

**BY-LAWS  
OF  
TEXAS CONSERVATIVE PARTY, INC.**

**ARTICLE I  
NAME**

These By-Laws which govern the Texas Conservative Party, Inc. shall be hereinafter referred to as the "Party."

**ARTICLE II  
OFFICES**

The principal address of the Party in State shall be 2034 Borthwick Ln., Conroe, Tx. 77301. The Party may have such other offices, either within or without the State of State, as the Board of Directors may designate or as the business of the Party may require.

**ARTICLE III  
PURPOSES**

The purposes and objectives of this Party are to:

- Educate the public about the United States' form of government envisioned by its Founding Fathers and written into the Constitution of the United States.
- Advise the public about candidates and legislative acts that affect the citizens of Texas.
- Submit candidates to public office under the banner and endorsement of the Party.
- Elect candidates endorsed by the Party.

**ARTICLE IV  
MEMBERSHIP**

There shall be two (2) classes of membership in the Party;

- Registered Member: A Party member in good standing who has paid dues. Registered Members are eligible to vote for Party officers and Platform Planks at State Party Conventions and Annual Meetings.
- Youth Member: A Party non-voting member in good standing over age sixteen (16) and below voting age.

Any individual who supports the purposes and principles of the Party is eligible for membership. Membership is subject to approval or review by the Board of Directors on the basis of loyalty to the purposes and principles of the Party. Only Registered Members shall be counted for delegate apportionment and representation of the Party. Only Registered Members may vote on Party affairs and shall be eligible to hold corporate office in the Texas Conservative Party.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The Board of Directors (hereinafter referred to as Board) shall consist of the Chairman of the Board, Vice-Chairman of the Board, President, Vice-President, Executive Director, Secretary, Treasurer and three (3) Regional Directors.

**SECTION I. General Powers:**

The business and affairs of the Party shall be managed by its Board of Directors.

**SECTION II. Number, Tenure and Qualifications:**

The number of Directors of the Party shall be fixed by the Board, but in no event shall it be less than two (2) Directors or no more than ten (10) Directors. Each Director shall hold office until a successor shall have been qualified, nominated by the Board and elected.

**SECTION III. Regular Meetings:**

A regular meeting of the Board shall be held without other notice than this By-Law and at the place designated in the notice.

**SECTION IV. Special Meetings:**

Special meetings of the Board may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix the place and time for holding any special meeting of the Board called by them.

**SECTION V. Notice:**

Notice of any regular or special meeting of the Board shall be given at least seven (7) calendar days previous thereto by written notice delivered personally or mailed or emailed to each Director's business address or email address of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**SECTION VI. Quorum:**

A majority of the number of Directors fixed by Section 2 of this Article shall constitute a Quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**SECTION VII. Manner of Acting:**

The act of the majority of the Directors present at a meeting at which a Quorum is present shall be the act of the Board of Directors.

**SECTION VIII. Action Without a Meeting:**

Any action that may be taken by the Board at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Directors.

### **SECTION IX. Vacancies:**

Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Directors though they are less than a Quorum of the Board, unless otherwise provided by law. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by election by the Board for a term of office continuing only until the next election of Directors.

### **SECTION X. Compensation:**

By Resolution of the Board, each Director may be paid expenses, if any, for attendance at each meetings of the Board or other Party meetings specifically authorized by the Board. No such payment shall preclude any Director from serving the Party in any capacity and receiving compensation thereof. By Resolution of the Board, each Director or staff member may be also paid a regular salary and related benefits depending on the financial resources of the Party.

## **ARTICLE VI OFFICERS AND DUTIES OF OFFICERS**

Officers of this corporation shall be a Chairman of the Board, President & Chief Executive Officer, Vice- President, Executive Director, Secretary and Treasurer.

Effective on the official closing date of the Party's first Annual Meeting, all officers, except the Executive Director, shall be elected by the Membership at the Annual Meetings or Conventions for a term of one- year and shall hold office until their successors are elected. The Executive Director shall be designated by the President. The President retains the right to appoint all Board members, all staff positions and officers until the official closing date of the Party's first Convention or Annual Meeting.

### **SECTION I.**

**Chairman** of the Board shall preside at all meetings of the Board of Directors, Party conventions or other Party meetings where Party voting will take place.

### **SECTION II.**

**Vice Chairman** of the Board shall, in the absence of the Chairman of the Board or in the event of his or her death, inability or refusal to act, perform those duties. The Vice Chairman of the Board shall be responsible for, in coordination with the Executive Director, administration of the Party's Annual Meetings/Conventions. Other duties and functions may be assigned to the Vice Chairman by the Board from time to time.

### **SECTION III.**

**President** is the Chief Executive Officer of the Party and shall initiate meetings of the Board, is subject to the jurisdiction of the Board and shall preside over the Party Platform Committee.

### **SECTION IV.**

**Vice President** shall, in the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President, perform those duties. Other duties may be assigned to the Vice President by the President or Board from time to time.

## **SECTION V.**

**Executive Director** is the chief administrative officer of the Party, subject to the control of the President and shall control and generally supervise all the business affairs of the Party and, in coordination with the Vice Chairman, is responsible for administration of the Party's Annual Meetings/Conventions.

## **SECTION VI.**

**Secretary** shall be the recording officer of the Party and other duties as directed by the Executive Director.

## **SECTION VII.**

**Treasurer** shall receive, expend and account for the funds of the Party. The Treasurer shall make an annual financial report to the Party membership and shall perform all duties required of the office by federal and state laws.

## **SECTION VIII.**

**Regional Director** shall engage in party related activities in their respective Regions as assigned by the Executive Director.

# **ARTICLE VII MEMBERSHIP MEETINGS**

## **SECTION I. Annual Meeting.**

The annual meeting of the Party shall be held on or about the third Saturday of the month of July in each year, beginning with the year 2010, for the purpose of electing Directors and Officers and for the transaction of such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of State, such meeting shall be held on the next succeeding Saturday.

## **SECTION II. Special Meetings.**

Special meetings of the membership of the Party, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President or by the Board of Directors.

## **SECTION III. Place of Meeting.**

The Board of Directors shall designate the place of meeting.

## **SECTION IV. Notice of Meeting.**

A notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be advertised on the Party's website and via email at least ten (10) days before the date of meeting.

## **SECTION V. Closing of Membership Books.**

For the purpose of determining Members entitled to vote at any meeting of the membership, the membership books shall be closed effective the date of the posting of the notice of the meeting.

## **SECTION VI. Proxies.**

Proxies are not permitted.

### **SECTION VII. Quorum.**

Five percent (5%) of the Members entitled to vote shall constitute a Quorum at annual or special meetings.

### **SECTION 8. Voting.**

A majority of the Members present at the meeting and entitled to vote shall constitute passage of any action placed before the membership for consideration.

## **ARTICLE VIII COMMITTEES**

The standing committees of the Board of Directors are: By-Laws, Rules, Nominating, and Platform. Committee member appointments, including their Chairman are controlled by the Board of Directors. Committees may conduct business by meetings, mail, telephone or the Internet. A majority of participating committee members is necessary for a recommendation to pass on to the Board of Directors.

## **ARTICLE IX**

### **PARLIAMENTARY PROCEDURE:**

Robert's Rules of Order, latest edition, shall be the parliamentary authority for all Party matters of procedure.

## **ARTICLE X**

### **FISCAL YEAR:**

The fiscal year of the Party is annual, January through December.

## **ARTICLE XI**

### **AMENDMENTS TO BY-LAWS:**

These By-Laws may be altered, amended or repealed and new By- Laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

The above By-Laws are certified to have been adopted by the Board of Directors of the Texas Conservative Party, Inc. on the 14 day of December, 2022

Caroline Powell, **President.**

Patti Haney, **Secretary.**