

# Bylaws of the Chasing Freedom - Virginia November 19, 2020

## ARTICLE I - Name

The name of this organization shall be "Chasing Freedom - Virginia," also referred to in this document as CFV or ChasingFreedomVA

## ARTICLE II - Organization

Chasing Freedom - Virginia is an open community organization of Virginia citizens and groups operating under the limited direction of an elected Board of Directors, hereinafter referred to as The Board. Chasing Freedom - Virginia is a 501(c)(4) under the United States IRS code.

## ARTICLE III - Purpose

### Section 1. Mission and Goals and Beliefs

#### Mission

Chasing Freedom - Virginia is a non-partisan, conservative, grassroots coalition of individual Virginians and like-minded groups devoted to preserving and promoting our individual rights to life, liberty and the pursuit of happiness as envisioned by our Nation's Founders in the Constitution and the Bill of Rights.

#### Goals

- 1) Serve as a unified voice in Virginia for grassroots activists and organizations
- 2) Mobilize "The People" of Virginia in the defense of conservative values
- 3) Be a trusted source of information on civics and Virginia politics
- 4) Vet, approve, endorse and support conservative candidates across Virginia

#### Beliefs

We "The People," as citizens of the United States believe...

- THE CONSTITUTION is the Law of the Land. Our individual rights to life, liberty and the pursuit of happiness; as enshrined in the Bill of Rights, serve to limit the government as intended by the Founders.
- RELIGIOUS LIBERTY is a cornerstone of our Constitution and must be protected as in inalienable human right.

- THE 2ND AMENDMENT, serves to protect The People against domestic and foreign oppression and must be protected as an inalienable human right.
- All citizens, in order to realize their fullest potential, are entitled to EQUAL RIGHTS, EQUAL JUSTICE, and EQUAL OPPORTUNITY, not equal outcomes.
- THE FAMILY is the most essential and most empowering organization in our shared human existence.
- ALL LIFE IS PRECIOUS and must be protected.
- THE FREE ENTERPRISE system is the most productive supplier of human needs and economic justice. Fiscal responsibility and budgetary restraint must be exercised by all levels of government.
- PEACE is preserved through a STRONG NATIONAL DEFENSE.
- GOVERNMENT TRANSPARENCY is essential to maintain trust and faith with “The People”.
- OUR HISTORY and the associated memoria serve as guideposts in our journey as a Nation, to serve as reminders of our shared sacrifices and as warnings to future generations.

## Section 2. Policy Statement

Chasing Freedom - Virginia shall follow a policy of non-alignment, with regard to any specific political party, or any group that advocates for a specific political party and will work with any individual or organization which shares our conservative values. Chasing Freedom - Virginia is not a Republican or Democrat organization we are an organization dedicated to conservative values.

Chasing Freedom - Virginia is operated exclusively for the promotion of the social welfare and promotes the common good of the citizens of Virginia, to reinvigorate civic responsibly.

The following policies shall govern CFV activity:

- A. We will be a positive influence in promoting the general and social welfare of our members and the citizens of our community.
- B. CFV shall not accept sponsorship funding or any other form of compensation or special favors from any political party, political candidate or their representative.
- C. CFV meetings and media SHALL NOT be used for advertising or promoting activities or events not in strict compliance with the mission and goals established by CFV membership. CFV meetings and media may not be used to promote a political party

however may be used to provide information to the citizens of Virginia to assist in the exercise of their civic responsibilities and where such promotion is incidental to the support provided to a candidate approved or endorsed by CFV as someone who is dedicated to the goals of CFV. CFV meetings and media may be used to promote conservative values.

### Section 3. Monies and Property

CFV may accumulate monies, material and other items of value for the conduct of the ongoing activities of the organization. The following policies define the proper use of these assets.

- A. At no time shall any member or members receive any monies or articles of value from CFV, except for the proper reimbursement to any members for legitimate purchases, and the transfer or sale of personal items of value to CFV.
- B. No monies, property or articles of value may be given, transferred, or donated by CFV to any elected official, candidate for public office or to any political party.
- C. In the event CFV should be dissolved, no monies, property or any other articles of value can be given, in whole or in part, to any member or members, but instead, by a majority vote at a General Membership Meeting, shall be donated to a charitable non-profit organization. If not, it is acknowledged that all the previously mentioned items of value become the property of the Commonwealth of Virginia.

## ARTICLE IV - Membership

### Section 1. Requirement for Voting Membership

- A. Register for membership on the CFV official website and provide answers to all required profile questions to the satisfaction of the Membership Chair.
- B. Provide payment of an Annual Membership Fee.

### Section 2. Membership Fees and Dues for Voting Members

- A. Funds will be collected in the form of an Annual Membership Fee in an amount to be stated in the Standing Rules. Such revenue is necessary for the ongoing activities of the organization. This fee, or any other dues or assessments levied on CFV membership shall be approved by The Board and shall receive approval by a majority vote at a General Membership Meeting.
- B. Payments shall be made to the Treasurer by cash or check payable to CFV, or through such payment method featured on CFV web site (e.g., PayPal). Once payment is received, the Treasurer will notify the Secretary and Membership Committee Chairperson.

- C. A new member may not vote on any motion brought before the members for thirty (30) days from the date of their membership after they first become a member to avoid efforts to pad votes immediately before a motion is brought forward. This restriction does not apply to a member who is renewing their membership, if they were a member the year immediately prior to the date of the motion.
- D. In order to remain a Voting Member in good standing, an Annual Membership Fee is due and payable annually on January 31st.

### Section 3. Requirements for Non-Voting Members

Anyone may log on to the official CFV website, answer all required profile questions to the satisfaction of the Membership Chair and become a member in a non-voting status without the payment of the Annual Membership Fee.

### Section 4. Membership List

- A. When a new member has satisfied the above requirements for membership, the Treasurer shall notify the Secretary and Membership Committee Chair.
- B. The Secretary shall then add the member to the official Membership List as a Voting or non-voting Member and shall maintain and update said list for Board review and approval on a monthly basis.

### Section 5. Suspension or Revocation of Membership

The membership standing of any Board Member, CFV member or coalition group may be suspended or revoked by a majority vote of the total Board Membership for any activities considered inconsistent with the principles and goals of CFV and any membership fees may be forfeited.

### Section 6. General Membership Meetings

#### A. Frequency and Notice

The Chair of the Board shall call a general membership meeting at least once (1) each month/quarter. This requirement may be waived by a majority vote of the Board for no more than two (2) consecutive months. If at all possible, meeting schedules shall be arranged for the same day of each month. Normally, meetings shall be announced no less than thirty (30) days in advance of the meeting date and shall be posted on the official CFV website and shall include an agenda at least seven (7) days prior to the meeting. Priority or time sensitive meetings can be arranged on an exception basis by telephone or by e-mail announcement.

- a. General Membership Meetings shall be open to members of the public in a non-voting status.

b. A Annual Business Meeting of CFV will be held in the month of July of each year, at which time an Election of Officers will be conducted in accordance with Article V, Section 1.

c. Coalition Committees will likewise hold one (1) Coalition Meeting each month.

#### B. Special Meetings

Any four (4) Voting Members of CFV may present a notice of request for a Special Meeting to any regularly scheduled Board Meeting using the following procedure:

The request shall be in the form of a motion, made in writing. (2) The request is made at least seven (7) days prior to the requested Special Meeting. Upon majority consent of The Board, Chair shall then post the meeting on our website events calendar within twenty-four (24) hours, stating the motion, date, place and time of the meeting.

#### C. Quorum

A quorum for the transaction of business shall consist of twenty percent (20%) of Voting Members in good standing.

#### D. Rules

Meetings shall be governed by and conducted in accordance with these Bylaws, Robert's Rules of Order (current Edition, Newly Revised), and Standing Rules, which shall control in that order in the event of conflict.

### ARTICLE V - BOARD OF DIRECTORS

Members of the Board must reside within the Commonwealth of Virginia throughout their terms on the Board and shall be limited to one (1) vote.

#### Section 1. Elections

The Board Chair shall appoint a Nominating Committee Chair, who shall then without participation or advice by the Board, choose at least one (1) Voting Member of CFV and nominate a List of Candidates for office, at least forty five (45) days prior to the date of the Annual Business Meeting, the rules governing the Nominating Committee are stated in Attachment 1, Section D.

#### Election and Term of Board Members

A. Members of the Board shall be elected at a meeting by CFV membership with a quorum of at least twenty percent (20%) of Voting Members present.

- B. Candidacy for any Board position shall be open to any Voting Member in good standing and Candidates must be announced to the entire membership at least fifteen (15) days prior to their election.
- C. In the event two (2) or more candidates are seeking the same office the Candidate who receives the most votes will be the Coalition Board Chair and the next two (2) Candidates will fill the other two (2) Board positions within that coalition. If two (2) candidates receive the same number of votes, the two (2) Candidates will immediately compete in a run-off election until a winner is declared.
- D. The term of service for each of the Board positions shall be two (2) years. The position of Chair and Vice Chair will be limited to two (2) consecutive elected terms. Chair and Vice Chair may run for other board positions or may run again for Chair or Vice Chair in a subsequent election. There shall be no term limit for any other Board positions.
- E. The Board Secretary and Board Treasurer shall be elected by The Board at the first meeting following the election of The New Board to serve at the pleasure of the Committee.

## Section 2. Meetings

### A. Frequency and Notice

- a. The Board shall meet at least once (1) each month (conditions permitting) at a time and place mutually agreed to by its members. Regularly scheduled Board Meetings shall be announced to the General Membership. Any member of CFV in good standing may attend Board Meetings in a non-voting status, except when The Board meets in Executive Session.
- b. If at all possible, Board meetings shall be arranged for the same day of each month. Normally, the meeting date, place and time shall be posted as an event on the official CFV website thirty (30) days prior to the meeting date. An Agenda will be added at least seven (7) days prior to the meeting. When necessary, meetings may be arranged on an exception basis by telephone or e-mail announcement.
- c. Additional meetings, as may be required, shall be called by the Board Chair and shall be scheduled with at least a sevenday (7) notice.
- d. Meetings may be held by conference call or online meeting format at the discretion of the Board Chair.

### B. Quorum

A majority of the members of The Board shall constitute a quorum for the transaction of business.

### C. Rules

Meetings shall be governed by and conducted in accordance with these Bylaws, Robert's Rules of Order (current Edition, Newly Revised), and Standing Rules, which shall control in that order in the event of conflict.

### D. Resignations

Resignations shall be tendered to the Chair, who upon receiving such shall immediately call for a Special Meeting of the Board for the sole purpose of considering the resignation. Resignations of Board Members shall become effective upon being accepted by a majority of the remaining Board Members and the position declared vacant.

### E. Vacancies

When a Board position becomes vacant, the Board Chair shall announce the vacancy to the membership, and within fifteen (15) days, with the advice and consent of a majority of The Board, appoint an interim replacement, who will fill the vacancy until voted on at the next General Membership Meeting. If approved, he or she will fill the vacancy until the next election.

## ARTICLE VI - Description and Responsibilities of The Board Section

### Section 1. Board Members Defined

The Chasing Freedom - Virginia will be composed of an eight (8) member Executive Committee (treasurer and secretary are non-voting), a forty-five (48) member Coalition Committee and one (1) Advisory Member identified as follows:

#### A. Executive Committee

1. Board Chair
2. Board Vice Chair
3. Communications Chair
4. Events Committee Chair
5. Membership Chair
6. Political and Legislative Chair
7. Secretary (non-voting)
8. Treasurer (non-voting)

#### B. Coalition Committee

1. Faith Coalition Committee Chair
2. Family Coalition Committee Chair
3. Free Speech Coalition Committee Chair

4. Citizen and Candidate Committee Chair
5. Civil Rights Coalition Committee Chair
6. Criminal Justice Coalition Committee Chair
7. 2nd Amendment Coalition Committee Chair
8. Life Coalition Committee Chair
9. Constitution Coalition Committee Chair
10. National Defense Coalition Committee Chair
11. Economic and Business Coalition Committee Chair
12. Virginia History Coalition Committee Chair
13. Education Coalition Committee Chair
14. Outreach Coalition Committee Chair
15. Veterans Coalition Committee Chair
16. Health Care Coalition Committee Chair
17. Two (2) Board Members from each Coalition (32 total)

C. Advisory Member (non-voting)

1. Immediate Past Board Chair

Section 2. Responsibilities

The Board shall act as the administrative arm of CFV and shall conduct all business between regularly scheduled membership meetings. All decisions of The Board shall be made in keeping with the stated rules and best interests of CFV membership.

Section 3. Oath of Service

The Board shall take the following oath prior to taking their office.

“I, \_\_\_\_\_ do solemnly swear to support and defend the Constitution of the United States against all enemies, foreign and domestic; that I will bear true faith and allegiance to the same; that I take this obligation freely, without any mental reservation or purpose of evasion; and that I will well and faithfully discharge the responsibilities of a citizen of the United States. So help me God.”

Section 4. Voting

- A. Voting Rights Each Board member has one (1) vote. A majority of all Board members, including proxies, constitutes a quorum. A member of the Board may be represented at any Board meeting by another Board member by means of a proxy, subject to the following conditions:
- B. Any person who acts as proxy for another must be a Board member in good standing of CFV;



- C. Any proxy may be withdrawn by The Board member giving it at any time prior to its exercise;
- D. All proxies must either be in writing and signed by The Board member or an email sent from the Board member to the proxy holder.
- E. Voting Rules
  - a. With consideration to important and wide-ranging issues, The Board may bring an adopted motion to the General Membership with the concurrence of a Board majority.
  - b. Decisions made by the Board can be challenged by the General Membership within ninety (90) days of posting. A notification to the Board by at least twenty-five percent (25%) of a General Membership meeting shall require The Board to reconsider any decision. If The Board sustains the decision, it will notify the objecting parties. The objecting parties may then, at their discretion, move and second a motion at a General Membership meeting to vacate the decision. A majority vote shall overturn the Board's decision.
  - c. The results of all votes must be documented and maintained in the records by the Secretary and posted to the website within seven (7) days.

## ARTICLE VII - Duties and Responsibilities of Board Members

A description of the duties and responsibilities for each of The Board positions shall include, but are not limited to, the following:

### Section 1. Board Chair

The Board Chair shall be responsible for the general execution and implementation of the programs and policies of The Board. Additional duties and responsibilities of The Board Chair shall include:

- A. Convene meetings of The Board and the General Membership, as required.
- B. Officiate at all Membership and Board Meetings and perform as a member ex-officio of all committees.
- C. Make policy recommendations to The Board.
- D. Appoint a qualified person to perform an Annual Audit of CFV financial records at the end of each fiscal year and whenever there is a change of personnel in the Treasurer position.
- E. Ensure that new members are welcomed and indoctrinated in the activities of CFV.

- F. Create Ad Hoc committees as necessary to assist in the affairs of The Board.
- G. When a vacancy occurs on any Ad Hoc Committee, appoint a replacement within fifteen (15) days of the vacancy. Work to maintain committee membership at sufficient strength.
- H. All CFV events and activities shall be approved by the Board Chair or his/her designated representative, in accordance with these Bylaws and the Standing Rules.
- I. Appoint a Nominating Committee at least forty-five (45) days prior to the date of the Annual Business Meeting.

#### Section 2. Vice Chair

In the absence of the Board Chair, the Vice Chair, may act for the Chair with no limitations. The Vice Chair's primary duty is to act as Board Chair when the office has been vacated by the Board Chair or during any disability. The Vice Chair works at the pleasure of the Chair as an extension of all duties of the Chair.

#### Section 3. Communications Chair

The Communications Chair shall be responsible for managing and directing an organization's internal and external communications and supervise the public relations narrative across the organization. In cooperation with The Board shall create the communication strategies and may serve as the key spokesperson and media contact for the organization. Duties shall include:

- A. Developing a cohesive communications strategy to be approved by the Executive Committee.
- B. Overseeing a diversely skilled volunteer communications Social Media and Technology Team. Details on the Social Media and Technology Team are included in the Standing Rules and Resolutions.
- C. Manage media relations.
- D. Manage a communications budget.
- E. Ensuring quality control of all information released.

#### Section 4. Events Chair

The Events Chair shall carry out special projects and other duties as defined by the Board Chair. Plan and execute various events sponsored by CFV, as directed by The Board. Other duties and responsibilities shall be defined in the Standing Rules. Duties shall include:

- A. Identify event opportunities to promote CFV.

- B. Oversee Ad-Hoc Events Committees when asked by The Board.
- C. Maintain the organizations events calendar internally and externally via the CFV website, Facebook, Twitter and other social media accounts.
- D. Coordinate closely with the Communications Chair who oversees the Social Media and Technology Team responsible for the CFV website, Facebook, Twitter and other social media accounts

#### Section 5. Membership Chair

The Membership Chair shall plan and promote policies and programs for the purpose of increasing and retaining membership in CFV. The Chair shall also lead, plan and promote outreach activities that specifically to inform our members and the general public. Other duties and responsibilities shall be defined in the Standing Rules.

Coordinate closely with the Communications Chair who oversees the Social Media and Technology Team responsible for the CFV website, Facebook, Twitter and other social media accounts.

#### Section 6. Secretary

The Secretary shall perform administrative functions in the conduct of the business of CFV. As such, the Secretary shall be assigned the following duties and responsibilities:

- A. Record the minutes and attendance records for each Board meeting and General Membership meeting. Promptly post the minutes to the website for member review.
- B. Maintain the official records and documents of the Board and assist the Board Chair with official correspondence and the filing of documents.
- C. Advise all Board Members when any Board Member has missed two (2) consecutive meetings.

#### Section 7. Treasurer

The Treasurer shall be responsible for recording income and expenditures of all CFV funds, provide and maintain all financial accounts and records, as required by good bookkeeping practices and the Board of Directors. As such, the Treasurer shall be assigned the following duties and responsibilities:

- A. Submit a monthly statement of all financial transactions and accounts at each Board Meeting.

- B. Provide a budget projection to the Board of Directors to identify budget requirements prior to the beginning of each fiscal year.
- C. The Treasurer shall be authorized to disburse funds under the following conditions:
  - a. By authority of The Board at a duly called meeting, provided funds are available.
  - b. Between meetings of The Board, the Chair may authorize the Treasurer to make expenditures, not exceeding \$150 per purchase and not more than \$500 in any one (1) month, provided funds are available.
- D. By authority of The Board, the Treasurer and the Board Chair are empowered to open a bank account(s) in the name of CFV and make deposits and withdrawals from such account in accordance with these Bylaws. The Board may authorize if and when additional signers may be added or removed from said account(s).
- E. The Treasurer shall keep all financial documents of CFV and maintain all financial transactions in a financial spreadsheet. A monthly report is to be provided to The Board by the tenth (10<sup>th</sup>) of the following month. All Financial records (receipts) are to be open to inspection by The Board at any time, upon reasonable notice.
- F. The Treasurer shall deliver all official records of CFV, to The Board before leaving office.
- G. The Treasurer shall be responsible for managing the Merchant Services Account at a minimum of once per week.
- H. The Treasurer shall take the lead in preparing necessary annual tax and other reports with the assistance and approval of the Chair.

#### Section 8. Citizen and Candidate Training Committee Chair

The Candidate Training Committee Chair shall plan and promote training programs for the purpose of training candidates to be successful in campaigns. The Chair shall also lead, plan and promote outreach activities that educate and inform both our members and the general public about their civic responsibilities. Other duties and responsibilities shall be defined in the Standing Rules.

#### Section 9. Coalition Chairs

The Political and Legislative Coalition, Faith Coalition, Family Coalition, Civil Rights Coalition, Criminal Justice Coalition, 2nd Amendment Coalition, Life Coalition, Constitution Coalition, , National Defense Coalition, , Economic and Business Coalition, Virginia History Coalition, Education Coalition, Outreach Coalition and Health Care Coalition are each represented by a Chair. Each Coalition Chair has one (1) vote.

Each Coalition Committee Chair shall represent their coalition's position on The Board and maintain awareness of specific local, state and national level candidate positions and issues on behalf of the community.

The Coalition Committee Chairs are responsible for establishing a Coalition Subcommittee which will be responsible for facilitating meetings with elected officials and candidates to discuss issues and matters of concern to the citizens of our community, provide reports of research performed and legislation that would affect our members and members of the community and to engage the membership and the general public in those actions appropriate to the stated mission of CFV and performs other duties as instructed by The Board and as defined in the Standing Rules.

#### Section 10. Coalition Committee Members

The Political and Legislative Coalition, Faith Coalition, Family Coalition, Civil Rights Coalition, Criminal Justice Coalition, 2nd Amendment Coalition, Life Coalition, Constitution Coalition, , National Defense Coalition, , Economic and Business Coalition, Virginia History Coalition, Education Coalition, Outreach Coalition and Health Care Coalition are each represented by a two (2) Committee Members. Each has one (1) vote.

#### ARTICLE VIII - Ad Hoc Committees

The Board may define and appoint Ad Hoc Committee Chair positions to meet the requirements of CFV activities. Ad Hoc Committee Chairs shall not have voting rights on The Board. Duties and responsibilities for Ad Hoc Committees shall be defined in the Standing Rules. Examples of Ad Hoc Committees shall include, but are not limited to:

- A. Maintaining one (1) or more websites,
- B. Performing liaison and reporting on the activities of specific activist groups,
- C. Procurement, distribution, and sale of marketing materials.

A written description of the duties and responsibilities for each of the Ad Hoc Committees can be found in the Standing Rules.

#### ARTICLE IX - Standing Rules and Resolutions

Standing Rules shall be adopted by a majority vote of The Board or General Membership and recorded by the Secretary in the meeting minutes and Attachment 1, Standing Rules, Sec. A Resolutions shall be adopted by a majority of The Board or General Membership and recorded by the Secretary in the meeting minutes and Attachment 2, Resolutions.

- A. Standing Rules may be adopted by a majority vote of The Board and may be suspended for the duration of any meeting by a majority vote, and they may be rescinded by a two

thirds (2/3) vote without previous notice, or by a majority vote with a fifteen (15) day previous notice. These rules remain in effect until they are rescinded.

- B. If a rule deals with Parliamentary Procedure, such as an Agenda or Rules of Debate, it is considered a Rule of Order. A two-thirds (2/3) vote can suspend it for a meeting. A two-thirds (2/3) vote and a fifteen (15) day previous notice can amend or rescind it.
- C. If a rule deals with administration, such as giving out awards for achievement, it is a Standing Rule, which can be suspended by a majority vote for a meeting. Members can rescind it without previous notice by a two-thirds (2/3) vote or a majority vote with a thirty (30) day previous notice.

### Section 1. Social Media and Technology Team

The Communications Chair will work very closely with the Membership Chair and the Events Chair to achieve the below goals. The Communications Chair will assemble a volunteer Social Media and Technology Team with the following goals:

- A. Awareness: To establish our presence and increase our reach.
- B. Traffic: To drive traffic to the CFV website, Facebook, Twitter and other social media accounts.
- C. Lead Generation: To collect key information from your prospects.
- D. Donations: To increase donations.
- E. Engagement: To connect and engage with your audience.
- F. Community Building: To gather advocates of your brand.
- G. Education and Training: To provide access to educational and training materials.
- H. Public Relations: To disseminate news and build.
- I. Social Listening & Research: To listen to our members and understand their needs.
- J. Recruiting: To recruit top volunteers to the team.

## ARTICLE X - Budget and Finance

### Section 1. Budget

An annual budget shall be prepared by the Treasurer for approval of The Board. The budget will then be presented at a General Membership Meeting for approval at the last business meeting of that year.

## Section 2. Spending Authorization

The Board Chair may authorize expenditures in an amount not to exceed \$150.00 per expense or \$500.00 total between meetings of the board, without the approval of the Board and in accordance with Article VII, Section 4, Paragraph C, (2).

## Section 3. Debt

The Board may not expend more funds than it has on hand, nor incur any debt which would result in a budget deficit.

## ARTICLE XI - Adoption and Amendment

### Section 1. Adoption of Bylaws

These Bylaws shall become effective at the end of the meeting at which they are adopted. Adoption shall require: (1) a ten (10) day notice of intent to adopt, and the full text of the proposed Bylaws shall be included in the call for the meeting at which the vote is to be taken, and (2) approval by a two-thirds (2/3) vote at a General Membership Meeting.

### Section 2. Amendments

These Bylaws may be amended by a two-thirds (2/3) vote at a General Membership Meeting, provided that a fifteen (15) day notice of the proposed amendment, including the original text and the proposed text is included in the call to the meeting. Amendments shall become effective immediately upon their adoption.

## ARTICLE XII - Conflict of Interest Policy

### Section 1. Purpose

The purpose of this conflict of interest policy is to protect Chasing Freedom - Virginia Corporation's interest when the corporation contemplates entering into a transaction or arrangement that might benefit the private interest of an officer or chair of the Corporation 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

- A. Interested Person- Any Chair, principal officer, or member of a committee with powers delegated by The Board, who has a direct or indirect financial interest, as defined below, is an interested person.

- B. Financial Interest- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
  - b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
  - d. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
  - e. A financial interest is not necessarily a conflict of interest. Under Section 3.3 of this article, a person who has a financial interest may have a conflict of interest only if The Board or committee decides that a conflict of interest exists.

### Section 3. Procedures

- A. 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 considering the proposed transaction or arrangement.
- B. 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 shall leave The 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.
- C. Procedures for Addressing the Conflict of Interest
- a. An interested person may make a presentation at The Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The Chair of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, The Board or committee shall determine whether the Corporation 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.

- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, The Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation'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.

#### Section 4. Violations of the Conflicts of Interest Policy

If The 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.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, The 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.

#### Section 5. Records of Proceedings.

The minutes of Board and all committees with Board delegated powers shall contain:

- A. 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 Board's or committee's decision as to whether a conflict of interest in fact existed.
- B. 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 6. Compensation

- A. A voting member of The Board who receives compensation, directly or indirectly from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

- C. No voting member of The Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### ARTICLE XIII Indemnity

Section 1. The Corporation shall indemnify its chairs, officers and employees as follows:

- A. Every chair, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a chair, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a chair, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof; whether or not he is a chair, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when The Board approves such settlement and reimbursement as being for the best interests of the Corporation.
- B. The Corporation shall provide to any person who is or was a chair, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a chair, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.
- C. The Board may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article.

## ATTACHMENT 1

### Standing Rules of the Chasing Freedom

#### Section 1. Rules

Standing Rules not in conflict with the Bylaws, shall be passed by majority vote of the Board or the General Membership and a current copy of these rules shall be maintained by the secretary as Attachment 1 to the Bylaws. All additions, amendments or rescinding of these rules shall be adopted as stated in Article IX

- A. Annual Membership Fee. An annual membership fee is hereby established as \$10 per person per year.

#### Section 2. Events Committee

- A. The Events Committee Chair and Vice Chair shall recruit and appoint from the general membership, the number of members necessary to plan, promote and execute such events that fulfill the requirements stated in Article III, Purpose of the Bylaws. All events shall require the approval of the Board Chair or his/her designated representative or the Board of Directors.
- B. Events may be created by the Board Chair or the Board of Directors and then assigned to the Events Chair.
- C. The Events Chair shall provide a detailed Action Plan to the Board Chair, for each scheduled event for approval. Once approved a task list will be created for each event, if needed and made a permanent part of the Action Plan. Thereafter, a Progress Report shall be given to the Board Chair as action items are completed and then reported at each subsequent Board Meeting.
- D. An Action Plan shall include, but not limited to the following:
  - a. Name of event
  - b. Scope and objective
  - c. Budget Proposal
  - d. Committee Members
  - e. Location
  - f. Date and time
  - g. Travel plans
  - h. Items needed
  - i. Task list.
- E. In order to complete the action plan, the Events Chair may request the cooperation of other Committee Chairs to assist with specific action items related to each committee.

- F. After an event an After Action Report shall be completed and reported to the next Board meeting.

### Section 3. Membership Committee

- A. The Membership Committee Chair shall recruit and appoint from the general membership, the number of members necessary to plan, promote and execute such events that fulfill the requirements stated in Article VII - Duties and Responsibilities of Board Members, of the Bylaws and shall recruit and appoint from the general membership, the number of members necessary to enable the Social Media and Technology Team to manage the Chasing Freedom - Virginia website, Facebook, Twitter and other social media accounts.
- B. The Membership Committee Chair or designated committee member shall set his/her profile page to receive notification of all new members , send a welcome message to all new members and notify CFV Secretary.
- C. A new member information packet shall be mailed to all new members within seven (7) days of joining. The content of the packet shall be decided by the Membership Chair.
- D. The Membership Chair shall coordinate with the Events Committee, to plan and execute those events that will create growth in our membership and encourage and solicit active participation from all members.
- E. The Membership Chair shall provide a detailed Action Plan to the Board Chair, for each scheduled event for approval. Once approved a Task List will be created for each event, as needed and made a permanent part of the Action Plan. Thereafter, a Progress Report shall be emailed to the Board Chair as action items are completed and then reported at each subsequent Board Meeting. An After Action Plan shall be submitted to the Board at the next Board Meeting.
- F. Activities, events and projects may be created by The Board or the Board Chair and then delegated to the Membership Committee. An Action Plan, Task List and After Action Report shall be implemented as described in Section B-1 above.
- G. An Action Plan shall include, but not limited to the following:
  - a. Name of event
  - b. Scope and objective
  - c. Budget proposal
  - d. Committee members
  - e. Location
  - f. Date and time
  - g. Travel plans
  - h. Items needed
  - i. Task list

#### Section 4. Citizen and Candidate Training Committee

- A. The Citizen and Candidate Training Committee shall recruit and appoint from the general membership, the number of members necessary to develop, promote and execute such events that fulfill the requirements stated in Article VII - Duties and Responsibilities of Board Members, of the Bylaws.
- B. The Citizen and Candidate Training Committee or designated committee member shall set his/her profile page to receive notification of all training requests and send a confirmation email to the requested with details for the associated training.
- C. The Citizen and Candidate Training Committee shall coordinate with the Events Committee, to plan and execute training events.
- D. The Citizen and Candidate Training Committee shall provide a detailed Training Plan to the Board Chair, for each scheduled training event for approval. Once approved a Task List will be created for each event, as needed and made a permanent part of the Training Plan. Thereafter, a Progress Report shall be emailed to the Board Chair as action items are completed and then reported at each subsequent Board Meeting. An After Action Plan shall be submitted to The Board at the next Board Meeting.
- E. Activities, events and projects may be created by The Board or the Board Chair and then delegated to the Membership Committee. An Action Plan, Task List and After Action Report shall be implemented as described in Section B-1 above.
- F. An Training Plan shall include, but not limited to the following:
  - a. Name of training
  - b. Scope and purpose
  - c. Budget proposal
  - d. Committee members
  - e. Location
  - f. Date and time
  - g. Travel plans
  - h. Items needed
  - i. Task list

#### Section 5. Candidate Vetting Process

CFV will adhere to the following guidelines when rating and endorsing Candidates pre-Primary:

1. The Board will establish a Vetting Committee with a minimum of three (3) members.
2. The Vetting Committee will look at all Candidates who have declared for an office in which the organization has an interest to endorse.

3. The Vetting Committee will provide a written survey to and work to conduct a structured interview with each candidate, based on questions provided to the Vetting Committee by the Board of Directors.
4. Interviews will be video recorded.
5. Candidate interviews will be used by the Vetting Committee and the Coalition Board members to evaluate each candidate for their adherence to CFV core beliefs. Each candidate will be rated by each member of the Vetting Committee and the Separate Coalition Board Members on a scale of five (5) to negative five (-5) for adherence to CFV Core Beliefs.
6. Candidates are not required to participate in a structured interview. Public statements and actions made by Candidates may be used by the Vetting Committees and the Coalition Board members to determine a rating.
7. Rating matrix to be used.

5	Demonstrated absolute adherence to CFV core beliefs on this issue.
4	Professed absolute adherence to CFV core beliefs on this issue.
3	Demonstrated adherence to CFV core beliefs on this issue.
2	Professed adherence to CFV core beliefs on this issue.
1	Demonstrated or professed limited adherence to CFV core beliefs on this issue.
0	No information available.
-1	Demonstrated or professed limited adherence contrary to CFV core beliefs on this issue.
-2	Professed adherence contrary to CFV core beliefs on this issue.
-3	Demonstrated adherence contrary to CFV core beliefs on this issue.
-4	Professed absolute adherence contrary to CFV core beliefs on this issue.
-5	Demonstrated absolute adherence contrary to CFV beliefs.

8. The Final Ratings for all Candidates will be kept confidential by the Vetting Committee until thirty (30) days before the Primary. A final justification statement for the ratings will be provided by the Vetting Committee regarding each Candidate with sourcing to the information used to make this determination.
9. Structured interview videos (if conducted) will be released publically at the time the ratings are released. Other information used to determine a Candidate rating will also be released at the time the ratings are released.
10. The Candidate ranked highest in total score by the Vetting Committee will be put forth for an Endorsement to the Voting Members.
11. If the Candidate recommended for Endorsement receives a two-thirds (2/3) support of Voting Members, they will become CFV Endorsed Candidate for that race.
12. Failure for a Candidate to receive a two-thirds (2/3) support from Voting Members will end the Endorsement Process for the Primary.

13. CFV may provide a variety of non-monetary support to CFV Endorsed Candidates. This could include signature gathering, door knocking, publicity, and other support.
14. CFV reserves the right to revoke the Endorsement with a two-thirds (2/3) support from the Voting Members at an announced General Membership Meeting.

## EXAMPLE CANDIDATE RATING SHEET

### Candidate 1

	VCM 1	VCM 2	VCM 3	CC	CBM	CBM	Total
2 <sup>nd</sup> Amendment	4	4	4	4	4	4	24
Life	3	4	3	3	4	3	20
Family	3	3	3	3	3	3	18
Education	5	5	5	5	5	5	30
Health Care	4	4	4	4	4	4	24
Faith	4	3	4	3	3	3	20
National Defense	4	4	4	4	4	4	24
Economy	4	4	4	4	4	4	24
Virginia History	4	4	4	4	4	4	24
Veterans	5	5	5	5	5	5	30
Constitution	4	4	4	4	4	4	24
Civil Rights	4	4	4	4	4	4	24
Justice Reform	3	3	3	4	4	4	21
Overall Rating							3.93

**Vetting Committee Statement:** Candidate was rated overall as having demonstrated absolute adherence to CFV Beliefs regarding education and veterans issues. Candidate was rated as having professed or demonstrated adherence to all other CFV Beliefs.

### Candidate 2

	VCM 1	VCM 2	VCM 3	CC	CBM	CBM	Total
2 <sup>nd</sup> Amendment	5	5	5	5	5	5	30
Life	3	3	3	3	3	3	18
Family	5	5	5	5	5	5	30
Education	4	4	4	4	4	4	24
Health Care	4	4	4	4	4	4	24
Faith	5	5	5	5	5	5	30
National Defense	5	5	5	5	5	5	30
Economy	5	5	5	5	5	5	30
Virginia History	4	4	4	4	4	4	24
Veterans	5	5	5	5	5	5	30
Constitution	4	4	4	4	4	4	24
Civil Rights	3	3	3	3	3	3	18
Justice Reform	5	5	5	5	5	5	30
Overall Rating							4.38

**Vetting Committee Statement:** Candidate was rated overall as having demonstrated absolute adherence to CFV beliefs regarding the 2<sup>nd</sup> Amendment, Family, Faith, National Defense, Economy, Veterans Issues, and Justice Reform. Candidate was rated as having professed or demonstrated adherence to all other CFV Beliefs.



ATTACHMENT 2

Resolutions of the Chasing Freedom

Resolutions not in conflict with the Bylaws shall be passed by majority vote at a General Membership Meeting. A current copy of these Resolutions shall be maintained by the Secretary as Attachment 2 to the Bylaws. All additions, amendments or rescinding of these Resolutions shall be made as stated in Article IX of the Bylaws.

Adopted on the \_\_\_\_ day of \_\_\_\_\_, 2020 by two thirds (2/3) vote of a quorum in attendance at a General Membership Meeting.

Signed \_\_\_\_\_ Date \_\_\_\_\_

Printed Name \_\_\_\_\_ (Chairman)

Signed \_\_\_\_\_ Date \_\_\_\_\_

Printed Name \_\_\_\_\_ (Secretary)