

# **BYLAWS FOR NEW YORK STATE CHAPTER OF THE AMERICAN SOLIDARITY PARTY**

January 10, 2017

## **Article I: Name and Principal Office**

**Section 1: Name.** The name of the Chapter shall be New York State Chapter of the American Solidarity Party, hereinafter referred to as “the Chapter.”

**Section 2. Principal Office.** The principal office of the Chapter shall be located at such place as shall be designated by committee resolution from time to time.

**Section 3. Other Offices.** The Chapter may also have offices at such other places, within or without its state, where it is qualified to do business, as its business and activities may require, and as the committee may, from time to time, designate.

## **Article II: Nonprofit Purposes**

**Section 1. Purposes.** The Chapter is organized exclusively for one or more of the purposes as specified in Section 527 of the Internal Revenue Code.

**Section 2. Specific Objectives and Purposes.** The specific objectives and purposes of the Chapter shall be to further the cause of the American Solidarity Party in American politics.

**Section 3. Authorization and Limitations.** The committee shall have the authority to exercise all powers conferred upon State Chapters affiliated with the American Solidarity Party as subcommittees. These include but not limited to the power to accept donations, or any interest therein, provided that only such powers be exercised as permitted by a nonprofit Party that qualifies as a Party described in Section 527 of the Internal Revenue Code. It shall not engage directly or indirectly in any activity which would cause the loss of such qualification. In all circumstances, the authority of the Chapter shall be limited by the operation of law and the rules of the American Solidarity Party governing State chapters.

## **Article III: Officers of the State Chapter**

**Section 1. Number.** The number of State Chapter Officers shall be an odd number with a minimum of five (5) and a maximum of fifteen (15) and shall be known as the Chapter Officers Committee. The Committee may increase or decrease the number by amendment of the Bylaws, but no decrease shall shorten the term of any incumbent Officers.

**Section 2. Qualifications.** Officers of the Committee shall also be members of the American Solidarity Party and must sign the Affirmation of Principles of the Chapter “I affirm my recognition of the sanctity of human life, the necessity of social justice, our responsibility for the environment, and the possibility of a more peaceful world.” Officers must be eighteen (18) years

of age. Officers who accept a position with another political Party will be considered to have resigned from their seats.

**Section 3. Powers and Compensation.** Subject to the provisions of the laws of this state and any rules of the American Solidarity Party and these Bylaws relating to action required or permitted to be taken, the activities and affairs of the Chapter shall be conducted and all powers shall be exercised by or under the direction of the committee. The Officers receive no compensation but may be reimbursed for reasonable expenses as determined by the Committee.

**Section 4. Duties.** It shall be the duty of the Officers to:

- (a) Perform any and all duties imposed on them collectively or individually by law, American Solidarity Party Rules and by these Bylaws;
- (b) Appoint and remove, employ, supervise, and discharge, prescribe the duties and fix the compensation, if any, of all Officers, agents, and employees of the Chapter;
- (c) Meet at such times and places as required by these Bylaws.

**Section 5. Election and Term of Office.** Officers shall be elected by the Chapter members. Each Officer shall be elected to a term of two (2) years and except in the case of the resignation, removal, death or incapacity, Officers shall hold office until the expiration of their terms and election of their successors. Successors for Officers whose terms are expiring shall be elected at the biennial Chapter Organizing meeting by vote of the members. This Organizing meeting shall be schedule for the Month of \_\_\_\_\_. The nomination and election procedures used for the election of Officers may be established by the committee, provided, however, that such procedures are consistent with these Bylaws.

**Section 6. Election Procedures.** Any member can nominate a candidate to the slate of nominees for the National Committee by presenting a petition supporting nomination to the secretary of the National Committee. Candidates shall be elected by the method designated by the Officers Committee. The methods shall include allowing for nominations up to one week before the election and for the casting of ballots electronically and by means that allow all State chapter members to vote.

**Section 7. Removal.** Upon the vote of a majority of the Officers then in office, the committee may remove any Officers for cause at any regularly scheduled meeting of the committee or any special meeting of the committee called for that purpose. Grounds for terminating Officers include, but are not limited to, acts or behavior detrimental to the purposes of the Chapter and continued nonattendance at Committee Meetings.

**Section 8. Resignation.** Any Officers may resign from office at any time by delivering a resignation in writing to the Committee. The resignation shall take effect on the 14th days from date the notice is given, once accepted by the Committee, or at any later time as specified in the notice. The acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

**Section 9. Vacancies.** The committee, by vote of a majority of the Officers then in office, Shall elect Officers to fill any vacancies on the committee as the next order of business. Officers so elected shall serve until the next Chapter organizing meeting, at which the election of the Officers is in the regular order of business.

**Section 10. Place and Time of Meetings.** The Committee shall hold a regular meeting monthly for the transaction of business, unless quorum cannot be met, and hold biennial Chapter organizing meeting for the purpose of election of Officers and Officers and for the transaction of other business. The location of the regular meetings and Chapter Organizing meeting shall be at such place as determined by the committee.

**Section 11. Special Meetings.** Special meetings may be called by the Chair or a simple majority of the Committee and shall be held at such time and place as those calling it shall designate.

**Section 12. Notice of Meeting.** Notice of the time and place of each regular or special meeting, or Chapter Organizing meeting, shall be given to each Officers in writing at least five (5) days in advance. The notice of a special meeting shall state the purpose for the meeting. Notice of a meeting need not be given to any Officers who submits a signed waiver of notice, or who attends the meeting without protesting lack of notice.

**Section 13. Quorum and Voting.** The presence of a majority of the Officers then in office shall constitute a quorum of the Committee for the transaction of business. Officers are required to attend all normally scheduled committee meetings.

**Section 14. Action by the Committee.** Any action required or permitted to be taken by the Committee may be taken without a meeting if all Officers consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes. Participation of one or more Officers by telephone conference or other equipment allowing all persons participating to hear each other at the same time shall constitute presence at a meeting.

**Section 15. Nonliability of Officers.** The Officers shall not be personally liable for the debts, liabilities, or other obligations of the Chapter.

#### **Article IV: Officers**

**Section 1. Officers and Duties.** At the Chapter Organizing meeting, the Committee shall elect Officers of the Chapter, consisting of a Chair, Vice Chair, Secretary, Treasurer, and Vice Treasurer which constitute the Executive Team. The term of office for Officers shall be one (1) year. The Committee may elect such other Officers as it determines necessary and may appoint them to the Executive Team.

*(a) Chair.* The Chair shall preside at meetings of the Committee and the Executive Team. The Chair, or her/his designee, is the official spokesperson and chief executive Officer of the Chapter, and subject to the control of the Committee, shall, in general

- (i) administer all of the business and affairs of the Chapter;
- (ii) appoint agents and employees of the Chapter, define their powers, duties, terms and compensation and to delegate authority to them;
- (iii) have authority to sign, on behalf of the Chapter, documents or instruments necessary or proper for the Chapter's regular business;
- (iv) report to the Committee;
- (v) have authority to conduct banking activities on behalf of the Chapter including but not limited to, the authority to open and close bank accounts, sign checks, and perform other banking duties as may be necessary to Party business and accounts;
- (vi) designate an Officer to fulfill the duties of any other Officer who is absent from a meeting for the duration of that meeting; and
- (vii) perform all duties incident to the office of Chair.

(b) *Vice Chair.* The Vice Chair shall have duties as assigned by the Chair and the Executive Team, and assumes the Chair's duties if he/she is unable to serve.

(c) *Secretary.* The Secretary shall be custodian of records, responsible to give notice of and attend meetings, conduct all correspondence, maintain contact information for each Officer, Officers and employee, and track the attendance of all meetings/events and minutes. The Secretary shall distribute the meeting agendas which are set by the Chair or the Committee as a whole in advance. Every agenda shall include reports from the Chair, the Treasurer, and any existing subcommittees.

(d) *Treasurer.* The Treasurer shall perform all duties customary to that office and shall keep full and accurate records of all funds, receipts, and disbursements in the Chapter's books. The Treasurer shall prepare a financial report and present it to the Committee at each meeting. The Treasurer shall deposit monies in the Chapter's name with the National Party Treasurer. The Treasurer shall not have authority to conduct banking activities on behalf of the Chapter, other than through the National Treasurers account. At the point that the State Chapter deems it necessary to operate independent State Chapter accounts, these bylaws will be revised as necessary and the State chapter shall incorporate under the nonprofit corporation laws of \_\_\_\_\_ State and the Chapter shall register as a 527 entity with the Internal Revenue Service and prepare applicable financial disclosure reports.

(e) *Vice Treasurer.* The Vice Treasurer shall have duties as assigned by the Treasurer and the Executive Team, and assumes the Treasurer's duties if he/she is unable to serve.

**Section 2. Qualifications.** Any person who signs the Affirmation of Principles and serves on the Committee may serve as an Officer of the Chapter. Officers who affiliate in an elected position with another political Party will be considered to have resigned from their offices.

**Section 3. Removal.** Upon a majority vote, the Committee may remove any Officer.

**Section 4. Resignation.** Any Officer may resign at any time via written resignation to the Committee, effective as specified in the notice. The acceptance of the resignation is not necessary to be effective.

**Section 5. Vacancies.** The Committee may elect Officers to fill vacancies. But for resignation, removal, death, or incapacity, Officers serve until the Chapter Organizing meeting's election of their successors.

**Section 6. Compensation.** The Officers shall perform their duties voluntarily and without pay, except that they shall be reimbursed for any reasonable expenses approved by a majority of the Committee.

## **Article V: Subcommittees**

**Section 1. Subcommittees.** The Chapter may have such subcommittees as designated by Committee resolution, and which may consist of other non-officer members. They shall act in an advisory capacity or in a manner as directed by the Officers.

### **Section 2. Meetings and Action of Subcommittees.**

Meetings and action of subcommittees shall be governed by and held in accordance with the provisions of these Bylaws concerning Committee meetings.

**Section 4. Local Subcommittees.** All Local chapters of the State Chapter shall be considered Subcommittees of the State Chapter.

## **Article VI: Membership**

**Section 1. Membership.** The Chapter shall not be a Membership organization in the legal sense, meaning that Members shall not have an ownership stake in the organization. The term "Members" is used herein in its colloquial sense. Membership shall be defined to include and be limited to all persons over the age of 18 registered with the American Solidarity Party and residing within New York State.

## **Article VII: Records**

**Section 1. Maintenance of Records.** The Chapter shall keep at its principal office:

- (a) Minutes of all meetings of Officers and committees of the Committee;
- (b) A copy of the Chapter's Bylaws;
- (c) Adequate and correct books and financial records;
- (d) Copies of all correspondence and filings with the IRS.

## **Article VIII: Conflict of Interest**

**Section 1. Conflict of Interest.** No Officers or Officer may enter into a contract or receive compensation from the Chapter without approval of a majority of the Committee. Officers may be compensated for services if he/she abstains from a vote in which the Committee invokes this

clause and authorizes the services. All interested Party transactions must meet the following requirements:

- (a) The transaction must be in the best interests of the Chapter;
- (b) The transaction must be determined to be fair and reasonable to the Chapter;
- (c) The transaction must be approved without the participation of the interested Party in the discussion of the transaction and the approval process;
- (d) The minutes of the meeting at which such a transaction is approved shall reflect that:
  - (i) disclosure of the benefit to the interested Party was provided;
  - (ii) the interested Party abstained from voting; and
  - (iii) it was determined that the Chapter could not obtain a more advantageous transaction with an unrelated Party.

## **Article IX: IRC 527 Tax Exemption Provisions**

**Section 1. Limitation on Activities.** The Chapter is a subcommittee of the American Solidarity Party and is organized and operated primarily for the purpose of directly or indirectly accepting contributions or making expenditures, or both, for an exempt political function, defined as influencing or attempting to influence the selection, nomination, election or appointment of an individual to a federal, state, or local public office or office in a political organization. The Chapter may engage in activities that are not exempt function activities, but these may not be its primary activities. The Chapter shall not carry on any activity prohibited to one defined by Section 527 of the Internal Revenue Code.

**Section 2. Prohibition against Private Inurement.** No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its Directors, trustees, Officers, or other private persons, except that the Chapter shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of its purposes.

**Section 3. Distribution of Assets.** Upon the dissolution of the Chapter, its assets remaining after payment of all debts shall remain with the American Solidarity Party

## **Article X: Fiscal Year**

**Section 1. Fiscal Year.** The Fiscal Year for the Chapter shall end on December 31.

## **Article XI: Amendment of Bylaws**

**Section 1. Amendment.** These Bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of a two thirds majority of the Members. Any such modification of the bylaws must be submitted in writing to the Secretary and placed on the agenda in advance of the meeting at which the modification is to be discussed and voted upon. Voting on such bylaws shall be conducted by rules adopted by the Officers to include procedures that allow electronic voting and other methods which allow all members to vote.

## **Article XII: Construction and Terms**

**Section 1. Procedure.** If the Bylaws are silent as to any procedural aspect of any action or meeting, the procedures used shall be determined by a quorum of the Officers Committee or by the Executive Team in the interests between the meetings of the Committee.

**Section 3. Invalidity.** Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions shall be unaffected.

**Section 4. IRC.** All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## **Article XII: Indemnification**

**Section 1: Indemnification.** Subject to the limitations of this Article XII, the Chapter shall indemnify a person who is or was an Officer or Officers to the extent authorized by law.

(a) The Chapter shall indemnify any Officers or Officer against expenses and liabilities actually or reasonably incurred personally in a proceeding to which the Officers or Officer was a Party because he or she is or was a Officers or Officer, unless liability was incurred because the Officers or Officer breached or failed to perform a duty he or she owed to the Chapter and the breach or failure to perform constituted any of the following:

- (i) a willful failure to deal fairly with the Chapter or its Officers in connection with a matter in which the Officers or Officer had a material conflict of interest;
- (ii) a violation of criminal law;
- (iii) A transaction from which the Officers or Officer derived an improper personal profit; or
- (iv) Gross negligence or willful misconduct.

The termination of a proceeding by judgment, order, settlement or conviction, or upon plea of no contest or equivalent does not alone create a presumption against indemnification.

(b) Indemnification is not required if the Officers or Officer has previously received indemnification or allowance of expenses in connection with the same proceeding.

(c) Unless otherwise provided by written agreement between the Officers or Officer and the Party, the Officers or Officer seeking indemnification shall make a written request which shall designate one of the following means for determination:

- (i) By majority vote of a quorum of the Committee or a committee of Directors consisting of Officers who are not then parties to the same or related proceeding;
- (ii) By independent legal counsel selected by a quorum of the Committee or its committee or if unable to obtain such a quorum or committee, by a majority vote of the full Committee, including Officers who are parties to the same or related proceeding;
- (iii) By arbitration; or

(iv) By an affirmative vote of a majority of the Officers provided, however, that Officers who are at the time parties to the same or related proceedings, as plaintiffs or defendants or in any other capacity, may not vote in making the determination.

Any eligible expenses shall be paid to the person requesting indemnification within sixty (60) days of the Chapter's receipt of the written request.

(d) If a Officers or Officer is determined to be entitled to indemnification as to some claims or matters, but not as to others, the indemnification may be limited as appropriate.

(e) The Committee may provide indemnification and/or expenses in advance of a final determination of any proceeding in which an employee or agent was a defendant because of his/her actions in that capacity, provided the Committee first determines the employee or agent acted in good faith, reasonably believing the action to be in the Chapter's best interest.

(f) The rights to indemnification and advancement of expenses provided by, or granted pursuant to this Section, shall inure to his/her heirs, executors and administrators.

(g) No amendment or repeal of this Section shall reduce the obligations of the Chapter with respect to any proceeding based upon prior occurrences.