

The 9-12 Project of the Lehigh Valley, Inc. By-Laws

Adopted on 9/10/10

Amended 3/9/2012, 3/1/2013, 12/5/2014, 5/1/2015, 3/2/2017, 12/7/2017 & 10/8/2018

ARTICLE I. ORGANIZATION

Section 1.01

The “Organization” shall be known as the “The 9-12 Project of the Lehigh Valley, Inc.” which shall be incorporated and designated as a non-profit entity under the laws of the Commonwealth of Pennsylvania.

Section 1.02 Definitions and Purpose of Organization

Definitions: As used within this document the term “Common Good” is defined as promoting the moral good for every American by the protection of their unalienable individual rights. The term “General Welfare” is defined as promoting the welfare of every American by the protection of their unalienable individual rights.

The Organization exists to promote the common good and general welfare of the community and primarily for educational purposes including, but not limited to educate citizens:

- a) to be advocates for the 9 principles and 12 values listed in our policies and website;
- b) to be advocates for the moral principle of Unalienable Individual Rights, especially the Rights of life, liberty, property, and the pursuit of happiness;
- c) about the founding principles of the United States of America;
- d) about the nature of our government and civil society;
- e) about important issues and policies;
- f) to be citizen watchdogs of government at the federal, state and local levels;
- g) to be advocates for accountable, transparent, limited government at the federal, state and local levels;
- h) about our Limited Government Resolution principles including, but not limited to, lower taxes, less public debt, no deficit spending and reducing governmental regulatory authority at all levels of government.

Section 1.03 Political Activity

The Organization shall limit its political activity in terms of time and money spent in conducting such activities so as to ensure that the Organization’s primary function is to operate for the promotion of “Social Welfare” in promoting the common good and general welfare of the people of the community as defined by IRS 501(c)4 regulation.

- a) Basic records shall be kept by the Executive Board, or by a person appointed by the Executive Board, for all meetings and events held by the organization where such records shall include the total duration of the meeting or event, the time spent engaged in political activity, and the time spent engaged in non-political activity.
- b) All expenditures made, either directly or indirectly on political activities shall be independent and shall be identified as independent expenditures and reported as a specific category termed ‘Political Activity Expenditures’ in all financial reports including annual IRS tax filings, as such expenditures are in fact permitted by law and are generally taxable.

- c) Campaign contributions to Federal Candidates are prohibited by Federal law (FECA) and therefore, the organization shall make no campaign contributions to any campaign whatsoever, be it real money or in-kind; nor shall the organization make any contribution in real money or in-kind to any political party or Federal political action committee.
- d) Campaign expenditures are monies spent for advertising in favor of, or in opposition to a particular candidate and as such are permitted by IRS 501(c)4 regulation. All campaign expenditures shall be deducted from the organization's Political Activity funds and shall not be drawn from the organization's general funds, and shall require the approval of 2/3's of the Executive Board regardless of the amount to be disbursed.
- e) From time-to-time, the organization may choose to endorse a candidate who is running for public office. Because of the long-term consequences and in order to convey momentousness, endorsements shall be issued sparingly. In order to be considered for endorsement, the candidate must respond in writing to a basic set of questions issued by the organization that are designed to communicate the candidate's position regarding the organization's core values. An endorsement shall require:
 - 1. Two-thirds vote by the Executive Board, and;
 - 2. Two-thirds vote by active members, where a quorum is present
- f) The Vice-chairman shall be accountable for maintaining an Activity Governance document which shall list various types of activities, each of which is placed into one of three categories. The categories shall be:
 - 1. 'Permitted As' – which will note whether the activity is permitted as a Primary or a Secondary function.
 - 2. 'Not Permitted' – which will note the law or regulation that prohibits this activity.
 - 3. 'Caution Required' – which would summarize the problematic issues associated with the activity.
- g) The Activity Governance document shall be reviewed annually during the month of February, and if necessary updated so that it is available prior to EB elections in March. Upon completion of the annual review, or at the time of any update, the date of the review or update shall be posted on the document and it shall be distributed to all EB members and Committee Chairs.

Section 1.04 Registered Office

The registered office of the corporation shall be at PO Box 91011, Allentown, PA 18109. The organization shall also operate at the web site addresses of "lehighvalleyteaparty.org" and "lvtp.org". Offices may be established or used as deemed necessary by the Executive Board. No amendments to the bylaws are necessary.

Section 1.05 Seal

The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

ARTICLE II. MEMBERSHIP

Section 2.01 Membership of the Organization shall be open to any citizen of the United States of America or a legal resident thereof.

Section 2.02 There shall be three categories of members as defined below:

- a) An "Associate" member shall be any individual who receives regular emails, text alerts, or voice alerts and who is not a regular member as defined in 2.02.b. Associate members are not issued membership cards or name tags.

- b) A "Regular Member" shall be any citizen who has paid his/her annual dues, and who has completed either a new member application or a renewal application. Regular members are issued membership cards and name tags.
- c) An "Active Member" shall be a member who has paid his/her annual dues, provided adequate contact information and who remains active in the organization. "Active" shall be defined as having attended or participated in at least two (2) Organization sponsored activities, meetings, or events in the prior calendar quarter or the current calendar quarter of any vote being taken for which active membership must be determined. The phrase "Organization sponsored activities, meetings, and events" is defined to include all General membership meetings (monthly and special), all Executive Board meetings (monthly and special), all sub-committee meetings, all Book Discussion groups, all group fund raising events, all group rallies, all group trips, all group picnics and parties, and every other type of gathering conceived of and/or approved by the Executive Board.
- d) An "Event Attendance Sheet" shall be available from the organization's website and must be filled out by the event leader and submitted to the organization's Secretary or Membership Secretary within five (5) business days for accurate recording of attendees to every function as defined under the above clause "organization sponsored activities, meetings, and events".

Section 2.03 Only an Active Member shall have voting rights for the conduct of any official business of the Organization, including but not limited to, approval of any reports, election of Executive Board members, or to make a motion or vote on a motion during a meeting.

Section 2.04 Annual dues shall be determined by the Chair with the advice of the Financial Committee and an approval vote by the Executive Board. Proper notice shall be sent to all members, whenever any changes to the annual dues are implemented.

Section 2.05 Any member may be removed upon conviction of a felony crime or for violating any Organization rule or policy, or for acts that could harm the reputation of the Organization.

- a) Such a removal requires a 2/3 vote by the Executive Board or by a 2/3 vote of a quorum at a membership meeting.
- b) Any ten (10) Active Members of the Organization may request the removal of another member with a formal written request to the Chair outlining the reasons for the request.
- c) Any member removed may appeal to the Executive Board within 30 days with a formal written request for an appeal and the reasons why the member should be reinstated. The Executive Board shall hold a hearing within 30 days of such a request.
- d) Any member removed may appeal directly to the general membership, or appeal after the Executive Board has rendered a decision per Section 2.05 (c) within 30 days with a formal written request for an appeal and the reasons why the member should be reinstated. Such a hearing shall be scheduled within 60 days.
- e) Any member removed shall be reinstated with a majority vote of a present quorum.

Section 2.06 Any member may request to be removed as a Member by written request at any time.

ARTICLE III. MEETINGS

Section 3.01 There shall be a regularly scheduled monthly meeting for all members of the organization.

Section 3.02 The time and place of each meeting shall be determined by the Chair with at least fourteen (14) days proper notice to the general membership unless announced at a previous meeting.

Section 3.03 Fifty percent (50%) of the active membership at the time of any vote shall constitute a quorum.

Section 3.04 There shall be an annual meeting held in March to review the Annual Report of the Organization and conduct routine business. This meeting shall also elect Executive Board members.

Section 3.05 Special meetings may be called by the Chair, by a written request by a majority of the Executive Board or by a written request by thirty-five (35) Active Members. A specific agenda must be provided with any request which shall be followed during the special meeting. The Chair must schedule a meeting within 30 days of such a request. The general membership shall be notified of the date, time and place of a special meeting and be provided an agenda with a minimum of fourteen (14) days proper notice.

Section 3.06 The business portion of meetings, which shall be formally announced by the Chair during each meeting by a call to order, shall conform to these bylaws or, if no provision exists, Roberts Rules of Order shall be followed.

ARTICLE IV. OFFICERS & RESPONSIBILITIES/DUTIES

Section 4.01 The Organization shall have Officers designated as Chairperson, Vice-Chairperson, Secretary and Treasurer. These Officers shall have the duty to operate in the best interest of the organization, to achieve the published purposes of the Organization, and to comply with these bylaws.

Section 4.02 Only elected Executive Board members shall be eligible for nomination, election or retention of any officer position with the exception of the Secretary per Section 4.08 and the Treasurer per Section 4.09. Active Members who are elected officials in a legislative or executive capacity, or employed by such an elected official or political party in any capacity, with the exception of any elected school board, law enforcement, magisterial, or judicial positions, shall be ineligible for any Officer position or a position on the Executive Board.

Section 4.03 The Chairperson and the Vice-Chairperson shall be elected by the Executive Board and shall serve for a one (1) year term. A majority vote of the Executive Board shall be required for the offices of Chair and Vice-Chair.

Section 4.04 Neither Chairperson or the Vice-Chairperson will serve more than three (3) consecutive full or partial terms in the same office.

Section 4.05 Prior elected Chairperson or Vice-Chairperson may serve in any capacity within the Organization except for the term limit prohibition above but shall be eligible after an absence from a position for a total of two years.

Section 4.06 Chairperson

The Chairperson shall convene regularly scheduled meetings; shall preside at all meetings; shall have active management of the affairs of the Organization; shall ensure that all legal obligations up to but not limited to: corporate filings, non-profit corporate filings, motions and resolutions, and any other required actions are carried out; and shall have general powers and supervision of all Organization activities and have the following duties:

- a) The Chairperson shall have authority to name all Committee Chairs with majority consent by the Executive Board.
- b) The Chairperson shall have authority to create or dissolve any committees, with majority consent by the Executive Board, except for the Executive Board and Finance Committee.
- c) Ensure that the by-laws are followed during all proceedings.

Section 4.07 Vice Chairperson

The Vice Chairperson shall substitute for the Chairperson for any and all duties and responsibilities for which the Chairperson will be absent or unable to perform and have the following duties:

- a) The Vice Chairperson shall designate a pro tempore substitute from the Executive Board if the Chair and Vice-Chair are unavailable and, otherwise, should the need arise.
- b) Perform duties as assigned as by the Chairperson
- c) Ensure that the by-laws are followed during all proceedings.

Section 4.08 Secretary

The Secretary shall be appointed by the chair with the majority approval of the Executive Board. Such an appointment can be any qualified person or entity. The Secretary shall have no vote on the Executive Board unless otherwise elected to the Executive Board. The Secretary shall attend monthly and Executive Board meetings of the Organization and act as a clerk including the following duties:

- a) Keeping minutes of Executive Board and General Membership Meetings, which may be written or digitally recorded, and ensure they are posted for approval within 30 days of the previous organizational meeting;
- b) Record all votes;
- c) Audit membership records as necessary in conjunction with the treasurer and Membership Secretary;
- d) Maintain all records, including backup duplicates, which shall be readily available for examination by any member of the Organization upon written request.
- e) Act as the official correspondent for the Organization;
- f) Ensure that the by-laws are followed during all proceedings;
- g) Shall work with other Officers and ensure that all proper filings are made with the Commonwealth of Pennsylvania and any other legally required reports or filings including, but not limited to changes of Officers, and change of the registered office location;
- h) The Secretary shall designate an Assistant Secretary, who may or may not be a member of the Executive Board, who shall be available to perform duties if the Secretary is absent or unable.

Section 4.09 Treasurer

The Treasurer shall be appointed by the Chair with a majority approval by the Executive Board. Such an appointment can be any qualified person or entity. The Treasurer shall have no vote on the Executive Board unless otherwise elected to the Executive Board. The Treasurer shall have custody of corporate funds and maintain full and accurate account records of all receipts and disbursements and the following duties:

- a) All transactions shall have documentation specifying amount, date, and an adequate explanation of the transaction. These records shall be provided for an annual audit.
- b) The Treasurer shall provide a monthly financial report for the membership at each monthly meeting.
- c) The Treasurer shall have authority to disburse funds, sign checks, make deposits or engage in any required financial activity with the approval of the Chairperson.
- d) Any expense from the General fund requiring Organization funds greater than \$1,000 must be preapproved by the membership. Any expense from the General fund greater than \$350 must be preapproved by the Executive Board. The Treasurer shall have authority to disburse amounts from the General fund below \$350 with specific approval from the Chair.

- e) Any expense of a Committee or Special Fund which has raised its own money, and which money is not General fund money; when this expense is less than the fund's balance as verified by the Treasurer, may be disbursed by the Treasurer with the approval of the Committee or Special Fund Chairperson, provided such disbursement is for legitimate, lawful purposes under IRS 501(c)(4) regulation.
- f) The Treasurer will be responsible for ensuring yearly tax returns are completed and filed on or before the yearly federal and state deadlines.
- g) The Treasurer shall also designate an Assistant Treasurer who shall be available to perform duties if the Treasurer is absent or unable.

Section 4.10 Membership Secretary

The Membership Secretary shall report to the Executive Board and shall be appointed by the Chair with a majority approval by the Executive Board. Such appointment can be any qualified person or entity. The Membership Secretary shall have no vote on the Executive Board unless otherwise elected to the Executive Board.

The Membership Secretary shall attend monthly and Executive Board meetings of the Organization and shall perform membership duties including the following:

- a) Processing of new memberships and renewals
- b) Issue membership cards and nametags
- c) Reporting of current membership enrollment
- d) Design and implementation of membership expansion programs subject to Executive Board approval

Section 4.11 Removal of Officers

- a) Any Officer may be removed for cause, including but not limited to, conviction of a felony crime or for violating any Organization rule, policy or for acts that could harm the reputation of the Organization, which must be specified in a formally written format delineating clear reasons for the action
- b) Any ten (10) Active Members may initiate such an action with a formally written reason.
- c) If the action is requested by a member of the Executive Board, a 2/3 vote by the Executive Board shall be required to remove any Officer and this can be done during a general membership meeting or an Executive Board meeting.
- d) If the action is requested by Active Members, a 2/3 vote by a quorum at a general membership meeting shall be required unless the requesting members consent that the Executive Board investigate and vote on removal.
- e) Any Officer removed may appeal directly to the General Membership within 30 days with a formal written request to the Executive Board for an appeal and stating the reasons why the Officer should be reinstated. Such a hearing shall be scheduled within 60 days. The Officer shall be reinstated with a majority vote of a quorum.

ARTICLE V. ELECTIONS

Section 5.01 Elections shall be held every year in the month of March for the purpose of electing an Executive Board. Six (6) shall be elected in even number years, six (6) shall be elected in odd number years.

Section 5.02 During the month of February, a general membership meeting shall be convened for the purpose of nominating Executive Board candidates and to conduct any other necessary business.

- a) To be a nominee of the Executive Board, a candidate must obtain a nomination and a second from the floor.
- b) Upon completion of the nominating process, the Secretary shall compile a list specifying each nominee for the Executive Board. Each nominee shall be contacted by the Secretary within seven (7) days via email confirmed with receipt or verified telephone call and via United States mail. These communications shall include:
 - (i) That they were nominated for the Executive Board;
 - (ii) Other nominated candidates for the Executive Board;
 - (iii) Date and time of the Election Meeting;
 - (iv) That the candidate shall give a talk up to three (3) minutes, submit a written statement to be read or provide a proxy to explain why they should be elected to the Executive Board;
 - (v) That the candidate may be asked questions by members regarding their qualifications, contributions to the Organization, and plans for the Organization.
 - (vi) Members shall also receive a list of all nominees with proper notice within seven (7) days.

Section 5.03 During the month of March there shall be an election meeting for the general membership.

- a) The Secretary shall present the list of Active Members. The Secretary shall read the list of Executive Board nominees. The Secretary shall then regulate the conduct of the election.
 - (i) Each nominated office candidate shall speak in an order determined randomly. Each candidate shall be limited to three (3) minutes.
 - (ii) Upon completion of candidate talks, the Secretary shall open the floor for questions. The Secretary shall set a time limit for each question and a total time limit for the question period.
 - (iii) Upon completion of the question period the Secretary shall call for a vote.
 - (iv) Such vote shall be with a secret ballot.
 - (v) Each eligible Active Member shall be able to vote for up to six (6) separate candidates but all votes need not be cast by a member.
- b) The candidates receiving the top six vote totals shall be elected to the Executive Board.
- c) In cases of a tie vote(s) that determine the outcome of the election, the following procedure shall be used:
 - (i) Any candidates receiving more votes than any and all such tie(s) shall be elected.
 - (ii) Additional votes, for all candidates at and below the tie vote(s), shall be held until the tie is broken. After the third such vote, should another tie vote(s) result, the Chair will have all such affected candidates draw cards with the highest card(s) winning.

Section 5.04 Executive Board members shall assume their duties immediately upon completion of the election meeting.

ARTICLE VI. VACANCIES

Section 6.01 Should any Executive Board position be vacated, other than the Chair, for any reason, a temporary replacement may be elected by the Executive Board. If the Chair is vacated, the Vice-Chair shall be named Chairperson and shall appoint a temporary replacement for Vice-Chair.

Section 6.02 If there are 6 months or less in the term of a vacated Executive Board seat, it may be filled temporarily in accordance with 6.01 above, or it may go unfilled, provided doing so does not result in a total of less than nine Executive Board members. Otherwise, an election at the next appropriate monthly meeting shall be held to elect a replacement to complete the vacated term and such an election must be held within no more

than 75 days from the vacancy. Election provisions per Article V, with the exception of specified months, of these by-laws shall apply in such an instance.

ARTICLE VII. COMMITTEES

Section 7.01 Executive Board

- a) The Executive Board shall be composed of twelve (12) Active Members.
- b) During even years, six (6) persons shall be elected to the Executive Board. During odd numbered years, six (6) persons shall be elected to the Executive Board.
- c) The Executive Board shall serve to provide advice for the Officers in general matters and shall act as a governing Board of Directors.
- d) The Chair shall not have a vote except to break a tie vote.
- e) Attendance at a meeting by 8 members shall constitute a quorum.
- f) The Executive Board shall meet on a monthly basis prior to general membership meetings to discuss items, establish a meeting agenda, and conduct any other business.
- g) The Executive Board members are required to attend a total of nine (9) executive board meetings during a twelve (12) month period. If an Executive Board member notifies the chair by phone or email that they are not able to attend, then, at the discretion of the chairperson, the absence will not be counted toward the nine (9) meeting requirement.
- h) Should an Executive Board member fail to meet the attendance requirement, the member may be removed via simple majority vote by the Executive Board.

Section 7.02 Finance Committee

- a) The Chair and the Treasurer shall recommend and appoint Active Members for the Finance Committee.
- b) The Organization's fiscal year shall be based on the calendar year.
- c) The Finance Committee shall be responsible to:
 - (i) prepare an annual budget for approval by the Executive Board and the approved budget must be presented at the March annual meeting;
 - (ii) Ensure compliance with the budget or develop recommended corrective actions to present to the Executive Board;
 - (iii) help develop fund raising goals and plans;
 - (iv) develop and review fiscal procedures;
 - (v) ensure that the annual audit is thoroughly and adequately performed.

Section 7.03 Other Committees

- a) Other Committees shall be created or dissolved at the discretion of the Chair with majority consent by the Executive Board.
- b) Committee Chairs shall be appointed at the discretion of the Chair with majority consent by the Executive Board.
- c) Committee Chairs may be removed at the discretion of the Chair with two-thirds (2/3) consent by the Executive Board.

ARTICLE VIII. ANNUAL REPORT

Section 8.01 The Officers and Executive Board shall present to the membership an Annual Report showing in appropriate detail the following:

- a) A detailed financial report including all assets and liabilities, revenues and receipts, and all expenses and disbursements during the previous year.
- b) The financial report shall include a detailed audit, conducted by an independent third party or an appointed audit committee composed of a minimum of six (6) Active Members. For the latter option, 2/3 must be appointed who do not hold positions on the Executive Board or hold any Officer position. Such appointments shall be made by the Chair with majority approval by the Executive Board.
- c) A proposed detailed budget for the following year.
- d) A membership report.
- e) An activity report of all major actions by the Organization during the previous year.
- f) A plan for proposed major actions by the Organization for the following year.

ARTICLE IX. INDEMNIFICATION

Section 9.01 The corporation shall indemnify each of its directors (organizers), officers, and employees whether or not in service as such, against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual(s) may have been a party because he or she is or was a director, officer or employee of the corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such director, officer or employee may be entitled.

ARTICLE X. AMENDMENTS

Section 10.01 The Executive Board may propose recommended by-law changes with a majority vote. Any recommended changes shall be accompanied with actual language as well as a report explaining the recommended change(s).

Section 10.02 Fifty (50) Active Members may recommend by-law changes with a written request including actual language of the change as well as a report explaining the recommended change(s).

Section 10.03 A 2/3 vote of a quorum shall be necessary to adopt any by-law amendments. Proper notice must be given with full disclosure of the suggested amendment(s) as well as any submitted reports.

ARTICLE XI. TRANSITION

Provisions of this article have been eliminated as they applied to the first 2 years after formation, only

ARTICLE XII. MISCELLANEOUS

Section 12.01 “Proper notice” shall include email notification sent to the last known email addresses of all members and posting relevant information on the Organization’s website. Members without email or access to the internet may request that any notices be mailed to their address.

ARTICLE XIII. ELECTRONIC VOTING

Section 13.01 Any necessary votes shall be allowed either by email or on an appropriate website discussion online board for the conduct of routine business. Proper and full notification of such votes for the authorized interested parties shall be required including a complete statement in the form of a motion of the issue to be voted on with a simple yes or no response. Elections of the Executive Board, removal of Officers, or of members, shall be prohibited from such online voting and shall be conducted during general membership meetings or per other provisions in the bylaws. *(adopted 5/6/11)*

ARTICLE XIV. DUES, DONATIONS, AND CONTRIBUTIONS

Section 14.01 All written and oral requests for dues, donations, or contributions shall be accompanied by the statement “Contributions, donations, dues and gifts to the Lehigh Valley Tea Party are not tax deductible.”

Section 14.02 Any business entity that makes a donation or contribution shall be notified that all dues, donations and contributions are allocated to lobbying and political expenditures and therefore, are not an “ordinary and necessary business expense”. This shall not apply to the sale of advertising space at various events, activities, publications, or handouts.

ARTICLE XV. DISSOLUTION

Upon termination of operations and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to, and only to, one or more 501(c)(4) charitable organizations. *(adopted 10/8/18)*