

# Bylaws

## Article I: NAME OF ORGANIZATION

The name of the organization is Pro 2A Americans

## Article II: ORGANIZATION PURPOSE

### Section 1. Nonprofit Purpose

This organization is organized exclusively for educational, and political purposes. The way these are executed are as follows:

1. To protect and defend the Constitution of the United States and local States members reside in, especially with reference to the inalienable rights of the individual American citizen guaranteed by such constitution.
2. Educate its members on legislation that may improve their Constitutional rights or effect their Constitutional rights in a negative way.
3. To help members get in contact with elected officials that are voting on said legislation, or get members to vote and bring awareness to the public of this legislation so they may act on it.
4. Assist elected officials in writing bills, supporting bills, or answer any questions they may have regarding how something they are introducing might affect our Constitutional rights.

## Article III: MEMBERSHIP

### Section 1. Eligibility for Membership

Membership is open to any American Citizen who is on track to help the rights of law-abiding citizens of America. We require that members be citizens of this great country and that are inline with the mission of Pro 2A Americans.

### Section 2. Annual Dues

We require an annual due of \$25 for all members, but the annual dues can change at any time depending on economic and organization growth.

### Section 3. Rights of Members

There are two levels of membership. Those two levels are Provisional member and Full member. Each Full member will have voting capabilities in any action that requires a vote, Provisional members will not have voting rights until they become Full members. To become a Full member a Provisional member must attend all meetings and conferences whether by phone, in-person, video conference, or excused if they are unable to attend by the options available.

### Section 4. Resignation and Termination

Any member may resign at any time for any reason. Dues paid for the month will not be refundable.

### Section 5. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

## **Article IV: MEETINGS & MEMBERS**

### **Section 1. Regular Meetings**

Regular meetings of the members shall be held quarterly, at a time and place designated by the chair.

### **Section 2. Annual Meetings**

An annual meeting of the members shall take place in the month of October, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall go over upcoming legislation to go over who will be doing what when the session starts, receive reports on the activities of the association, and determine the direction of the association for the coming year.

### **Section 3. Special Meetings**

Special meetings may be called by the chair, the Legislative Committee, or a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

### **Section 4. Notice of Meetings**

Emailed notice of each meeting shall be sent to each member, or on our member web page, not less than two weeks prior to the meeting.

### **Section 5. Quorum**

A quorum for a meeting of the members shall consist of at least twenty percent (20)% of the active membership.

### **Section 6. Voting**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Members must be present for their vote to count unless notice for absentee is allowed.

## **Article V: BOARD OF DIRECTORS**

### **Section 1. General Powers**

The national officers have the powers to regulate Pro 2A Americans nationwide, as where chapter officers have the power to regulate the local state, they are officers of and have no powers to regulate any other state, unless given written permission by the national officers.

### **Section 2. Number, Tenure, Requirements, and Qualifications**

The national board of directors will consist of a National Chair, National Co-Chair, National Secretary, National Treasurer, and National Public Relations Officer. The PR person is responsible for all public relations and talking with the media.

The December meeting will be the last meeting of any national or chapter officer that has been replaced. This meeting is where handing over is taking place. National officers are appointed by the National board and voting will not take place at the national level. State officers are up for re-election every year in November. There are no maximum term limits.

The National Board of Directors are full members with whom they all feel would be a qualified fit to the designated position. There are no time requirements only that the person being selected is a full member. National Board of Directors are required to attend at least 9 meetings per year or 75% of the quarterly meetings.

The State Board of Directors have the same requirements must attend at least 9 meetings per year or 75% of the quarterly meetings.

### **Section 3. Regular Meetings**

The National Board of Directors will meet quarterly to discuss business about Pro 2A Americans and fix any problems that arise and that are taking Pro 2A Americans off course.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the Chair or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

### **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile, or electronic methods. Unless an emergency has arisen and requires immediate attention by the full Board of Directors. Emergency meeting will more than likely be called, and done via teleconference if the full board is not able to meet in person due to short notice of emergency.

A meeting that is not properly called according to the bylaws will NOT constitute as a sanctioned or required meeting by Pro 2A Americans.

### **Section 6. Quorum**

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

### **Section 7. Forfeiture**

Any member of the any Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by end of calendar year may forfeit his or her seat on the Board. Forfeit would require 100% of that Board of Directors vote, however the person who is up for forfeit does not get a vote. The Secretary of the Board forfeiting an officer shall notify the National Board in writing via email that a seat has been declared vacant due to forfeiture, and the Board of Directors with the vacancy may forthwith immediately proceed to fill the vacant position. If the seat becoming vacant is the Secretary, then the Co-Chair of that Board will notify the National Board of Directors. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are given the choice to fully step away from the Pro 2A Americans without refund of dues, or are able to stay as a Full Member, but can not be a Board member for 2 years.

### **Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

### **Section 9. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as officers.

### **Section 10. Informal Action by Officers**

No single officer of the Board of Directors may informally call a meeting, or insert content into a meeting without giving proper notification unless the meeting called, or content to be inserted into a meeting, requires immediate attention from the Board

### **Section 11. Confidentiality**

Officers shall not discuss or disclose information about Pro 2A Americans or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of Pro 2A Americans purposes, or can reasonably be expected to benefit Pro 2A Americans. Officers shall use discretion and good business judgment in discussing the affairs of Pro 2A Americans with third parties. Without limiting the foregoing, officers may discuss upcoming fundraisers and the purposes and functions of Pro 2A Americans, including but not limited to accounts on deposit in financial institutions.

Each officer shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

### **Section 12. Advisory Council**

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Organization by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

### **Section 13. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the Chair by reference to Robert's Rules of Order.

### **Section 14. Removal.**

Any member of the national Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by 100% vote of the other officers of the members of the Board of Directors if in their judgment the best interest of Pro 2A Americans would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed (does not include forfeiture) as an officer of the Board of Directors shall automatically be removed from office as well as lose all voting rights for 1 year. Depending on the reason of removal may depend on if officer may or may not be allowed to hold the same or another officer position on the Board or any other Board of Director.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article and are not entitled to the removal procedure outlined in Section 14 of this Article.

## **Article VI: Officers**

The officers of this Board (both national or state) shall be minimum Chair, Co-Chair, Secretary, Treasurer, and Public Relations Officers. All officers must have the status of active members of the Board.

### **Section 1. Chair**

The Chair shall preside at all meetings of the membership. The Chair shall have the following duties:

1. He/She/They shall preside at all meetings of the Executive Committee.
2. He/She/They shall have general and active management of the business of this Advisory Board.
3. He/She/They shall directly receive all points and resolutions of the Advisory Board.
4. He/She/They shall have general superintendence and direction of all other officers of this Organization and see that their duties are properly performed.
5. He/She/They shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the Chair.

### **Section 2. Co-Chair**

The Co-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence of the latter. The Co-Chairs duties are:

1. He/She/They shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Chair.
2. He/She/They shall be the main point of contact between the Chair and Secretary, unless the Secretary position is vacant then Co-Chair becomes Point of contact and takes on Secretary Duties

### **Section 3. Secretary**

The Secretary shall attend all meetings of the Board of Directors and of the individual committees, and all meetings of members, and assisted by a staff member, will act as a clerk thereof, and will be the main Point of Contact for any business or issues concerning Pro 2A Americans. The Secretary's duties shall consist of:

1. He/She/They shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She/They in concert with the Co-Chair shall make the arrangements for all meetings of the Board of Directors, including the annual meeting of the organization.
2. Assisted by a staff member, He/She/They shall send notices of all meetings to the members said meeting pertain to and shall make appropriate arrangements for meetings.
3. He/She/They shall perform all official correspondence from the Board of Directors as may be prescribed by the Chair or the Co-Chair.
4. He/She/They shall submit a report of the operations of the program for the fiscal year to the Board of Directors and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.

5. He/She/They shall communicate with other State boards, the different committees, as well as be the one to communicate and report to the Co-Chair, or directly to the Chair, if Co-Chair position is vacant.

#### **Section 4. Treasurer**

The Treasures duties shall be:

1. He/She/They shall submit for approval of all expenditures of funds raised to the Board and proposed capital expenditures (equipment, supplies, events, or other expenses)
2. He/She/They shall present a complete and accurate report of the finances of Pro 2A Americans at any other time upon request of the Board.
3. National shall have the right of inspection of the funds resting with the State Boards including budgets and subsequent audit reports and may request audit of State Board books upon approval of National Board.
4. It shall be the duty of the National Treasurer to assist State Treasurer in direct audits of the funds of their state books according to funding source guidelines and generally accepted accounting principles.
5. He/She/They shall perform such other duties as may be prescribed by the Board or the Chair/Co-Chair under whose supervision He/She/They shall be.

#### **Section 5. Public Relations**

The Public Relations Officer Duties shall be:

1. He/She/They shall be able to represent Pro 2A Americans in a public forum
2. He/She/They shall be the point of contact for press or other forms of news publications

#### **Section 5. Election of Officers**

The National Board is appointed and will not hold elections.

The State Board shall submit at the meeting prior to the annual meeting to Full Members what officer positions shall be open or what positions are currently vacant and the Full Members shall submit the names of those persons for the respective offices of the Board. Nominations shall also be received from the floor at the meeting where announcement of election is made. The election shall be held at the annual meeting of the State Board. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.

#### **Section 6. Removal of Officer**

The State Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion. Any removal or motion for removal of officer must be submitted to the National Secretary as well as results of the motion.

### **Section 7. Vacancies**

Full Members are responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to National Secretary at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

## **Article VII: COMMITTEES**

### **Section 1. Committee Formation**

The board may create committees as needed, such as fundraising, Legislation, public relations, etc. The Board of Directors appoints all committee chairs.

### **Section 2. Bill Committee**

The four officers serve as the members of the Bill Committee. This committee is responsible for keeping an eye on legislative bills and reporting if and what constitutional rights are violated, what federal laws would be violated if applicable, and what bills Pro 2A Americans can get behind to support. They are also responsible for keeping an eye on the schedules to see when those bills are going to be heard in the different state legislative committees, and keep all members and officers in the know.

### **Section 3. Education Committee**

Quantity of members for this committee shall vary. Members on this committee are responsible for educating citizens as well as legislators on the Federal and State constitutions, including but not limited to speaking out in a committee hearing at the State Capital building during session, and attending events to hand out pocket copies of the US Constitution and State Constitution.

### **Section 4. Event Coordination Committee**

Quantity of members for this committee shall vary. Members on this committee are responsible for planning, assessing, promoting, as well as making sure everything needed for any event Pro 2A Americans is involved with, by invitation or sponsoring. Before any event is authorized, this committee shall present it to the Board of Directors with all information in regards to the event ranging from costs, reasoning, requirements if any, and how many people from organization will be needed to man location.

This committee will also decide if events are open carry of firearms sanctioned events if our members will be allowed to carry only their own hand guns, or if they can carry their long rifles will be allowed as well. If long rifles are not sanctioned at an event, or deemed not acceptable by this committee and a member is carrying one that member will be removed from the organization with no refund, and will not be allowed to become a member ever again

## **Article VIII: CORPORATE STAFF**

### **Section 1: Lobbyist**

The Board of Directors may hire a lobbyist who shall serve at the will of the Board. The lobbyist shall represent Pro 2A Americans, and shall speak out for or against legislative bills on behalf of Pro 2A Americans, communicate with legislators on behalf of the Pro 2A Americans, and are subject disciplinary action deemed appropriate if necessary. This person reports directly to the Board of Directors.

The lobbyist may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors. The lobbyist may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any lobbyist, who shall remain an employee terminable at will, as provided in this Section.

## Article IX: CONFLICT OF INTEREST & COMPENSATION

### Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Section 2. Definitions

**Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### Section 3. Procedures

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she/they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest**



1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she/they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy
1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action that can lead up to membership being revoked and nonrefundable.

#### **Section 4. Records of Proceedings**

1. The minutes of the governing board and all committees with board delegated powers shall contain:  
The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5. Compensation**

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Section 6. Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Section 7. Periodic Reviews**

To ensure the Organization operates in a manner consistent with tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further tax-exempt purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

### **Article X: INDEMNIFICATION**

#### **Section 1. General**

To the full extent authorized under the laws of the State of New Mexico, Pro 2A Americans shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Organization, or any person who may have served at the Organization's request as a director or officer of another Organization (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

**Section 2. Expenses**

Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by Pro 2A Americans in advance of the final disposition of such action, suit, or proceeding, if authorized by the national officers, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

**Section 3. Insurance**

Pro 2A Americans may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not Pro 2A Americans would have the power or obligation to indemnify such person against such liability under this Article.

**Article XI: BOOKS & RECORDS**

The organization shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

**Article XII: AMENDMENTS**

**Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

**Section 2. Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of these 11 pages, as the Bylaws of this Organization.

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Jonathan Pendley, Chair – Pro 2A Americans, LLC.

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ATTEST: Nicole Overton, Co-Chair – Pro 2A Americans, LLC.