this Board Member and team in their endeavors. This will include providing funding for activities, Organization communication and "Calls to Action" for when exposure is needed on various issues.

School Board Liaison:

It shall be the duty of this Board Member to lead a team of people to interface, observe and work with the Westerville City School Board. This leader will create a team to cover the activities of the Westerville City School Board. Activities are to include, but not limited to: a. Attending School Board Meetings, b. Communicating with the School Board on specific topics and issues, c. Reporting to the Organization on issues affecting Westerville City School constituents.

The Organization is to support this Board Member and team in their endeavors. This will include providing funding for activities, Organization communication and "Calls to Action" for when exposure is needed on various issues.

Section 7 – Members at Large: The Board of Directors will also consist of five (5) Members at Large, herein referred to as “Member.” A Member will be available to fulfill roles for the Organization, as needed, requested and capable.

Part A – Members have a leadership role in directing the activities of the Organization. Hence, the Member will have voting privileges within the Organization.

Part B – Members will be counted as part of the quorum needed in order for the Organization to conduct official business.

Part C – Members will conduct business as part of the Board of Directors as stated in Section III.

Part D – Members may not hold a Board Member position concurrently.

Section 8 - Committees – Board Members are permitted and encouraged to delegate responsibilities and to form committees to aid in the performance of their duties. All committee formations should be approved by a majority vote by the leadership team. All committees are to take, keep and report meeting minutes to the Organization. Meeting minutes are to be taken at all meetings and functions of each committee.

Section 9 – Vacancies – In the event of a Board of Director vacancy, for whatever reason, during the normal term of office, an election is to be held at the next Board of Director’s meeting. The Board of Director replacement must be approved by a majority of the existing Board of Directors of the Organization. Voting by e-mail or proxy is allowed for this election. The general membership does not need to vote on a candidate wishing to fill an open Board of Director position.

Part A – If no one comes forward to fill the vacancy, the position may go unfilled. Each subsequent month, nominations for each open position should be taken and a vote is to be held.

Part B – Any current Board of Director may opt to fill a vacancy, vacating their existing position. A vote is to be taken even if a current Director wishes to transfer to a different position.

Part C – All new candidates must attest to membership in the Organization as identified in Article II, Section 1.

Section 10 - Conflict of Interests – Article III, Section 8 mentions the steps needed to report a conflict of interest. All Board of Directors should monitor their actions and the actions of others to make sure there are no conflicts of interest. By purposely not reporting and avoiding any Conflict of Interest, a Board of Director may be removed from office as defined in Section 12.

Conflicts of interest include any direct involvement in an action or a perceived conflict of interest in an action that may show partiality to those involved. A conflict of interest does not keep a Board of Director from working on or discussing an action or a project. However, the Board of Director with the conflict of interest should abstain from all leadership activities concerning the action or project. If the remaining Board of Directors feels that this person should continue in the activity as a leader, then the remaining Board of Directors may vote to allow this activity to occur but must actively monitor the activity.

Section 11 - Political activity allowed & forbidden – All Board of Directors will adhere to Organization policy and local, state and national laws in their political activities.

Section 12 - Removal from Office – Director’s and Members at Large may be removed for cause with concurrence of three-fourths (3/4) of the Board of Directors. Cause can consist of:

Part A – Reasons for Cause – some reasons a Board of Director could be removed from office are:

- i. Violation of the code of conduct as listed in Article II or Article VI.
- ii. Conviction of a non-misdemeanor, criminal activity.
- iii. Willfully withholding a Conflict of Interest.
- iv. Inappropriate actions, such as derogatory or discriminatory remarks, when representing the Organization.
- v. Willfully misrepresenting the Organization.
- vi. Willfully ignoring the Organization’s Mission.
- vii. Mismanagement of the Organization’s activities or funds.
- viii. Negligence in their Board of Director’s duties.
- ix. Lack of attendance and Board of Director has been given warning to correct.
- x. Other reasons as presented to the Board of Directors.

Part B – Accusations – In order to separate a Board of Director, details of any accusation must be presented.

- i. Any member, Board of Director or citizen may bring forth an accusation against a Board of Director.
- ii. Said person must bring proof and/or the testimony of more than one person.
- iii. Accusations against a Board of Director are to be fully documented.

Part C – Method of separation

- i. Once an accusation is presented, the Board of Directors should meet at their earliest convenience – outside of normal meeting times if necessary. 51% of the un-accused Board of Directors must be present to hold a vote. The highest ranking Director or a designated Director in attendance shall run the proceedings.
- ii. Both sides of the accusation shall be presented to the remaining Board of Directors not accused of this action.
- iii. The remaining Board of Directors will then decide if this accusation warrants dismissal of the accused party(ies). When ready, the Board of Directors will vote, in closed session, whether to dismiss the accusation or dismiss the Board of Director. To dismiss a Board of Director, 75% of the remaining Board of Directors must agree on dismissal.

Part D – The removal process should be documented by the Organization’s Secretary or designate. The vote will only document if the person was dismissed or not. The vote – i.e. who voted “yes” or “no,” is not to be documented.

Article V. Personal Limits on Liability

No member of the Organization, as defined in Article II, Section 1, is to be held personally liable for any obligations of the Organization where applicable by law.

Article VI – Code of Conduct

Section 1 – In all actions, Westerville TEA Party members are expected to uphold the planks of the Organization and values established by our Founders in the U.S. and Ohio Constitutions. This includes actions taken by Organization members during public rallies and demonstrations, online or through social media, and through interpersonal interactions with other people, regardless of others' political views or behavior.

Section 2 – Any person who violates this Code of Conduct automatically disqualifies himself or herself with identification in or with the Organization.

Article VII – By-law Amendments:

Section 1 – If it is deemed that these By-laws need changed, the Board of Directors will select a Committee of three (3) Board of Directors to propose changes.

Section 2 – Proposed amendments to these By-laws shall be presented, in writing by the Committee, to each Board of Director for their review seven (7) days prior to the next Leadership meeting.

Section 3 - A three-fourths (75%) majority of the Board of Directors is required to approve any and all By-Law changes. All current Board of Directors, whether present or via proxy, must be given an opportunity to vote on the amended changes.

These updated By-Laws for the Westerville TEA Party have been updated, approved and adopted on the 25th Day of July, 2013.

Signed: _____
Director

Treasurer

Secretary

9.12 Project Leader