



Bylaws of the Greene County TEA Party

Greene County, Ohio

October 23, 2018

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I. Name

The name of the organization shall be "Greene County TEA Party" where the acronym "TEA" stands for Totally Engaged Americans.

II. Legal Structure

The Greene County Tea Party (hereinafter referred to as GCTP) is a subchapter of the Dayton Tea Party (hereinafter referred to as DTP). As such, it is covered under the DTP status as a taxable, non-profit corporation organized as a limited liability corporation (LLC) in the State of Ohio.

III. Organization Mission and Purpose

The GCTP mission is to educate, influence, mobilize, and motivate citizens of our community to preserve their freedom and liberty and to exercise their responsibility, as American citizens, to take an active, assertive role in the governance of their communities, state, and nation.

To fulfill this important mission, the GCTP will recruit, train, inform, and organize engaged citizens of Greene County, Ohio and surrounding communities.

In accomplishing the mission, the GCTP focuses its efforts in the following five areas:

1. Protecting and defending the U.S. Constitution, the Bill of Rights, and the Rule of Law,
2. Promoting limited, effective, and transparent local, state, and federal governments,
3. Promoting personal and governmental fiscal responsibility,
4. Promoting the free market system, and
5. Assuring the integrity, transparency, and accountability of all appointed and elected government officials.

IV. Membership

Membership in the GCTP is restricted to voting age residents of Greene County, Ohio who have joined the GCTP to help fulfill its mission.

Members in good standing shall:

1. Pledge to uphold the GCTP Bylaws, the Ohio Constitution, and the U.S. Constitution,
2. Agree to pay dues or other payments required for membership as determined by the GCTP Board of Directors,
3. Provide the GCTP with their name, postal address, email address, and phone number to facilitate communication with the member,
4. Willingly participate in GCTP activities to enable the GCTP to accomplish its mission, and
5. Conduct themselves at all GCTP activities in a respectful and courteous manner.

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Members of the GCTP may end their membership at any time.

The GCTP Board of Directors may establish other membership categories, e.g., associate members, and membership requirements as necessary to accomplish the mission of the organization.

The GCTP shall maintain a list of its members. It shall keep the list confidential and take reasonable steps to maintain this confidentiality. However, the GCTP cannot offer any guarantee of confidentiality. The GCTP will use email and the phone as the primary means of communicating with its members. The sale or transfer of the GCTP membership list for outside solicitation, fund raising, or the sale of commercial products and services is prohibited.

V. Code of Conduct

The GCTP Code of Conduct is subordinate to the DTP Code of Conduct.

In public rallies, events, demonstrations, communications online or through social media, and through interpersonal interactions with other people, regardless of others' political views or behavior, GCTP members, particularly when identifying themselves as GCTP members, shall only conduct themselves in a respectful and courteous manner. As individuals, GCTP members are encouraged to exercise their Freedom of Speech on issues of importance to them personally.

Accordingly, the following behavior is expected of every GCTP member:

1. Engage in peaceful, respectful public discourse.
2. Respect the rule of law and the processes for political and policy action established under the U.S. Constitution.
3. While spirited debate is a core and essential element of our political system, under no circumstances is it acceptable for the GCTP members to subject others to slurs or insults based on race, creed, religion, etc.
4. Under no circumstances is it acceptable for GCTP members to engage in unlawful or violent behavior when representing the GCTP. This includes activities legally required to be under the auspices of a certified Political Action Committee (PAC).

The Founders provided for us an enduring set of rules for pursuing and effecting change in our nation. The GCTP respects the Rule of Law and the processes for political and policy action established by the Founders under the U.S. Constitution.

Any person who violates this Code of Conduct automatically disqualifies himself or herself from identification in or with the GCTP.

If violation of the GCTP Code of Conduct by a GCTP member is alleged, a special Board of Directors meeting will be held to hear the circumstances of the alleged actions. A quorum for such a meeting shall be three-fifths of the elected members of the Board of Directors. GCTP members, whose improper actions are alleged, shall be invited to attend and participate in the hearing, provided such participation is respectful, however their participation is not mandatory.

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Where the allegations of misconduct are made by personal declaration that person(s) shall be invited to attend and make statements to what has been personally witnessed, provided such participation is respectful. Should the person(s) making an allegation not appear and no other substantiating information is available, the allegation is to be abandoned. The presiding elected Board member, appointed by the President if not the President, shall enable all relevant information to be heard and assessed before a decision is reached. A majority vote of the elected board members present is required for any member's disqualification.

VI. Elected officers

The elected officers of the GCTP shall consist of a President, a Vice-President, a Secretary, a Treasurer, and up to three Members-at-Large with all officers elected from GCTP members in good standing. The term of office shall be established by the Board of Directors but usually will be two years, but not longer than three years. Elections of officers shall be by the GCTP members in good standing and shall be held at the time and location, generally convenient to GCTP members, designated by the Board. Each office shall be elected by a majority vote of those members present. Unless waived by a unanimous consent of those present, the vote on each office shall be by secret ballot with the ballots counted in front of the membership. The current President will identify a GCTP member in good standing, not running for office, to conduct the elections and to do so in an impartial and transparent manner. All officers shall be members in good standing at the time of the election and throughout their term in office.

Should an elected officer resign or be terminated for cause during his/her term of office, the Board of Directors with a 2/3rds majority vote may appoint a replacement. The term of office shall end upon the term of office of the replaced member and will require election by Greene County Tea Party members during the next election cycle.

New officers may be required to undertake such training as designated by the Board of Directors as a condition of assuming office. The cost of such training, if any, shall be borne by the GCTP. No officer shall receive compensation from the GCTP other than reimbursement for direct expenses incurred and, then, only for expenses with the prior approval of the Board.

Elected officers of the GCTP shall not be a paid elected public official or candidate for such a position. An elected officer, on filing to become a candidate for such a position, shall be considered to have resigned as an elected officer.

An elected officer position can be vacated only by a unanimous vote of the other officers held at a meeting of the Board.

The responsibilities of the five elected officers are:

A. President:

1. Actively organize and operate the GCTP to accomplish its mission,
2. Represent, speak for, and publish in the name of the GCTP,

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3. Represent the GCTP to the DTP,
4. Preside at general meetings of the GCTP,
5. Preside at Board of Director meetings of the GCTP,
6. Act as a signature authority on any GCTP bank accounts and other legal papers,
7. Review and approve all required filings and reports to local, state, and federal governments and the DTP,
8. Serve as an ex-officio member of all committees, and
9. Expend funds of the GCTP as approved by the Board of Directors.

B. Vice-President:

1. Become President in the event the President is no longer able or willing to serve,
2. Preside in the absence of the President,
3. Represent the GCTP in the absence of the President or as requested by the President,
4. Attend Board of Directors and general meetings,
5. Act as a signature authority on any GCTP bank accounts when two signatures are required,
6. Serve as parliamentarian at board meetings, and
7. Perform other duties as required.

C. Secretary:

1. Attend GCTP Board of Directors meetings,
2. Prepare minutes of GCTP board meetings and general meetings
3. Prepare agendas for GCTP board meetings and general meetings
4. Prepare an annual (brief) summary of GCTP major activities and accomplishments,
5. Represent the GCTP in the absence of the President and vice-President,
6. Prepare and file any required non-financial reports/minutes with local, state, and federal governments, the DTP, and other organizations as needed,
7. Maintain official non-financial records and policies of the GCTP,
8. Maintain the official membership roster, and
9. Perform other duties as required by the Board.

D. Treasurer:

1. Attend GCTP Board of Directors meetings,
2. Collect contributions to the GCTP and any receipts from GCTP activities,
3. Establish and oversee GCTP bank accounts,
4. Expend GCTP funds as approved by the Board of Directors,

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5. Maintain itemized records of collections, contributions, and disbursements,
6. Provide financial summaries at board meetings and general meetings,
7. Act as a signature authority on any GCTP bank accounts,
8. Prepare and file any required financial reports with local, state, and federal governments, the DTP, and other organizations as required,
9. Maintain official financial records of the GCTP, and
10. Perform other duties as required by the board. E.

Member(s)-at-Large:

1. Attend GCTP Board of Directors and regular meetings,
2. Serve as a representative of the general membership to the board,
3. Serve as an ombudsman to the general membership,
4. Serve as an ambassador for the GCTP, as requested by the President at appropriate functions,
5. Participate in a financial review committee to, as requested by the board, review the books of the GCTP and report to the Board and general membership as to the findings of this review, and
6. Perform other duties as required by the board.

F: All officers:

1. Conduct themselves in a manner that reflects well on the GCTP,
2. Faithfully execute the responsibilities of their elected office, upholding the Bylaws in the process,
3. Keep the GCTP members updated as to their activities, communications, etc., undertaken as an officer of the GCTP, and
4. Undertake no action that creates a conflict or the appearance of a conflict of interest via their non-GCTP activities.

VII. Committees

The GCTP shall fulfill its mission primarily through permanent and ad hoc committees of its members. Membership on all committees shall be open to all GCTP members. Both permanent and ad hoc committees may be established.

Permanent committees undertake the operation of the GCTP, e.g., membership and communications. Permanent committees shall be determined by the Board. The mission of each permanent committee is to be specifically approved by the Board. Members of the permanent committees shall elect one member as their chairperson. The Board retains the authority to make changes to permanent committees as required.

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Ad hoc committees are event or topic focused and shall expire within one year unless an extension is approved by the Board of Directors. Ad hoc committees and their chairperson shall be established and dissolved by the President. The mission and chairperson of an ad hoc committee are subject to approval by the Board at the next Board meeting.

The committees, their missions, and the name and contact information of the committee chairpersons shall be published to the GCTP members with the intent to encourage member participation on the committees.

The President may hold meetings of the committee chairpersons and meet with the committees as needed to undertake the GCTP mission.

Committee chairpersons shall keep the President and the Board routinely informed of committee meetings, progress, activities, and members. Routine progress reports shall be published to the GCTP members and reported at general membership meetings.

The committee chairperson shall organize, recruit members, and lead the committee to fulfill the committee's assigned mission. A committee shall have at least two other members, one of whom shall be the designated vice-chairperson to act in the stead of the chairperson when needed.

In general practice, any GCTP member in good standing can be on any committee as may be desired. The Board may, for good cause, restrict membership on certain committees, such as a financial review committee.

VIII. Board of Directors

The Board of Directors shall meet to oversee the operation of the GCTP and undertake such other duties and responsibilities as identified in these Bylaws. In all matters, accomplishing the GCTP mission shall govern decisions of the Board.

In matters of Board's functioning, Robert's Rules of Order, shall be used.

1. The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and Members-at-large. All shall be voting members. A simple majority vote shall be used to conduct business requiring formal approval.
2. The Board shall oversee the organization and operation of the GCTP undertaken by the President and the committees.
3. Regular meetings of the Board shall be held at such time and place within Greene County as the Board may determine, but no less than every three months. Notice of these regular meeting, will be given be email at least two weeks in advance. Special meetings may be called by the President or on the written request of three officers.
4. The Secretary shall solicit inputs to and publish, with the presiding officer's concurrence, the agenda for upcoming regular Board meetings. The agenda for special meetings is to be prepared by the presiding officer.

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5. The President (or the Vice-President in his/her stead) with a majority of the elected officers shall constitute a quorum of the Board sufficient to transact business.
6. The President (or the Vice-President in his/her stead) shall call-to-order, preside and adjourn the meeting.
7. Elected officers absent from three consecutive Board meetings, without justification acceptable to the presiding officer, shall be considered to have vacated their office/position.
8. No member of the Board shall act or vote in a manner that creates or creates the appearance of a conflict of interest with their non-GCTP activities.
9. Minutes of the Board meetings shall be prepared and routinely published to the GCTP members.
10. Terms of office, unless otherwise determined by the Board of Directors, will end 31 Dec after at least 12 months in office and no more than 24 months in office.

IX. Calendar

The fiscal year of the GCTP shall begin 1 January and end 31 Dec.

X. Expenditure of funds

The Board of Directors shall establish written policy for the collection and expenditure of GCTP funds, including the reimbursement of approved expenses incurred by GCTP members and the use of GCTP credit/debit cards.

XI. Amendments

Amendments to these Bylaws shall only be approved by vote of GCTP members in good standing. Amendments may be proposed in writing or email by any two members in good standing. Proposed amendments shall be sent to the Secretary. On receipt, the Secretary shall add an item to the next Board of Directors meeting to discuss and vote on the proposed amendment(s). The Board may request the sponsors to attend the Board meeting to clarify, or revise as needed, the proposed amendments. If approved by at least a two-thirds vote of the Board, the amendment shall be presented to the GCTP membership at a regular general meeting, or a special meeting, to be held within 60 days. GCTP membership shall be notified by email at least seven days prior to such meetings where amendments to the Bylaws will be proposed. Unless waived by a unanimous consent of those present at the general meeting, the vote on each amendment shall be by secret ballot with the ballots counted in front of the membership. If a member cannot attend the meeting where an amendment will be voted upon, the member will be given an opportunity to vote by email. Approval requires at least a two-thirds vote in favor by members present at the general or special meeting, to include those votes cast by email.

The Board of Directors, by unanimous consent of those present at a Board meeting, may approve minor, non-substantive changes to the Bylaws and such changes as may be necessary

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for the GCTP to comply with the law and Government regulations. The Secretary shall update and publish a revised set of Bylaws.

XII. Greene County Tea Party General Meetings

Roberts Rules of Order shall apply to all assemblies.

The GCTP shall hold regular general membership meetings to recruit, inform, train, and organize its members to undertake its mission. The GCTP shall also hold events open to the public to undertake its mission.

Suggested Meeting Format:

1. Call meeting to order.
2. Prayer.
3. Pledge of Allegiance.
4. Roll call of officers.
5. Officer reports -- President, Vice-President, Secretary, Treasurer, Members-at-Large, and Committee Chairpersons.
6. Old business.
7. Open floor for general discussion of old business.
8. Close the general discussion floor and get a second on that motion. All in favor signify by saying aye. All not in favor signify by saying nay. Motion carried if agreed to close the floor.
9. New business.
10. Open floor for discussion of new business.
11. Close the general discussion floor and get a second on that motion. All in favor signify by saying aye. All not in favor signify by saying nay. Motion carried if agreed to close the floor.
12. Guest speakers/Program
13. Open floor to general audience discussion with no more than 3 minutes to speak by each person. The presiding officer may further limit or close discussion as needed to comply with reasonable time limitations for the length of the meeting.
14. Close the general discussion floor and get a second on that motion. All in favor signify by saying aye. All not in favor signify by saying nay. Motion carried if agreed to close the floor.
15. Motion to close the meeting; get a second; all in favor, signify by saying "aye"; those not in favor, signify by saying "nay"; if motion is carried, meeting is adjourned.

All motions must be seconded and voted on. Fifty percent plus one carries the vote.

XIII. Termination

If needed, by the two-thirds vote of all elected officers, held at a Board of Directors meeting, the Greene County TEA Party may be disestablished. Under such circumstances, the Board shall vote on how to dispose of any tangible assets of the Greene County TEA Party in a manner

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consistent with its organization as a taxable, nonprofit corporation and on filing such notifications and paperwork as may be required.