

**BYLAWS
of the
TOMPKINS COUNTY PROGRESSIVES**

Adopted at the January 5, 2017 meeting of the founding members

**ARTICLE I
NAME OF THE ORGANIZATION**

The Organization shall be known as the Tompkins County Progressives. It may also be referred to as the TC Progressives.

**ARTICLE II
TAX EXEMPT PURPOSE OF THE ORGANIZATION**

Section 1. The purpose of the Organization is to promote social, economic, and environmental justice in Tompkins County, New York, and in surrounding counties.

Section 2. The Organization shall function as a chapter of the New York Progressive Action Network (“NYPAN”), a New York corporation. Like NYPAN, the organization will function within the meaning of Sections 501(c)(3) and 501(c)(4) of the Internal Revenue Code (26 United States Code), by channeling the good will of Tompkins County residents into charitable endeavors, philanthropic projects, and political action.

Section 3. The Organization shall not operate for profit, and no part of the net earnings of the Organization shall inure to the benefit of any member of the Organization or to any individual, except that the Organization may make payments of reasonable compensation for services rendered.

The Organization shall never be operated for the purpose of carrying on a trade or business for profit.

The Organization shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under Section 501(c)(4) of the Internal Revenue Code (26 United States Code).

Notwithstanding any provision of these By-Laws, the Organization shall not conduct any activities not permitted by Sections 501(c)(3) and 501(c)(4) of the Internal Revenue Code of 1986 (26 United States Code), or any corresponding provision of any future Internal Revenue Code.

ARTICLE III
MISSION OF THE ORGANIZATION

Section 1. Mission Statement

The Tompkins County Progressive Committee is a grassroots organization dedicated to the promotion of progressive issues at the local level. We are inspired by the political movement started by Senator Bernie Sanders but are open to participation from all progressives regardless of their political-party affiliation. Our leadership members meet regularly to plan activities (including public outreach and education around the issues), to build networks, and to recruit and support candidates for public office. We are a chapter of the statewide umbrella group New York Progressive Action Network (NYPAN).

Section 2. NYPAN will apply to the Internal Revenue Service for recognition of its tax-exempt status under Sections 501(c)(3) and 501(c)(4) of the Internal Revenue Code (26 United States Code). NYPAN will form a Political Action Committee under the auspices of which the Organization will conduct political activities permitted under Section 501(c)(4) of the Internal Revenue Code (26 United States Code).

Section 2. The Organization shall support the Vision Statement and Mission Statement of NYPAN.

ARTICLE IV
RELATIONSHIP OF THE ORGANIZATION WITH NYPAN

Section 1. The Organization shall:

- function as a chapter of NYPAN;
- forward a copy of its Bylaws annually to NYPAN, to establish that it is conducting its meetings in accordance with NYPAN's standards;
- provide NYPAN with the names of its members and the Organization's electronic mail listserve;
- submit to NYPAN a sum of dues for each of the Organization's members, in an amount to be set by NYPAN's Board of Directors, in an approximate amount of \$5 to \$10 per member;
- elect representatives to serve on NYPAN's Board of Directors and to attend its meetings, as required by NYPAN's Bylaws; and

Section 2. The Organization may and shall:

- have autonomy over its own functioning and activities, except as stated in Article IV, Section 1, *supra*;
- be governed by its own members, in accordance with the provisions of these Bylaws;
- establish its own criteria for membership;
- raise funds by whatever means it deems fit; and
- freely make endorsements of political candidates in any local, statewide, or federal race where the candidate's district falls wholly or partially within Tompkins County, and strive to make such endorsements that are consistent with the endorsements made by other NYPAN-affiliated groups, particularly those in neighboring counties.

Section 3. The Organization may terminate its affiliation with NYPAN at any time, upon a majority vote of the Executive Board.

ARTICLE V

STRUCTURE OF THE ORGANIZATION

Section 1. Executive Board. The elected officers of the Organization shall be two Co-Chairpersons, the Secretary, the Treasurer, and at least seven (7), but not more than eleven (11), additional Board Members-at-Large. The officers of the Organization shall be elected at a January 2017 meeting of the founding members of the Organization, and, in September of 2018 and every September thereafter, at Annual Meeting of the Organization's members in good standing. The elected officers shall constitute the Executive Board (the "Board") of the Organization.

Section 2. The Board shall be the policy-making body of the Organization, and shall approve any contribution or expenditure made from the Organization's funds. The Board shall meet at least ten (10) times per year.

Section 3. There shall be an Organizational Meeting of the Executive Board in January 2017, and in October 2018 and every October thereafter. At each Organizational Meeting, the Board shall create Issues Committees through which the Organization's social, charitable, and political actions for the upcoming year will be organized.

Section 4. Every Board Member-at-Large shall serve as chair or co-chair of at least one Issues Committee. The Co-Chairpersons, Secretary, and Treasurer may serve as a chair or co-chair of an Issue Committee.

Section 5. A majority of the Board shall constitute a quorum for the transaction of business at any Board meeting.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. The Co-Chairpersons shall preside at all meetings of the Board or the general membership. They shall set, communicate, and enforce such rules of order for meetings as they deem necessary. They may appoint temporary *ad hoc* Issues Committees as needed. They shall be *ex officio* members of all Issues Committees.

Section 2. The Co-Chairpersons shall maintain TCPC's membership list, and ensure that the members' names and electronic listserve information are provided to NYPAN on an annual basis, as required by Article IV, Section 1, of these Bylaws.

Section 3. The Co-Chairpersons shall be the Organization's representatives and good-will ambassadors to the Tompkins County community at large, and shall establish and maintain the Organization's connections with government agencies, NGO's, charities, and political action groups in Tompkins County.

Section 4. The Secretary shall record all meetings of the Organization's Board and general membership, and send copies of the minutes of such meetings to the attendees via the appropriate electronic mail listserve. At a minimum, the minutes of any meeting shall include the names of all individuals present and the substance of any and all actions and resolutions upon which they voted. The secretary shall maintain the Organization's non-financial records, and handle its correspondence.

Section 5. The Secretary, in consultation with the Co-Chairs, shall prepare all meeting agendas. Any member may submit suggestions for agenda items to the Secretary, via electronic mail, no later than 72 hours prior to the commencement of a meeting. The Secretary shall finalize the agenda and distribute it via the Organization's electronic mail listserves no later than 48 hours prior to a meeting.

Section 6. The Treasurer shall be responsible for the collection of dues, payment of bills, and financial record keeping. The Treasurer shall submit dues to NYPAN as required by Article IV, Section 1, supra, and communicate the Organization's financial needs to NYPAN on a timely basis. The Treasurer shall promptly submit all financial information requested by NYPAN. The Treasurer shall prepare materials for an annual self-audit by the Board.

Section 7. As chairs or co-chairs of the various Issues Committees created by the Board pursuant to Article V, Section 2, of these Bylaws, each Board Member-at-Large shall: supervise the activities of the Issues Committee he or she chairs; keep the Executive Board informed of those activities; obtain Board approval for (1) public actions taken by the Issues Committee in the Organization's name and (2) any necessary expenditures made by the Issues Committee; and coordinate activities with Board Members-at-Large who chair other Issues Committees as necessary.

Section 8. An officer may be removed for cause by a two-thirds vote of the Board at a regularly scheduled Board meeting, or at a special meeting called for that purpose.

Section 9. A Board vacancy resulting from death, incapacity, resignation, or removal for cause may be filled by a majority vote of the Board.

ARTICLE VII **MEMBERSHIP**

Section 1. Residents of Tompkins and surrounding counties, and students attending schools in Tompkins County, are eligible for membership.

Section 2. Membership in good standing is attained and retained by the payment of annual dues (unless the Board waives payment of dues pursuant to Article VII, Section 2, of these Bylaws). An individual may be reinstated to membership upon payment of dues (or issuance of a waiver).

Section 3. Members must have paid their dues, or obtained a waiver thereof, ninety days prior to the Organization's Annual Meetings in order to be eligible to vote at those Annual Meetings.

Section 4. Members are strongly encouraged to participate as active members of at least one of the Organization's Issues Committees.

Section 5. Members who wish to participate in events and activities organized or sponsored by one or more of the Organization's Issues Committees must sign a waiver of liability. A parent or guardian must sign a waiver of liability on behalf of any member who is under eighteen years of age.

ARTICLE VIII
MEMBERSHIP DUES

Section 1. Members shall pay annual dues in an amount determined by the Executive Board at an Organizational Meeting. Dues shall be paid to the Treasurer by February 28, 2017, and by October 31 in 2017 and every year thereafter, in cash or by check made payable to NYPAN, with “for TC Progressives” written on the memo line of the check.

Section 2. Waiver or diminution of dues may be granted, on a case by case basis, by the Executive Board, in accordance with Article X, Section 2, of these Bylaws.

Section 3. The Executive Board shall review the annual dues and the budget of the Organization in July of 2017 and each year thereafter, to determine whether the amount of the dues should be adjusted. Notice of any change in annual dues shall be published to the membership via the Organization’s electronic mail listserve, and posted on the Organization’s website, at least thirty days before the change is to be effective.

ARTICLE IX
MEETINGS

Section 1. An Annual Meeting of the members of the Organization shall be held for the election of officers and the transaction of other business as may properly come before the members. The Annual Meeting shall be scheduled, at the discretion of the Board, during the month of October in 2017 and each year thereafter. Annual Meetings may be held at such place and time as may be fixed in the notice of meeting.

Section 2. Special Meetings may be called by the Co-Chairpersons, or a majority of the members of the Executive Board, or convened by 25% of the Organization’s members in good standing.

Section 3. Notice of Annual and Special meetings shall be sent via the Organization’s electronic mail listserve, and posted on the Organization’s website. Such notice must be sent and posted at least ten, and not more than 30, days prior to the date of the meeting.

Section 4. The Board shall meet at least ten (10) times per year, at times of its choosing. Board meetings shall be open to the general membership, and members in good standing shall have the privilege of the floor at such meetings, at such times and pursuant to such rules of procedure as shall be set by the Co-Chairpersons.

Section 5. Board Meetings may be called by the Co-Chairpersons, or a majority of the members of the Executive Board. Notice of Executive Board meetings shall be sent via the Organization's electronic mail "executive" and general electronic mail listserves, and posted on the Organization's website, at least 72 hours prior to the time of the meeting.

Section 6. In an emergency situation where expedited Board action or approval is necessary and a Board Meeting is not practical, the Co-Chairpersons may send a proposed resolution to all members of the Executive Board via the Organization's "executive" listserve," and request and accept votes via that listserve within 48 hours.

Section 7. Each Committee shall establish the dates, times, and places of its meetings, and shall publicize this information to its members via the Organization's electronic mail listserve, and by posting on the Organization's website.

ARTICLE X

FINANCIAL ADMINISTRATION

Section 1. The Organization's fiscal year shall be determined by the fiscal year elected by NYPAN.

Section 2. The Organization's first membership year shall commence in January 2017, and run through September 30, 2017. Thereafter, the membership years shall run from October 1 through September 30.

Section 3. Members shall pay annual dues for each membership year in an amount to be set by the Board at an Organizational Meeting. Individual member's dues may be waived or reduced by a majority vote of the Board upon a showing of financial need. No one should be denied membership because of an inability to pay.

Section 4. As a local chapter of NYPAN, the Organization shall not have a bank account or a tax identification number. All monies received by the Organization shall be remitted by the Treasurer to NYPAN, and NYPAN shall make those monies (net of the dues to which it is entitled pursuant to Article IV, Section 1, of these Bylaws) available for the Organization's use as needed. The Treasurer shall communicate the Organization's financial needs to NYPAN promptly. The Treasurer may retain petty cash, in an amount not to exceed \$500, for the Organization's immediate use.

Section 5. The 2017 Board shall pass a resolution empowering the Treasurer and at least one other officer to sign checks and contracts on behalf of the Organization. At Organizational

Meetings in 2018 and thereafter, the Board shall pass annual resolutions empowering the Treasurer and at least one other member of the Board to sign contracts on behalf of the Organization.

Section 6. The Board, or a subcommittee of at least three members of the Board elected by a majority thereof, shall conduct an annual self-audit of the Organization's finances.

ARTICLE XI **AMENDMENTS**

These Bylaws may be amended at any Annual or Special Meeting by a simple majority vote of those members present and eligible to vote, provided that the proposed amendment(s) shall have been sent to the membership via the Organization's electronic mail listserve, and posted on the Organization's website, at least ten, and not more than 30, days in advance of the meeting at which the vote is to be taken.