

## Hagerstown TEA Party BY-LAWS (Revised 06-Sep-2016, Approved 08-Oct-2016)



### **Article 1 - Name**

The name of this organization shall be the Hagerstown TEA Party Inc., hereinafter referred to as HTP.

### **Article II - Place of Business**

The location of the principal office of the HTP shall be in the state of Maryland at such location as shall be determined by the Board of Directors.

### **Article III – Organization and Mission**

- 1 The HTP shall be organized as a nonpartisan, community-based organization dedicated to providing awareness and education on political matters to the public-at-large in Hagerstown, Maryland and surrounding communities.
- 2 The HTP shall upon IRS approval operate as a 501-C3 nonprofit organization, incorporated in the state of Maryland.
- 3 The HTP Mission shall include, but not be limited to, the following:
  - √<sup>1</sup> Educating the Public in the workings of the republic as embodied in the United States Constitution
  - √<sup>1</sup> Encouraging non-registered citizens to register to vote.
  - √<sup>1</sup> Raising public awareness of the potential impact of proposed or enacted legislation and/or mandates at all levels of government: Federal, State, and Local.
  - √<sup>1</sup> Monitoring and raising public awareness of the performance of elected officials at all levels of government: Federal, State, and Local, including
    - Voting history
    - Positions on issues
    - Endorsements and initiatives, both past and present
    - Actions while in office

## **Article IV - Board of Directors**

### Responsibilities:

1. The Board of Directors shall:
  - √<sup>1</sup> Direct, supervise, and control the affairs of the HTP
  - √<sup>1</sup> Have discretion in the disbursement of funds.
  - √<sup>1</sup> Execute all actions and determine all policies in accordance with the By-Laws.

### Composition:

1. The Board of Directors shall be comprised of a minimum of five members: the four Corporate Officers (President, Vice President, Secretary and Treasurer), plus one Director. The Board may include up to two additional Directors, for a maximum of seven Board members.
2. All members of the Board of Directors shall be full members in good standing.
3. Two or more offices may not be held by the same person, unless circumstances require that said office be filled with an interim appointment.

### Compensation:

No officer, director or member shall receive salary or other compensation for their service as such in the HTP.

### Election:

The Board of Directors shall be nominated and elected by a majority vote of the full members in good standing present at the October Annual Meeting.

### Term of Office:

1. The President and Secretary shall be elected during odd years.
2. The Vice President and Treasurer shall be elected during even years.
3. Directors shall be elected in alternating years and shall serve a two year term of office, in order to provide continuity of experience on the Board. The President, with the approval of the Board, may adjust appointments or elections and terms of office in order to accomplish this.
4. New officers and directors shall serve a two year term of office, taking office January 1 following elections and serving through December 31 of the year following.

5. Officers and directors may serve only two consecutive terms, unless no other candidates are qualified and willing to serve.

Meetings:

The Board of Directors shall meet as determined by the Board of Directors.

Quorum:

A quorum shall consist of a minimum of:

1. Three Board members, if the full Board membership is five.
2. Four Board members, if the full Board membership is six.
3. Five Board Members if the full Board membership is seven.

Absence:

1. Any member of the Board of Directors unable to attend a duly called meeting of the Board shall be required to notify the President of the HTP prior to the meeting.
2. The President may deem the resignation of a Board member effective upon three consecutive unexcused absences without notification by the Board member to the President.

Resignation and Removal:

1. Any Board member may resign at any time by giving written notice to the President.
2. Such resignation shall take effect either at the time specified in the resignation, or at a time mutually agreed upon by the resigning Board member and the President.
3. A member of the Board of Directors may be removed from their position by a vote of:
  - √<sup>1</sup> Three Board Members, if the total Board membership is five
  - √<sup>1</sup> Four Board members, if the total Board Membership is six
  - √<sup>1</sup> Five Board members, if the total Board membership is seven
4. A Board member subject to a removal vote shall be given the opportunity to represent themselves in person and/or in writing, either prior to or at the time of the vote.

#### Vacancies:

1. A vacancy in any office may be filled with an interim appointment by the Board of Directors for the remaining portion of the term.
2. If the vacant office is that of the President, the Vice-President shall assume duties as President for the unexpired President term of office. The Board shall then appoint an interim Vice-President to serve for the unexpired Vice President term of office.

#### Voting:

1. Unless otherwise specified in the By-Laws, any decision of the Board of Directors shall require approval by a majority vote of the Board of Directors casting votes, provided that a quorum is present during the vote.
2. Any Board member may abstain from a given vote. In such case the outcome of the vote shall be determined by the number of Aye and Nay votes cast.
3. The President may vote on all motions.

#### President

The President shall be an active full member in good standing and have served at least six months on the Board of Directors.

#### Responsibilities:

1. Preside over general meetings and Board of Directors meetings.
2. Be an ex officio member of all committees.
3. Coordinate the establishment of goals for the HTP each year.
4. With advice of the officers and general members, and in accordance with these By-Laws, oversee the affairs of the HTP, and set the agenda for each meeting.
5. Provide leadership to the HTP.
6. Periodically form working committees that will perform assigned tasks and appoint the Chairs of such committees.

## Vice President

The Vice President shall be an active full member in good standing and have served at least six months on the Board of Directors.

### Responsibilities:

1. In the event that the President becomes unable to finish the term for which they are currently serving, accept the position of President and finish the current term as President.
2. Preside over meetings in the absence of the President.
3. Coordinate the annual HTP election process.
4. Coordinate social events for general meetings.
5. Assist the President with responsibilities.

## Secretary

The Secretary shall be an active full member in good standing.

### Responsibilities:

1. Record and safeguard minutes of all meetings.
2. Works directly with the President to ensure that the information provided protects the integrity and the intent of the HTP.
3. Prepares and distributes HTP announcements and/or newsletters and correspondence.
4. Preside over meetings in the absence of the President and Vice President.
5. Make HTP books and records available for inspection.
6. Act as the Resident Agent for the organization and be the point of contact for all official communications.
7. Act as the preferred signatory on behalf of the organization for all official documents. The President may perform this function if the Secretary is not available.

## Treasurer

The treasurer shall be an active full member in good standing.

Responsibilities:

1. Maintain accurate checkbook(s) and chart of accounts.
2. Disburse (pay) HTP expenses and deposit proceeds from donations and fund raising activities in a timely manner (weekly where possible).
3. Report the financial status of HTP at each Board of Directors meeting and prepare the Treasurer's annual report to be provided at the annual meeting of the general membership, or as otherwise designated by the HTP Board.
4. Prepare the annual budget based on input from committees and other Board members.
5. Ensure that two (2) authorized signatures (Treasurer plus one other Board Member whose signature has been authorized by the bank) endorse each check.
6. Submit all books and records for audit at the discretion of the President.
7. Follow through with the Tax Advisor and Board Members as necessary to assure that all applicable taxes are paid and tax forms are filed.

## **Article V – General Membership**

Qualifications:

1. A member must be a legal U.S. Citizen and, if not a registered voter, must agree to do so.
2. To be admitted to membership the candidate must complete a membership application and deliver it to the membership committee.

Levels:

1. Full Member (Dues Paying) with Voting Privileges

**Annual dues: January 1 to December 31**

**Dues for family full membership \$35.00**

**Individual membership \$25.00**

**Students (ages 18-25) \$15.00**

2. Supporting Member (No Dues) - No Voting Privileges, nor discounts on HTP memorabilia.

#### Revocation of Membership:

Members may be reprimanded, suspended, or expelled by the Board of Directors for violations of these By-Laws, of the Code of Ethics, or for any other conduct that discredits the HTP as determined by the Board of Directors.

#### Reinstatement of Membership:

Any person whose membership has been terminated may, upon written request to the Board of Directors, have their membership reinstated if approved by a majority vote of the Board of Directors.

### **Article VI – Voting**

1. Each full HTP member may cast one vote.
2. Supporting HTP members may not vote.
3. Sign in sheets may be used to determine the number of members present and eligible to vote at each activity, meeting or election.
4. Proxy voting is prohibited.
5. The total members present at any general meeting shall constitute a quorum.

### **Article VII - Membership Meetings**

#### Regular:

1. There shall be an Annual Membership meeting in October of every year.
2. There may be other General Membership meetings as determined by the Board of Directors.

#### Special:

1. Special meetings may be called at any time by a majority vote of the Board of Directors.
2. Members shall be notified by e-mail or telephone (for those without e-mail) at least seven days in advance of the special meeting.

3. All meetings shall be conducted in accordance with the current edition of Robert's Rules of Order.

### **Article VIII -- Standing Committees**

Members of committees may consist of Full and/or Supporting HTP members. The committees listed need not be staffed on a continuous basis. They shall be staffed as needed by appointments made by the President. In addition to the committees listed, ad hoc committees may be appointed at the discretion of the President.

#### **Committee Chairs:**

1. Shall be appointed by the President.
2. Need not attend Board meetings unless attendance is necessary to carry out their responsibilities.
3. Shall coordinate with and report to the Board regarding the activities and needs of their committee.
4. Shall submit budget requests to the Board for approval, for planned activities and/or reimbursement of expenses incurred.

#### **Membership / Hospitality Committee Responsibilities:**

1. Develop recruitment and retention goals for the coming year.
2. Maintain membership registration cards, update the membership information list and distribute it to Secretary and Communications committee.
3. Greet and introduce new members, and promote fellowship at meetings and provide materials with information about HTP and resources.
4. Work with each group within HTP to prepare and maintain a calendar of events. This calendar may be used when booking facility space as well as for keeping members abreast of HTP activities.

#### **Fund-raising Committee Responsibilities:**

1. Build relationships and raise money to meet the ongoing and specific needs of HTP.
2. Work with vendors on requesting quotes for items such as T-shirts, decals and other revenue building items.



3. Manage items for raffles, maintain reports on ticket sales of raffles, and submit donations to the treasury in a timely manner (weekly where possible).
4. Develop ideas for T-shirts, decals and other promotional items that represent HTP, to be sold at festivals, rallies, meetings, or special events.
5. Work with event promoters to solicit sponsors for such events.

#### Communications Committee Responsibilities:

1. Develop and maintain content for the HTP website and public education material. Handle communication through electronic mail and social media outreach.
2. Recognition of HTP in member's achievements.
3. Create flyers, brochures and monthly newsletters for the HTP.
4. Build relationships with and maintain a contact list of media outlets for coverage of events and town hall type meetings sponsored by the HTP. Develop press packages and encourages local media coverage of events.
5. Write and distribute press releases and public service announcements as well as photos of HTP events on the HTP website and social media outlets.

#### Events Committee Responsibilities:

1. Oversee the entire events planning process and communicate to other committees lists of needs for such events.
2. Ensure that communications with other committees are active, productive and positive.
3. Determine and oversee food vendors, decorations, entertainment, speakers, dates and times, facilities and insurance requirements for events and rallies sponsored by HTP.
4. Gather and submit applications / permits for parades, community festivals and rallies promoting HTP.

#### Voter Information and Education Committee Responsibilities:

1. Research legislative changes, elected officials' voting records and vital information pertaining to bills and laws.
2. Build relationships with elected officials and coordinate invitations for HTP sponsored town hall meetings. Schedule and preside over town hall and candidate meetings. Compile questions for such town hall meetings.
3. Disseminate research information to the HTP members. Maintain an HTP resource library of information and publications relevant to the general membership, encourage HTP members to use these resources in conjunction with the elections committee, develop voter education guides and sample ballots for candidates and ballot issues for all primaries, general elections, special elections or referenda as required.
4. Conduct an active advocacy program to promote and support political research. Initiate research of interest to the HTP on specific aspects of elected officials' voting records, bills introduced, and budget proposals.
5. Maintain archives of budgets, and meeting minutes of various governing bodies to be used in establishing historical spending trends and voting records.
6. Produce periodic voting record reports for elected officials on a regular basis. Produce activity reports for all governing bodies in Washington County, Maryland and other governing bodies as the Board of Directors may direct.
7. Provide information as required, to the Communications committee to be used in the development of action alerts for the general membership.

#### Elections Committee Responsibilities:

1. Coordinate with the Research committee to produce nonpartisan sample ballots.
2. Submit to the Communications committee specific needs for nonpartisan flyers, sample ballots and other voter education information.
3. Prepare a list of polling locations and activities to promote voter turnout.
4. Promote voter registration (at every general meeting / event).
5. Assist the Voter Information and Education committee when active elections are not going on.
6. Encourage and foster the interest of members to run for public office.

## **Article IX - Contracts, Checks, Deposits, Funds, and Operations**

### Contracts:

The Board of Directors may authorize any officer(s) or member(s) of the HTP, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the HTP. Such authority may be general or confined to specific instances.

### Checks/debit card usage:

All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the HTP shall be signed by two (2) authorized signatures: the Treasurer plus one other Board Member determined by the Board of Directors.

All disbursement of HTP funds by check or debit card transactions must be authorized by the President or Vice President and agreed upon by the Board of Directors.

All financial transactions made by any member on behalf of HTP shall be reported to the Board at the monthly Board meeting

### Deposits:

All funds of the HTP shall be deposited from time to time to the credit of the HTP in such banks, trust companies, or other depositories as the Board of Directors may select. An annual report of all receipts and expenditures shall be presented at the annual meeting (unless otherwise directed due to time constraints) and be made part of the minutes of the HTP.

### Records:

The HTP shall maintain accurate and complete books and records of accounts, including attendance, membership, and minutes of all proceedings as well as records of votes of the general membership.

### Loans:

Loans made to and in the name of the HTP are strictly prohibited.

### Gifts:

The Board of Directors may accept on behalf of the HTP any contribution, gift, bequest, or device for the general or special purpose of the HTP.

## **Article X - Amendments**

These By-Laws may be amended by a majority vote at any meeting of the HTP Board. Such vote shall be preceded by a 21-day comment period that begins upon notification to the General Membership of the proposed change. Any feedback received during such period shall be evaluated by the Board for inclusion in the proposed amended By-Laws prior to the vote.

## **Article XI - Code of Ethics**

HTP is a non-partisan, community-based political organization dedicated to providing awareness and education on political issues. Membership in the organization's programs is subject to the observance of the organization's rules and procedures. Any general member or member of the Board of Directors who violates this code is subject to discipline, up to and including removal from membership of the HTP.

The activities listed below are not the views of the HTP and will not be tolerated.

1. Using HTP activities for one's personal self-interest or financial gain.
2. Accepting any benefit or promise of future benefit from, or performing any services for personal gain for, any person or business entity that might benefit, or appear to benefit, from the member's connection to the HTP, unless the matter is disclosed in good faith and authorized by the Board of Directors. (A benefit includes any gift, entertainment, service, loan or promise of future benefits. A service includes working as an employee, consultant or in any other capacity for compensation. )
3. Use of abusive language toward a Board member, general member or visitor of the HTP.
4. Actual or threatened violence toward any individual or group.
5. Making derogatory statements about groups or individuals which in the sole judgment of the Board of Directors could be considered discriminatory based on race, creed, color, national origin, gender identity or sexual preference.

## **Article XII - Dissolution**

The HTP shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said fund shall inure or be distributed to any member(s) of the HTP. On dissolution of the HTP, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational or philanthropic organizations to be selected by the Board of Directors.