



PREAMBLE

“God grants liberty only to those who love it, and are always ready to guard and defend it.”

-Daniel Webster, 1834

The foundation of Grassroots America - We the People is based upon the Judeo-Christian Founding Principles of this nation and the freedom and protection of individual rights as guaranteed to citizens by the United States Constitution. We believe the principles of individual freedom, personal responsibility, limited government, rule of law, free enterprise, virtuous citizenship, and economic opportunity for all citizens - regardless of race, creed, or color - are best suited to preserve our nation as it was founded. It is the return to these principles and ideals that we seek at every level of government.

Our members will fulfill their duties and responsibilities as citizens by actively participating in the democratic process and by holding elected officials - at all levels of government - accountable to the Founding Principles of our Framers as defined in the Declaration of Independence, the United States Constitution, and the accompanying Bill of Rights.

We will advance our ideals in Smith County, Texas, by organizing at the voting precinct level. We will identify those who support the conservative ideals outlined in this Preamble, ensure they are registered to vote, and work to turn out each and every conservative voter in every election. In order to achieve those goals for Smith County, we will also actively participate at the regional, state, and federal levels.

Furthermore, GAWTP will work to (1) educate fellow citizens in the Founding Principles and the structure of government at all levels; (2) develop sound, commonsense public policy; (3) keep fellow citizens informed; (4) build coalitions around issues of shared concern; (5) encourage all citizens to take active roles in our society through public debate, community leadership, and candidacies for public office; and (6) assist fellow conservatives across Texas and the United States to duplicate the conservative GAWTP model.

ARTICLE I

ORGANIZATIONAL NAME

The name of this association shall be Grassroots America - We the People, hereinafter identified in this instrument as "GAWTP." The General Purpose Political Action Committee is registered with the State of Texas and with the Internal Revenue Service as "Grassroots America - We The People PAC" (GAWTP PAC).

ARTICLE II

PLACE OF BUSINESS

The principal location of GAWTP shall be in Tyler, Texas. Future headquarters and business offices shall be located in a city where the Board of Directors deem advisable.

ARTICLE III

MISSION AND PURPOSES

Section 1. The primary mission of GAWTP shall be to limit the size and scope of government, taxes, and regulation based on the Founding Principles of the United States of America as described in the Declaration of Independence, the United States Constitution, and the Bill of Rights. Through education, research, precinct organization, testimony, lobbying, and necessary legal action, GAWTP will diligently work to steer the United States of America away from its steady march toward progressive, statist, socialist enslavement of the People. Our government - including both parties — has long set upon a course that will ultimately destroy the hope, opportunity, and freedom for which our Framers and military veterans fought and died. GAWTP believes it is the urgent responsibility of We the People to unite, stand up, and build a line of defense against the destruction of our country. We will boldly declare our principles and stand ready to debate and defend Liberty in the public square.

Section 2. GAWTP will organize at the voting precinct level. In each precinct, we will identify leadership and organize teams to canvass the precinct to identify those citizens who share our conservative principles. We will ensure they are registered to vote and will work to turn out every single conservative voter in every election.

We will organize local Watchdog groups to study the revenues, expenditures, policies, and procedures of the taxing entities of the Smith County area. We will expand Watchdog groups as citizens show interest in specific local taxing entities and exhibit a willingness to faithfully attend public meetings and become educated in the workings of the elected and appointed authorities.

Section 3. GAWTP will promote, maintain, and conduct any other projects or activities in which a NOT FOR PROFIT, POLITICAL corporation may legally engage, and/or as may be authorized by this body

corporate, according to its mission and by-laws, as they now stand and/or as they may be hereinafter amended.

Section 4. GAWTP is not for pecuniary profit and shall not declare dividends. No part of the dues, fees, or assessments or other monies collected by GAWTP shall inure to the benefit of any member of GAWTP; however, GAWTP is not prohibited from the purchase of goods and services from business supporters of GAWTP. The Board of Directors of GAWTP will require: 1) written statements of full disclosure for any purchase from a business supporter who serves in GAWTP leadership (board member or committee chair), and 2) three competitive quotes for any purchase over \$500, except in the case of a sole source opportunity for procurement. The Board of Directors shall determine “best value” for all purchases.

Section 5. Upon dissolution of GAWTP, any unexpended funds on hand at the time shall be distributed to conservative and/or charitable organization(s) whose core values match those of GAWTP. The recipient organizations shall be selected by a majority vote of a quorum of the Board of Directors of GAWTP.

ARTICLE IV

MEMBERSHIP

Section 1. Membership qualifications. Any United States citizen or legal resident who supports the values, mission, and purpose outlined in the aforementioned Preamble and Article III of these by-laws may be a regular member of Grassroots America - We the People.

Should a member publicly communicate or display actions and beliefs which are contrary to these foundational values, mission, and purpose of GAWTP, the Board of Directors of GAWTP shall present to that member an opportunity to discuss the contradicting position with the Board. If unable to satisfactorily resolve the situation, the Board reserves the right to terminate membership. {See Article IV, Section 4.}

Section 2. Resignations. A member may resign membership at any time and will be immediately removed from the GAWTP communication directory. The Board of Directors of GAWTP will always present an opportunity for a hearing to any member(s) who present a written statement of grievance(s). All hearings will be orderly and adhere to the basics of decorum as outlined in Roberts’s Rules of Order. The dues of a resigning member are not refundable in whole or in part.

Section 3. Dues. Annual membership dues shall be used to accomplish the mission and purpose of GAWTP. Additional funds for specific PAC activity will be raised for each specific, clearly designated purpose as allowed by the PAC rules of the Texas Ethics Commission and under the Internal Revenue Service 527 code for political action.

The financial records of GAWTP will be available to GAWTP members upon request; an annual financial report will be made to the membership.

Annual membership dues are available at the levels of support seen below. Members are asked to renew membership annually at the level they are best able to afford. The Board of Directors of GAWTP is committed to the highest standards of good stewardship, and will at all times be diligent to obtain the very best value for dollars spent.

- ◆ High School/College Student with ID: 1 year \$15
- ◆ Married College Couple (husband & wife) with college ID: 1 year \$20
- ◆ Patriot: 1 year \$25; Patriotic Couple (husband & wife): \$40; Patriotic Family: \$50
- ◆ Freedom-fighter: 1 year \$100
- ◆ Framer: 1 year \$500+
- ◆ Founder: 1 year \$1,000+
- ◆ Lifetime Member: lifetime \$5,000+

Membership dues are due January 1 for the membership year (Jan. 1 through Dec. 31 of current year).

Dues shall not be pro-rated, but shall be paid in full for the fiscal year term of membership, regardless of when, during such term, membership may commence. Dues are non-refundable.

Membership information is for the exclusive use of GAWTP. Our members will receive regular insider updates and late-breaking news on all GAWTP events and activities, including special committee projects, local government watchdog reports, candidate forums, ballot measures, campaigns, and coordinated, grassroots efforts to return to limited Constitutional government.

Section 4. Non-payment of dues. In the event the dues of a member are not paid before expiration of the due date and the member shall further neglect or refuse to pay within thirty (30) more days, such omissions shall constitute suspension of all rights and privileges of membership and the member shall be dropped from the rolls of GAWTP.

Section 5. Termination of membership for cause. Any member may be suspended or membership terminated for cause (Article IV, Section 1) in addition to the non-payment of dues as provided in Article IV, Section 4. Cause for suspension or termination includes violation of the Mission and Purposes of GAWTP as set forth in Article III. Suspension and/or termination require a two-thirds vote by the Board. A statement of the violation shall be sent by registered mail to the last known address of the member. The member shall be given an opportunity to appear in person at a meeting of the Board of Directors for a hearing prior to suspension or termination.

Section 6. Change of membership dues. The dues for GAWTP membership shall be set in an amount determined by the Board of Directors. Any recommended changes in dues subsequent to the initial

amounts set by the Board in August 2009 shall be reviewed by the Board. After deliberation, the Board shall take a vote on the recommended changes; a two-thirds majority vote of all Board members is required for an increase in dues.

ARTICLE V

OFFICERS, DIRECTORS, AND COMMITTEES

Section 1. The Officers. The officers of GAWTP shall be Executive Director, President, Vice-President, Treasurer, and Secretary. The Officers shall comprise the Executive Committee and shall be members of the Board of Directors. For consideration for service on the Board of Directors, one must be a dues-paying member of Grassroots America in good standing; however, annual dues are waived for Board Members who provide an ongoing service for the organization (Executive Director, Secretary, Treasurer, Hospitality Chair) OR who provide ongoing in-kind contributions (such as copies for meetings, etc.)

Section 2. The Executive Director shall be the chief executive officer of GAWTP. The President shall assist the Executive Director in the enforcement of the rules, regulations, and by-laws of GAWTP. The Executive Director and the President shall be generally responsible for the administration of GAWTP and for the execution of the decisions, orders, and policy determinations of the Board of Directors. The Executive Director and the President may delegate to the Vice-President such authorities and functions of his/her office as may be necessary; however, this delegation of specific authorities and functions shall not abrogate the high standards of conduct and accountability expected of the Executive Director and President. The Executive Director or the President shall preside at the meetings, based on the availability of the Executive Director, which is the only full-time volunteer position on the Board of Directors and requires much travel. The President shall preside at meetings of the Executive Committee and Board of Directors.

Section 3. During the absence or disability of the President or the Executive Director, the Vice-President shall exercise all powers and discharge all duties of the President until the latter shall return, or his/her successor shall be chosen and qualified.

Section 4. The Treasurer. The board Treasurer shall have general supervision over the finances of GAWTP, shall direct changes of importance in accounting methods, and is authorized to countersign checks, when supported by necessary documents, for such expenditures as are allowable under the annual budget of GAWTP. The Treasurer shall make reports to the Board of Directors and to the general membership when directed by the Board. The Executive Committee Treasurer position is separate and apart from the contractual PAC Treasurer/CPA position. The Treasurer is expected to work closely with the PAC Treasurer/CPA to ensure accuracy and the timely filing of reports as required by law.

Section 5. The Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors, the Executive Committee, the annual General Membership Meeting, and any specially-called

general membership meetings. The Secretary is responsible for assuring notification to the membership of all called general membership meetings.

Section 6. Board of Directors. The Board of Directors shall be the primary governing body of GAWTP and shall direct the business of GAWTP as provided by law, by the Certificate of Incorporation, and by these by-laws. It shall have the plenary power in all matters affecting the welfare of GAWTP. The Board shall have the authority to employ an administrative officer, hereinafter called the Executive Director; however, before instituting any paid positions, the Board must first have consulted the PAC/527 Treasurer to determine if the hiring of an Executive Director will require GAWTP to file as a lobbyist group with the State of Texas. The Executive Director shall work with the Board to develop the annual budget and business plan goals and shall attend all meetings of GAWTP and shall perform any duties assigned by the Board. The Executive Director remains a full-time volunteer (unpaid) position.

Section 7. Executive Committee. The Executive Director, President, Vice-President, Secretary, and Treasurer shall automatically constitute the Executive Committee. The Executive Committee shall assist the Executive Director and Committee Chairs to interpret the instructions and directives of the Board of Directors. The Executive Committee shall act in an emergency for the Board of Directors only until such time as the Board can meet and act.

Section 8. Committees. All Standing Committee chairs (if needed) shall be appointed by a majority vote of the Board of Directors; however, the Executive Director may appoint Committee Chairs and Working Groups on a project by project basis. The Board shall create Standing Committees as needed to facilitate the purpose and objectives of GAWTP. Committee activities will be orderly, well-planned, coordinated across the organization, mission-driven and will carry a consistent message; therefore, all Committees must present written plans and programs to the Executive Director for approval. All plans, reports, and statements to the membership, the public, and the media must have prior approval by the Executive Director or the Board of Directors unless they are presented by an official GAWTP spokesperson(s) previously designated by the Board.

Section 9. Endorsements: Rules for endorsement requests outside of Smith County, Texas:

Now that Grassroots America has earned statewide influence, our endorsement is in high demand from candidates across the state. These requests come from county, municipal, and judicial candidates, state legislative candidates, and US Congressional candidates from across Texas. The volume of requests puts an enormous strain on the all-volunteer Board for judicious and thorough vetting; therefore, the Board has adopted rules necessary to allow us to judiciously field, vet, and render wise endorsement and recommendation decisions.

- If a US House, Texas House, Texas Senate or State Board of Education challenger candidate is not on Grassroots America's home-based Smith County ballot, they must be challenging an incumbent with a C, D or F across-the-board conservative rating (or an incumbent with serious,

documented ethical breaches) in order to qualify for our consideration. Candidates meeting these base line criteria are eligible to request an interview and should do so as early as possible.

- If an **incumbent** running for the US House, Texas House, Texas Senate, or State Board of Education is outside Grassroots America's home-based Smith County ballot, and has a consistent, across-the-board A or B conservative rating, they may request a review and possible endorsement and should do so as early as possible.
- If a candidate is running for a **local government** position that is not on our home ballot of Smith County, Texas, they are welcome to request consideration; however, unless the race is of *extraordinary* importance to one of our constitutionally conservative affiliates, or of *extraordinary* importance in unseating an incumbent of documented notoriously bad character, or an incumbent whose record is in *flagrantly detrimental* to the US Bill of Rights (e. g. anti-First Amendment, anti-Second Amendment, anti-religious liberty) the local race may not rise to the level of urgency required for the use of Grassroots America resources. Such requests will be examined and a determination rendered on a case-by-case basis as time permits.
- Based on her three legislative sessions as Chairman of the Texas Legislature's TEA Party Caucus Advisory Committee and her extensive knowledge of incumbents, challengers, and vital state policy matters, the GAWTP Board of Directors gives the current Executive Director, JoAnn Fleming, the authority to endorse in US House, Texas House, Texas Senate, and State Board of Education races for districts outside Smith County. She is authorized to use her title as our executive director in these endorsements because of her unquestionable dedication to the mission of Grassroots America. We also entrust this responsibility to her because we respect her diligence, trust her judgment, and have confidence in her long record of unyielding conservatism. She is the only member of the Board of Directors with the authority to endorse in this manner. Her endorsements are considered to be Grassroots America PAC endorsements and will be included in our social media and website postings, along with the required PAC reporting to the Texas Ethics Commission and the IRS.

Our Endorsement Process

- **Legal Status** - Pursuant to Texas Ethics Commission rules and statutes, Grassroots America - We the People is registered as a General Purpose Political Action Committee (GenPAC). GAWTP is also filed as a 527 with the IRS. GAWTP has thus met legal requirements to endorse candidates at all levels of government and to take positions on proposed legislation, policies, ordinances, and ballot measures.

As a GenPAC and a 527, we are required to disclose donors, and donations to us are not tax deductible. GAWTP does not solicit donations to bundle for PAC contributions to candidates; however, we do encourage our supporters to make donations directly to our endorsed candidates and not to any political parties or their subdivisions.

- **Our Standards** - The Board of Directors of Grassroots America - We the People sets a very high standard for granting endorsements. Endorsement of a candidate is a serious matter. We do not make endorsements in order to participate in a popularity contest. We do not make endorsements based on appeasing interested groups, and we do not make endorsements based on political risk. ***Our endorsement process is dedicated to raising a higher standard for public office***; thus, we seek to determine the character, core values, temperament, judgment, management style, practical vision, and work ethic of the candidates.

Our standards require that we thoroughly and intensely vet candidates by checking into their stated qualifications, credentials, training, experience, and voting records. During the vetting process, we hold candidate interviews, forums and debates, attend/review forums held by other organizations, review candidate web sites, questionnaires, and candidate Facebook and Twitter postings.

- **Candidate Vetting Process = Job Interview; therefore...**

Grassroots America does not allow any candidate to send a surrogate to sit in for them in any part of the vetting process. If a candidate for statewide office is unable to meet in person, the Board will consider conducting a conference call or a remote visual interview.

Grassroots America does not provide candidates, campaign managers, or surrogates questions in advance of vetting interviews, forums, or debates. *Candidates should note that we consider it extremely bad form to ask.*

Grassroots America does not allow candidates, campaign managers, or surrogates to set the rules or format for our interviews, forums, and debates.

- **Grassroots America reserves the right to qualify candidates for consideration.** In other words, not all candidates meet our basic standards for consideration, and thus all candidates may not be called or approved for interviews. For example, if a candidate is found using baseless rumors, undocumented/unsubstantiated allegations, mud-slinging, and lies to promote their candidacy and to tear down another candidate, **their own unprincipled actions will disqualify them from consideration of endorsement** - no matter how much money they raise, no matter their other endorsements, and no matter their resume´ or social pedigree. If a candidate garners public and/or financial support from several officeholders with clearly liberal/progressive voting records or from political organizations whose mission runs counter to that of Grassroots America’s constitutional conservative mission, that candidate may be disqualified from consideration and may not be granted an interview.

While the GAWTP Board takes into consideration a candidate’s ability to raise funds as a “path to win,” that single ability is not our top priority. We will heavily weight the candidate’s work ethic and the ability to develop and work a specific plan for success. ***If a candidate pledges to work hard to earn votes, and during the course of the campaign***

consistently demonstrates willful negligence in taking personal responsibility to earn those votes, our support may be withdrawn if our recommended course correction is not implemented.

- **Candidate conduct, personal responsibility and accountability** - As a 100% volunteer organization, we do not have the capacity to read every single social media posting ever made by a person BEFORE they became a candidate and even during a hectic campaign cycle; however, if we are given proof of a candidate's history of racially-demeaning or any other intemperate, clearly unstatesmanlike conduct, evidence they have lied about their credentials, or evidence they have misrepresented easily-verified facts, the offending candidate and the candidate's campaign manager will be called by the Grassroots Board of Directors for a hearing.

If the candidate refuses the Board hearing or ignores related Board communications for more than 24 hours, they will be automatically disqualified and support will be publicly withdrawn.

If, after the required hearing, a candidate refuses an immediate retraction of misinformation by posting our required correction(s) on their campaign website and/or social media and releasing the correction(s) to the media in the form of a press release, they are immediately disqualified and support will be publicly withdrawn. The Grassroots America Board of Directors reserves the right to review all proof, evidence, and documentation of candidate misconduct and to determine on a case-by-case basis any actions of sanction, censure, or public withdrawal of support necessary to maintain our high standards.

- **Requirements for Levels of Support** - A Grassroots America endorsement means we are willing to put our own credibility on the line to support this candidate and will work to get the candidate elected. The term endorsement denotes, "I personally, and we collectively - as the Grassroots America Board, **approve** of this candidate's stated goals, values, known actions, and known character." A higher than three-fourths majority vote (7 of 9 board members) in support of a candidate is required for an endorsement.

If the seven-vote requirement for an endorsement is not met, GAWTP will not endorse in a particular race. This does not mean that all candidates are unsuitable. It simply means that no single candidate received seven votes. In the interest of transparency, Grassroots America will post the results of the Board vote **in terms of the number** of board votes cast for and against endorsing a candidate. In the rare situation where the Board deems two candidates in a race equally meet our high standards, we will make a dual endorsement.

- **"Endorsement" versus "Recommendation"** - a recommendation means the vetting process yielded information that prevented a vote of endorsement - the highest level of support;

however, the GAWTP Board may vote to recommend a candidate possessing the most favorable (or the least unfavorable) qualities for serving in the particular office under consideration. A 2/3 majority (6 of 9 board members) is required for a recommendation. The GAWTP Board of Directors reserves the right to recommend candidates on a case-by- case basis. (A failure to endorse does not automatically trigger a recommendation.)

Endorsed or recommended candidates are advised that our support does not constitute a life-long commitment. A candidate must earn the right to keep and maintain our endorsement, which means his or her own actions have the potential to earn our continued public support or trigger our public withdrawal of support.

- **Documentation of vetting process** - The GAWTP Board reserves the right to record interviews with candidates for its own internal use (determined on a case-by-case basis) and reserves the right to post those interviews for public viewing. **Any audio recordings of GAWTP Board deliberations and endorsement/recommendation votes on candidates shall be made for internal use as supporting reference documentation until written minutes are approved.**

Because Grassroots America does not seek or accept taxpayer-funded government grants, we are not subject to the Texas Open Records Act. Board minutes and financial documents are available upon written request by any member of Grassroots America **whose dues are current.**

A complete record of contributions and expenditures - as required by law - is filed with the Texas Ethics Commission and with the IRS and posted online by those government agencies.

- **Maintaining Independence** - While GAWTP networks with statewide and national conservative public policy groups and political action committees, and highly values and respects the work of those sister organizations, GAWTP remains independent and does not endorse a candidate simply because “everyone else is doing it.”

Once we issue an endorsement, we will do everything we can to ensure these candidates are successful. Once elected, we will also do everything we can to hold them accountable for the oath they take to serve the People and for the promises they make during their campaigns.

- **Grassroots America does not take political contributions from candidates during the vetting and endorsement process.** The only exception to this rule - if Grassroots America schedules its annual Champions of Freedom Awards Dinner within an election cycle, candidates may sponsor a table for the event; however, the purchase of priority seating for such a GAWTP event is **not a consideration in our endorsement process.** There will NOT be any “pay to play” behaviors or practices accepted by Grassroots America.

After Grassroots America has endorsed or recommended a candidate for election, if a candidate wishes to help fund a “Get Out the Vote” event, Grassroots America will accept and fully report candidate contributions in an effort to reduce the financial burden on our members.

ARTICLE VI

ELECTION OF OFFICERS AND DIRECTORS

Section 1. Election of Directors: Process, Number, Eligibility. In order to properly conduct the business of GAWTP in a timely manner, a sufficient number of Directors-at-Large shall be elected to the Board of Directors. The Board shall at all times be maintained by a minimum of seven (7) and a maximum of eleven (11) members. The initial Board of GAWTP shall be appointed by the Chair, who is free to consult with other GAWTP members regarding leadership appointments.

Subsequent Board Member nominations shall be determined by the current Board of Directors. At the Board of Directors meeting in October, the Board will begin discussions about any Board Members who need to rotate off the Board and will consider any replacement nominees. At the November Board Meeting, nominees will be interviewed. A vote of the existing Board of Directors can be made in November; however, the vote shall take place no later than the December Board meeting in order for the new Board Members to take office in January and go through Board orientation.

Effective Board Membership requires Wisdom, Willingness, and Work. Any dues-paying member in good standing who demonstrates devotion to the mission and purpose of GAWTP and whose past actions demonstrate the ability to employ good judgment, decisiveness, and courage in decision-making is eligible for nomination.

Section 2. Term of Office for Directors. The term for directors is three (3) years. Each Board Member in good standing - those who are actively serving - may serve longer, if they desire to remain on the Board. Board members are encouraged to employ diligence in looking for emerging leadership qualities to ensure a vibrant, active Board of Directors. (See Section 5.)

Vacancies in the Board of Directors shall be filled by appointment by a majority vote of the remaining Board Members at a meeting called by the Chair within fifteen (15) days following the onset of said vacancy. Board Members so appointed shall serve the remaining term of the vacated board position, and if serving out a term which is less than one year, shall be eligible for consideration by the Nominating Committee as a candidate for a full term on the Board.

Board Members are expected to attend all board meetings and to actively support the GAWTP mission by attending special meetings of local governmental agencies, GAWTP functions, and committee planning meetings when called upon to do so. For long-term growth and success of GAWTP, Board Members should act as mentors and encourage leadership development among the general membership.

Section 3. Election of Officers. The Board of Directors shall by a majority vote, elect the President, Vice-President, Treasurer, and Secretary from the ranks of the Board of Directors. To be eligible for officer status, one must have served as a Director for at least one year. All Officers shall hold office for one (1) year or until their successors are elected and installed.

Section 4. Voting process. Proxy votes shall not be valid for any GAWTP membership elections; however, the Board and Executive Committee may transact business by mail, e-mail, fax, or any other communication medium they deem appropriate and may allow a fellow board member to vote their proxy after notifying the Board President and Executive Director.

Section 5. Adjustments to Board membership rotations. While the term of office for Directors as described above is the ideal toward which we strive, experience suggests such terms may be truncated or extended due to unforeseen circumstances. In such instances, remaining Board Members will act to return to an acceptable rotation schedule (see Article VI, Section 2, Article VII, Section 1, and Article VIII, Section 5).

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Governing Body. The Board of Directors shall constitute the governing body of GAWTP and is vested with full power and authority to put into effect the rules, resolutions, and decisions of GAWTP, and with such other powers as may be set forth in these by-laws.

Section 2. Meetings of the Board. The Board of Directors shall hold a regular monthly meeting at a time and place communicated by the Chair. The Board may hold such other meetings as it may deem necessary to advance the cause of GAWTP. A simple majority of the Board present shall constitute a quorum of the Board of Directors for the transaction of business at any of its meetings except for otherwise provided.

The Board of Directors reserves the right to meet via teleconference and/or to reach consensus by e-mail vote to the Board Secretary should a particular action or decision be time-sensitive or deemed necessary by the Chair. A reply by a simple majority of the Board - by the deadline set forth in such communications – shall constitute a quorum of the Board of Directors for the transaction of such business.

Section 3. Board Agendas. Directors should make every effort to submit any urgent agenda items in writing to the Chair at least forty-eight (48) hours prior to the board meeting. The Chair shall e-mail the agenda to the Directors at least one day before a called Board meeting in order to give the Directors time to thoughtfully consider agenda items. Any member of GAWTP may present a written request for Board consideration of a topic. The Executive Committee shall determine whether or not the topic rises to a level that a special called Board meeting is required; if not, the submitted item will be placed on the next Board meeting agenda.

Section 4. Budget. The Board of Directors shall, with the assistance of the Treasurer, prepare and adopt a budget, allocating specific amounts to various standing programs, non-PAC committees, and general operating expenses of GAWTP. The budget shall be based upon a realistic estimate of needs and a conservative estimate of anticipated receipts. The Board of Directors shall not deficit-spend. If a need arises, which costs more than funds in reserve (unallocated), the Board shall present and describe same to the membership for approval and ask for donations to cover the need.

PAC projects will be funded via special fundraising efforts. These projects will be campaign-oriented for ballot measures and candidates or will be support/opposition to pending legislation; therefore, each project will be reviewed by the Board, cost estimates made for the actions required, and a subsequent budget prepared to be presented to the GAWTP membership. A Finance Committee shall be appointed by the Board of Directors to raise the required funds. The Finance Committee, the Board of Directors, and the PAC Project Steering Committee shall at all times follow the guidance of the PAC Treasurer and the rules as set forth by the Texas Ethics Commission and the Internal Revenue Service.

ARTICLE VIII

MEETINGS

Section 1. Call to Action Meetings. GAWTP will continue to hold Friday Call to Action lunch meetings as long as attendance is strong, a suitable meeting site is available on privately-held (non-corporate) property, or GAWTP has the funds available to rent a site. [Note: Under Texas Ethics Commission rules, GAWTP cannot accept monetary donations to rent a site or an in-kind donation of a meeting site from any corporation.]

Call to Action meetings will be conducted by a member of the Board of Directors or a Committee chairperson designated by the Board. Podium speaking roles, including opening prayer, will be restricted to Board Members, invited guest speakers, and individuals previously cleared by the Executive Director or President. Regular GAWTP membership does not authorize individuals to speak to, or on behalf of, GAWTP in whole.

Unless otherwise arranged with the guest speaker in advance, during Call to Action meetings, in order to most effectively utilize the speakers' time, GAWTP members and attendees will submit written

questions via index cards to a designated moderator who will consolidate, and organize received questions.

Section 2. Annual Membership Meetings. An annual membership meeting shall take place in December.

Notice of the Annual Meeting shall be e-mailed to each member in the GAWTP e-mail directory at least seven (7) days prior to the date of said meeting.. The Annual Meeting shall be noticed in the form of flyer information in November.

The primary purpose of the Annual Membership Meeting shall be the election of Directors. (See Article VI, Section 1.) Membership will also be given a progress report on key GAWTP initiatives and upcoming projects in a State of the Grassroots presentation to be given by designees of the Board of Directors.

Section 3. Special Meetings. Special meetings of the members of GAWTP may be called by a majority vote of the Board of Directors at any time. Notice of special meetings shall be made as outlined in Article VII, Section 2. It shall be the duty of the Board of Directors to call a special meeting of the membership upon written request of at least 15% of the active (dues paid) members of GAWTP.

Section 4. Postponement. The Board shall have the power to postpone an annual meeting if such action is deemed to be in the best interest of GAWTP.

Section 5. Meetings of the Board of Directors and Executive Committee. The Board of Directors shall hold a regular monthly meeting at a time and place communicated by the Chair. (See Article VII, Section 2.) Additional Board meetings may be held as deemed necessary by the Board of Directors or by a majority vote of the Executive Committee. Executive Committee meetings may be called by the request of any two (2) members of the Executive Committee. Three (3) members of the Executive Committee shall constitute a quorum.

ARTICLE IX

AMENDMENTS & PROCEDURES

Section 1. These bylaws may be amended, repealed, or altered, in whole or in part, by a vote of a quorum of the board of directors. The Secretary shall notify the membership of any significant change in the by-laws.

Section 2. The most current edition of Roberts Rules of Order shall govern all business and parliamentary procedures.

FOR THE CORPORATION:

Ernie Clark

President, Grassroots America - We the People

Attest:

JoAnn Fleming

Executive Director, Grassroots America - We the People

Rick Eisenbach

Vice-President, Grassroots America - We the People

Heather Stoner

Secretary, Grassroots America - We the People