

**HAMPTON ROADS TEA PARTY INC.  
VIRGINIA BEACH TEA PARTY  
BYLAWS**

**ARTICLE ONE**

**Corporation and Mailing Addresses**

1. PRINCIPLE ADDRESS. The principal address of the Corporation shall be the Registered Agent's address:

Hampton Roads Tea Party Inc.  
Dba: Virginia Beach Tea Party  
505 S Independence Blvd #201  
Virginia Beach, Virginia 23452

**ARTICLE TWO**

**Nonprofit Purposes**

1. IRC Section 501(C)(4) PURPOSES. This Corporation is organized exclusively for one or more purposes as specified in Section 501(C)(4), including the making of distributions to organizations that qualify as exempt organizations under Section 501(C)(4) of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of any future federal tax code. The Virginia Beach Tea Party (VBTP) is a non-partisan organization.

2. SPECIFIC OBJECTIVES AND PURPOSES: The mission of the VBTP is to support and defend the Constitutions of the United States and the Commonwealth of Virginia. It shall encourage:

Personal Responsibility

Free Markets

Fiscal Responsibility

The VBTP shall actively monitor and engage with elected and unelected government representatives and officials at the local level (City of Virginia Beach and Virginia Beach Development Authority), regional level (e.g. “Hampton Roads”, and “Tidewater”), state level (Commonwealth of Virginia) and federal level (United States of America).

## **ARTICLE THREE**

### **Board of Directors**

1. **QUALIFICATIONS.** The VBTP Board of Directors has adopted the criteria for Board membership according to the goals of the Corporation, and the criteria may be changed by the Board of Directors, as ratified by the members, by a simple majority vote of the VBTP membership. All Directors must be a VBTP member in good standing. The Board of Directors shall consist of four elected officers (Chair, Vice Chair, Secretary and Treasurer) and three standing committee chairs (Media/Communication Director, Membership Director and Parliamentarian (By-Laws)). Additional Directors may be added on an as-needed basis with the current Board of Director’s approval based on a majority vote.

2. **TENURE.** Officers are elected for a two (2) year term. Directors shall be elected by the elected officers to a two (2) year term. Each Director may seek re-appointment with approval by a majority of the officers who do not abstain. Director’s partial terms will end when new officers are elected.

3. **ACTIVE DIRECTOR.** A member of the Board of Directors who is not on Absentee Status, Inactive Status, and whose annual dues are currently paid is considered to be an Active Director with full voting rights.

4. **ABSENTEE STATUS.** Any Director who misses three (3) consecutive regularly scheduled monthly board meetings shall be placed on absentee status. A Director placed on absentee status shall be reinstated to full voting status upon their attendance at a board meeting and a vote of the majority of the Board members in attendance at the meeting.

5. REMOVAL. The Directors, at any board meeting, by a two-thirds vote of the total number of at least three (3) active Directors, may recommend for removal any Director from office, with cause, including, but not limited to, violations of the VBTP Code of Conduct. The Director in question shall be given three (3) minutes to address the membership prior to the vote. The Board of Directors may grant additional time to the member by a majority vote. Cause shall be presented to the membership for final approval for removal at least fourteen (14) days prior to a scheduled vote by the VBTP. Final removal of the Director will be based on a two-thirds vote of the general membership.

6. RESIGNATIONS. Any Officer or Director may resign at any time by giving written notice to any member of the Board of Directors. Such resignation shall take effect at the time specified. No written acceptance of the resignation is required.

7. QUORUM. A majority of the Active Directors shall constitute a quorum. At any meeting of the Directors where less than a quorum is present, no official business may be conducted. A filled vacancy shall hold office until the next election of the Board of Directors, or until his or her death, resignation, or removal from office.

8. MONTHLY/EMERGENCY MEETINGS. The VBTP Board of Directors shall meet monthly. The Presiding Officer of the upcoming meeting shall give notice of any changes to the monthly meeting to the Board of Directors. All Board meetings require a written agenda. The Presiding Officer may call emergency meetings of the Board of Directors at any time or place within the City of Virginia Beach. Notice of an emergency meeting will be made in a manner deemed most expedient by the Presiding Officer, based on the circumstances at hand, and will be given to as many active Directors as possible with as much advance notice as possible, using social media, including email, text message, or telephone.

9. TELEPHONE OR VIDEO MEETINGS. Members of the Board of Directors or any committee of the Corporation may participate in a meeting by means of a telephone or video conference or other communications equipment, provided that such means permits each person participating in the meeting to communicate with every other person participating.

10. VOTING. A Board member who is present, but wishes to abstain due to conflict of interest, or other reason, shall be removed from the total number of Board members voting in consideration for the majority. The Presiding Officer shall not be permitted to make motions. The Presiding Officer shall be permitted to vote while presiding over any Board meeting.

11. EVENT ATTENDANCE AND ASSIGNMENT. All Directors are expected to attend all major events. Each Director shall be assigned to oversee at least one committee, project, or event initiated by the Board of Directors.

12. CODE OF CONDUCT. VBTP Directors shall sign a Code of Conduct to which they must adhere, or be dismissed from active participation in any VBTP sanctioned activity or project.

13. COMPENSATION. Directors shall serve without compensation. Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. A written voucher with accompanied receipt is required for all expenditures over \$20.00. The voucher must be provided to the Treasurer and approved by the Board.

14. NON-LIABILITY OF DIRECTORS. The Directors shall not be personally liable for the debts, liabilities, or obligations of the Corporation.

15. PROXY. A Director at a Board of Directors meeting may be represented by proxy for voting purposes. The proxy form may be communicated by email or text in exigent circumstances. The signed proxy form must be delivered to the next scheduled Board of Directors meeting to be kept on file by the Secretary. The proxy vote is nullified if the proxy form is not delivered within the specified time frame. The member giving the proxy may withdraw it at any time prior to the vote being cast.

## **ARTICLE FOUR**

### **Officers**

1. **TERM OF ELECTED OFFICE.** The officers shall be elected by majority Active Member vote. Officers are: Chairman, Vice Chairman, Secretary, and Treasurer, and shall serve two-year terms. Nominations for elections to the Board may be presented by members in good standing.

2. **EXECUTION OF INSTRUMENTS.** The Board of Directors may, by resolution, authorize any officer or agent of the Corporation to enter into any contract. The Board may also execute and deliver any instrument in the name of, and on behalf of, the Corporation. Unless so authorized, no officer, agent, or staff member shall have any power or authority to bind the Corporation by any contract, engagement, or to pledge its credit, or to render it liable monetarily, for any purpose, in any amount. Any contract exceeding 25% of the balance of the current accounts shall require membership approval by a simple majority.

3. Changes in the Bylaws or Articles of Incorporation will be sent to the State Corporation Commission and will be signed by all Directors of the Corporation.

4. **EXECUTIVE OFFICER.** The Executive Officer shall serve as the Chairman and Presiding Officer at meetings of the Corporation, with all the rights and powers incident to that position, and, subject to the control of the Board of Directors, shall supervise and control the affairs of the Corporation and the activities of the officers. The Vice Chairman should be able to serve in the same capacity as the Chairman when needed. In the absence of the Chairman and Vice Chairman, the Officers next in line in seniority shall perform the duties of the Chairman and Vice Chairman, or as otherwise established by action of the Board of Directors. The Chairman or Vice Chairman shall receive regular reports from all committees, and shall bring such issues as may arise to the attention of the Board.

5. **SECRETARY.** The Secretary of the Corporation shall keep the minutes of all meetings, and shall keep a central file of all official documents, records, and forms used by the Corporation. The Secretary shall email the Board of Director meeting minutes to the board members within three (3) days of the meeting. The Secretary shall email the General meeting minutes to the Chair, Vice Chair and Communications Chair

within three (3) days of the meeting. The Secretary shall perform all other duties usual to the office of Administrative Secretary.

6. TREASURER. The Treasurer shall perform all the duties customary to that office and shall have the care and custody of the funds and secure the bookkeeping and tax returns for the Corporation. The Treasurer shall at all reasonable times exhibit the books to any Director upon request. The treasurer shall give such bond for faithful performance of his/her duties with such surety or sureties as the Board of Directors may determine from time to time. In addition to required quarterly reports, the Treasurer shall receive regular reports from the Membership and any other active Committees and address issues (i.e. spending more money than authorized by the Board) from these committees to the Board.

7. INDEBTEDNESS: The VBTP shall not incur any indebtedness and shall pay all VBTP credit cards in full each month.

8. MULTIPLE OFFICES. Any Officer may hold more than one office, except the Chairman shall not concurrently serve as Secretary and/or Treasurer.

9. TERM. The term of office for each Officer shall commence at the time of election or appointment; the appointment shall continue until the end of the original term.

10. REMOVAL AND VACANCIES. Any elected or appointed Officer may be removed with cause at any time by a two-thirds vote of the active Directors and ratification of the membership by a two-thirds vote. The Officer in question shall be given three (3) minutes to address the membership prior to the vote. The Board of Directors may grant additional time to the member by a majority vote. Cause shall be presented to the membership for final approval for removal at least fourteen (14) days prior to a scheduled vote by the VBTP. Vacancies shall be filled by appointment or election at the Boards of Director's discretion.

## **ARTICLE FIVE**

## **Indemnity of Officers and Directors**

1. GENERAL INDEMNITY. Each Director and Officer shall be indemnified by the Corporation against every liability, fine, penalty, and claim imposed upon or asserted against that person, including amounts paid in settlement, by reason of that person having served as a Director or an Officer of the Corporation, whether or not then continuing so to be, and against every expense, including attorney's fees, reasonably incurred by him in connection there with except in relation to matters for which he has been finally adjudged to be liable, because of him or her having been guilty of gross negligence or willful misconduct in the performance of his or her duties as such Director or Officer.

2. DETERMINATION OF QUALITY OF CONDUCT. In the event that any judgment shall be made against, or any settlement arrived at because of any action taken by, a Director or Officer of this Corporation, the indemnity provided for in paragraph one (1) above shall be effected only if the Board of Directors, or an independent counsel appointed by the Board of Directors, determines in its or their opinion such Director or Officer was not guilty of gross negligence or willful misconduct in the performance of their duty and, in the event of a settlement, that such settlement was, or is, made in the best interests of the Corporation. If such determination is to be made by the Board of Directors, said Board may rely, and resolve questions of law, on the advice of independent counsel.

3. APPLICABILITY. Every reference made above in paragraphs one (1) and two (2) to "Director" or "Officer" shall include every Director, Officer, former Director, former Officer, in all such cases, his Executors and Administrators.

4. EXCLUSIVITY. The Right of Indemnification provided above in paragraphs one (1) two (2) and three (3) shall be cumulative to, and not exclusive of, any other right to which any Director or Officer may be entitled, except no sum of money to be paid by the Corporation to any Director or Officer shall exceed the amount which must be paid as an indemnity pursuant to the terms and provisions of paragraph one (1) above.

5. TERMINATION OF ACTION. The termination of any action, lawsuit, order, or the effectuation of any settlement shall not, of itself, create a presumption that the Director or Officer involved failed to act in good faith and in a manner reasonably believed to be in the best interests of the Corporation.

## **ARTICLE SIX**

### **Committees**

1. ESTABLISHMENT. The Board of Directors, by resolution adopted by a majority thereof, may designate from among the Directors and recommended individuals, any one or more persons to constitute any committee deemed beneficial to the accomplishment of the purposes of the Corporation, each of which such committees shall serve at the pleasure of the Board of Directors, shall operate under the supervision of one or more Directors; and, to the extent provided for in the resolution establishing the committee, shall have all the authority of the Board to the extent permitted by law.

2. CONTENTS OF RESOLUTION ESTABLISHING COMMITTEES. Each resolution establishing a committee shall contain sections defining that committee's purpose, duration, structure, funding (to include budget), responsibilities, and powers. The standing committees of this Corporation are as follows: Media/Communications, Membership, Bylaws (Parliamentarian).

3. REPORTING: Each committee chair shall submit monthly reports to the Board of Directors, to include without limitation a summary of activities (both planned and completed), funds received and spent, and recommendations.

## **ARTICLE SEVEN**

### **Conduct of General Meetings**

1. The VBTP shall institute Roberts Rules of Order for the conduct of general meetings. All general meetings shall have an agenda published a minimum of three (3) days before the meeting.



2. A minimum of ten (10) General Meetings shall be conducted annually. Speaking on an agenda item shall be limited to three minutes. The minimum number of meetings may be adjusted due to government ordered restrictions, closures or any other event beyond the VBTP's control.

## **ARTICLE EIGHT**

### **Memberships, Dues, Donations and Gifts**

1. Any person who supports the Objectives and Purposes stated in Article Two, Section 2 is eligible for membership upon completing the VBTP membership application form and having paid their annual dues.

2. GRANDFATHERED LIFETIME MEMBERSHIPS. Former H RTP lifetime memberships shall be honored as VBTP lifetime memberships.

3. NEW MEMBERS VOTING RIGHTS. Any newly joined member will have full voting rights upon attending their third (3) general meeting. The third meeting rule may be waived by a majority of the Board of Directors if the New Member has attended the two (2) previous general meetings as a guest. New Members who have not yet achieved the right to vote will also be known as Probationary Members.

4. ACTIVE MEMBER. A member who is not on Absentee Status and whose annual dues are currently paid is considered to be an Active Member with full voting rights. The terms Active Member and member in good standing are interchangeable.

5. ABSENTEE STATUS. Any Active Member who misses three (3) or more consecutive regularly scheduled monthly meetings shall be placed on Absentee Status. A member placed on Absentee Status shall be reinstated to Active Member status upon their attendance at a general meeting with the approval of the majority of

Board of Directors present or after the member has attended three (3) regularly scheduled monthly meetings.

6. REMOVAL. The Directors, at any emergency meeting, board meeting or regularly scheduled monthly meeting, by a two-thirds vote of the total number of at least three (3) active Directors, may initiate removal of any member, with cause, including, but not limited to, violations of the VBTP code of conduct. The member in question shall be given a maximum 10 minute opportunity to address the membership prior to the vote. Cause shall be presented to the membership for final approval for removal at least fourteen (14) days prior to a scheduled vote by the VBTP. Final removal of the member will be based on a two-thirds vote of the general membership.

7. SUSPENSION. Any two (2) Officers may immediately suspend any member of the VBTP with the intent of removal for cause, including, but not limited to, violations of the VBTP code of conduct. The suspended member shall be given three (3) minutes to address the Board of Directors prior to the vote. The Board of Directors may grant additional time to the member by a majority vote. The Board of Directors must confirm the suspension with intent to remove the member by a two-thirds vote of the total number of at least three (3) active Directors. The suspension and removal process will then progress based on the member's status as an Officer, Director, or general member.

8. RESIGNATIONS. Any member may resign at any time.

9. QUORUM. A majority of the average of the Active Members present at the last three (3) general membership meetings shall constitute a quorum. At any meeting where less than a quorum is present, no official business may be conducted.

10. PROXY. An Active Member at a general membership meeting may be represented by proxy for voting purposes. The proxy form may be communicated by email or text in exigent circumstances. The signed proxy form must be delivered to the next scheduled general membership meeting to be kept on file by the Secretary. The proxy vote is nullified if the proxy form is not delivered within the specified time frame. The member giving the proxy may withdraw it at any time prior to the vote being cast.

11. Any member of the Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation. All gifts and contributions are required to be reported to the Treasurer and Board of Directors within thirty (30) days. Contributions shall be a line item of the treasurer's report. Failure to comply with these provisions may be deemed cause for dismissal.

## **ARTICLE NINE**

### **Miscellaneous Provisions**

1. FISCAL YEAR. Upon nonprofit exemption approval, the fiscal year of the Corporation shall begin on January 1st and shall end on December 31st.

2. PUBLIC RECORDS. The Board of Directors and any member of the VBTP may request inspection of records and shall be given access to the requested records within a reasonable time of the request, not to exceed ninety (90) days. Membership contact information will not be shared, given, or sold to anyone, or any entity outside of the Corporation. Any violation of this provision may be deemed cause for dismissal from the VBTP. Members may opt out of sharing their information within the organization.

3. LIMITATIONS ON ACTIVITIES. This Corporation may advocate on behalf of issues, but shall not participate in political campaigns on behalf of, or in opposition to, any candidate for public office, except as specifically allowed by IRS regulations for a 501(C)(4) organization.

4. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted by a corporation exempt from federal income tax under Section 501(C)(4) of the Internal Revenue Code. Any official VBTP position on any ballot initiative shall require passage by a simple majority of active members in good standing present at a general membership meeting. The VBTP, its Officers, and members are permitted to actively participate and advocate for, or against,

any ballot initiative (e.g. a referendum). The endorsement of a candidate by any member of the VBTP shall not represent the position of the VBTP as a whole.

5. PROHIBITION AGAINST PRIVATE INUREMENT. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, Directors or trustees, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

6. DISTRIBUTION OF ASSETS. Upon the dissolution of this Corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of the Internal Revenue Code, or shall be distributed in accordance with a vote of a simple majority of the VBTP membership. Such distribution shall be made in accordance with all applicable provisions of the laws of Virginia.

7. INTERNAL REVENUE CODE. 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 TEN**

### **AMENDMENT OF BYLAWS**

1. The Bylaws may be amended by a two-thirds vote of the Active Members at a general membership meeting. The proposed changes will be posted in the monthly newsletter prior to the general membership meeting.

The Virginia Beach Tea Party Bylaws were amended/approved on 2/4/21 and on 3/2/16.