

NO LABELS TEXAS

CONSTITUTION AND BYLAWS

(UNDER TEX. ELECTION CODE § 163.002)

1. Name and Governance.

No Labels Texas (hereinafter “NLTX”) shall be governed by this document, the Constitution and Bylaws, which shall serve as NLTX’s constitution, charter, bylaws, rules, and regulations for purposes of Texas state election law.

2. Purpose, Authorized Activities, and General Procedures.

- a. Purpose. NLTX is the state-level affiliate in Texas of No Labels, a nonprofit organized in the District of Columbia (“No Labels”). NLTX intends to qualify and operate as a political party under Tex. Election Code § 181.001 *et seq.*
- b. Authorized Activities. NLTX is authorized by No Labels to conduct the following activities in Texas: (i) select delegates to participate in the national nominating convention of No Labels; (ii) obtain ballot access for candidates nominated by No Labels for the federal offices of President and Vice President; (iii) designate eligible individuals for Presidential and Vice-Presidential Elector; (iv) conduct campaigns for candidates nominated by No Labels for the federal offices of President and Vice President; (v) hold meetings and conventions, as provided under the Constitution and Bylaws; (vi) raise and expend funds, as necessary, to carry out authorized activities; and (vii) perform other tasks necessary or legally required to carry out authorized activities. NLTX is not authorized and shall not nominate, support, or oppose any candidate for a state, county, municipal, school, or district office or position. Accordingly, NLTX chooses not to participate in any primary election or convene any district conventions.
- c. General Procedures. All meetings and conventions of NLTX shall be conducted according to Robert’s Rules of Order or other generally accepted parliamentary practices. All votes taken at meetings or conventions of NLTX may be by voice vote, by (standing) division of the house, by signed written ballot, or by roll call vote, unless otherwise specified.

3. Membership.

- a. Eligibility and Qualification. An individual is an NLTX Member if they are: (i) a U.S. citizen who resides in Texas; (ii) 18 years of age or older; and (iii) takes and receives recognition of an Oath of Affiliation before an

NLTX representative who is duly authorized by the State Executive Committee.

- b. Recognition of Oath of Affiliation. An Oath of Affiliation shall be recognized under Section 3(a) after an individual's voter registration record has been duly stamped or after an individual has received an affiliation certificate that was duly executed by an NLTX representative.
- c. Rights. All NLTX Members are entitled to participate in NLTX as described in the Constitution and Bylaws.

4. State Executive Committee.

- a. Powers and Duties. The State Executive Committee directs and administrates NLTX's authorized activities. Members of the State Executive Committee shall automatically qualify and serve as delegates at-large to all conventions held under the Constitution and Bylaws. The State Executive Committee also performs other tasks as described in the Constitution and Bylaws.
- b. Composition, Appointment, Qualifications, and Terms of Service.
 - (1) *Composition.* The State Executive Committee consists of no fewer than three individuals, each of whom must be an NLTX Member.
 - (2) *Members of the State Executive Committee.* The initial Members of the State Executive Committee shall be Mary Cartwright, Mary Beth Gilbert, Glenn Lowenstein, Thomas Phillips, Michael Rawlings, and Kathryn Yeager. Each Member of the State Executive Committee serves a term that lasts until the Member dies, resigns, or is removed by No Labels. If a vacancy occurs among the Members of the State Executive Committee, the vacancy shall be filled by a majority vote of the State Executive Committee's Members then in office.
 - (3) *Notification to Secretary of State.* The State Executive Committee shall promptly notify the Texas Secretary of State of any State Executive Committee Member's vacancy and/or replacement, as required by state law.
- c. Officers.
 - i. *Offices and Terms.* The State Executive Committee shall elect from among its number a Chair, Vice Chair, Secretary, and Treasurer. An individual may hold more than one office. Each officer shall serve a term that lasts until the officer dies, resigns, or is removed from such officer position by a majority vote of the State Executive Committee. The State Executive Committee shall promptly notify the Texas Secretary of State of any change to NLTX officer positions, as required by state law.
 - ii. *Chair.* The Chair shall serve as NLTX's chief executive officer, authorize in writing any fundraising or spending by NLTX,

consider requests to use NLTX's name or symbols, preside over all meetings or gatherings convened to conduct NLTX business, and communicate or select a designee to communicate on behalf of NLTX.

- iii. *Vice Chair.* The Vice Chair, if any, shall perform such duties as delegated by the State Executive Committee.
 - iv. *Secretary.* The Secretary shall issue all notices required under the Constitution and Bylaws and keep required records of all meetings and conventions.
 - v. *Treasurer.* The Treasurer shall establish a designated bank depository account, if required by Texas state law. In the event that such an account is established, the Treasurer shall authorize in writing the raising of contributions to NLTX, ensure the timely deposit of any contributions to NLTX into NLTX's designated bank depository account, and authorize in writing the expenditure of NLTX funds according to a budget set forth by the State Executive Committee. The Treasurer shall periodically report to the State Executive Committee on NLTX's financial activity, including an accounting of all authorized fundraising efforts, deposits, and authorized expenditures. The Treasurer shall have custody of any funds and financial records of NLTX, ensure NLTX funds are maintained and disbursed properly in a lawful manner and perform any other duties required by Texas law.
- d. Meetings. Meetings of the State Executive Committee are held at least once each calendar year for the transaction of NLTX business. Either the State Executive Committee's Chair or a majority of the State Executive Committee's Members may call for a meeting at any other time. Notice of a meeting must be distributed to all State Executive Committee Members prior to the meeting and provide the meeting's purpose, time, place (if any), and method to attend via telephone and/or videoconference. The State Executive Committee's Members may participate in a meeting through use of telephone, videoconference, or similar communications equipment, so long as all members of the State Executive Committee participating in the meeting can hear one another. A quorum for the transaction of business at a meeting consists of a majority of the State Executive Committee's members. The State Executive Committee takes action at a meeting through an affirmative vote of the majority of the State Executive Committee's members who are present at a duly held meeting.
- e. Action Outside a Meeting. Any action that may be taken during a meeting of the State Executive Committee may be taken without such a meeting, if authorized in writing (including via email or other electronic method) by a majority of all members of the State Executive Committee.

5. County Executive Committees.

- a. Powers and Duties. In each county where NLTX is organized, a County Executive Committee directs and administrates NLTX's authorized activities. Members of each County Executive Committee shall automatically qualify and serve as delegates at-large to a County Convention held in their county and to the State Convention. The County Executive Committee also performs other tasks as described in the Constitution and Bylaws.
- b. Other Matters.
- (1) *Composition.* A County Executive Committee consists of up to three NLTX Members who reside in a county.
 - (2) *Members of a County Executive Committee.* The initial Members of a County Executive Committee shall be appointed by the State Executive Committee. Each Member of a County Executive Committee shall serve a term of up to four years. A Member's term shall last until the four-year term expires or until the Member dies, resigns, or is removed by the State Executive Committee, whichever is earlier. After the initial Members of a County Executive Committee serve their initial term, subsequent Members of the County Executive Committee shall be elected at a County Convention of NLTX members.
 - (3) *Vacancies.* If a vacancy occurs among the Members of the County Executive Committee, the vacancy shall be filled by a majority vote of the State Executive Committee's Members then in office.
 - (4) *Notification of Vacancies or Other Changes.* The County Executive Committee shall promptly notify the State Executive Committee of any Member's vacancy and/or replacement, as required by state law.
 - (5) *Offices.* The State Executive Committee shall designate a Chair, a Vice Chair, and a Secretary from among a County Executive Committee's Members. Other offices may be created and designated by the State Executive Committee as needed.
 - (6) *Meetings.* Either the County Executive Committee's Chair or a majority of the County Executive Committee's Members may call for a meeting. Notice of a meeting must be distributed to all County Executive Committee Members prior to the meeting and provide the meeting's purpose, time, place (if any), and method to attend via telephone and/or videoconference. The County Executive Committee's Members may participate in a meeting through use of telephone, videoconference, or similar communications equipment, so long as all members of the County Executive Committee participating in the meeting can hear one another. A quorum for the transaction of business at a meeting consists of a majority of the County Executive Committee's members. The County Executive Committee takes action at a meeting through an affirmative vote of the majority of the County

Executive Committee's members who are present at a duly held meeting.

- (7) *Action Outside a Meeting.* Any action that may be taken during a meeting of the County Executive Committee may be taken without such a meeting, if authorized in writing (including via email or other electronic method) by a majority of all members of the County Executive Committee.

6. Precinct Conventions of NLTX Membership.

- a. Precinct Conventions Held Only for Designated Precincts. NLTX shall hold Precinct Conventions in each voting precinct that is designated as a strategic and associational priority location for NLTX by the State Executive Committee. A Precinct Convention held for any other voting precinct shall not be considered a Precinct Convention of NLTX.
- b. Timing and Notice for Precinct Conventions. Precinct Conventions in two or more voting precincts must be held on the second Tuesday in March. Prior to a Precinct Convention, the State Executive Committee shall place a public notice in substantial compliance with Tex. Election Code § 181.064 that lists the designated voting precincts and other legally required information.
- c. Eligibility to Participate in a Precinct Convention. To participate in a Precinct Convention, a voter must be registered in the relevant precinct and must have completed in good faith a preregistration form accepted by NLTX under Tex. Election Code § 181.066 no later than 48 hours prior to the Precinct Convention. A voter may not participate in a Precinct Convention if they did not complete a preregistration form accepted by NLTX.
- d. Procedure for a Precinct Convention. An individual designated by the State Executive Committee shall serve as the permanent Precinct Chair and shall review the credentials and preregistration information of each voter desiring to participate in a Precinct Convention. After completing this review and determining the eligibility of all voters desiring to participate, the Precinct Chair shall call the Precinct Convention to order if a quorum is present. A quorum at a Precinct Convention shall consist of those eligible NLTX members in attendance. The Precinct Chair shall discuss any precinct business and then call for a vote to elect one delegate and one alternate delegate from the voting precinct to the applicable County Convention. An individual shall be considered elected to the position of delegate or alternate to a County Convention upon receiving the support of a majority of those NLTX Members attending and eligible to participate in the Precinct Convention. After the vote for one delegate to the County Convention is tallied, the Precinct Convention shall adjourn unless the NLTX Members attending and eligible to participate in the

Precinct Convention vote unanimously to take up additional business consistent with the activities listed in Section 2(a).

- e. List of Precinct Convention Participants. After a Precinct Convention, the Precinct Chair shall sign, copy, and deliver a list of the Precinct Convention participants to the County Executive Committee and the State Executive Committee as required by state law.

7. County Conventions of NLTX Membership.

- a. Purpose of a County Convention. NLTX shall hold one or more County Conventions for the purpose of selecting delegates to the State Convention. A County Convention may also conduct other business, if related to the activities listed in Section 2(a) and authorized unanimously by delegates to the County Convention.
- b. County Conventions Held Only for Designated Counties. NLTX shall hold County Conventions in in one or more counties designated as strategic and associational priorities for NLTX by the State Executive Committee. A County Convention held for any other county shall not be considered a County Convention of NLTX.
- c. Timing and Notice for County Convention. County Conventions of NLTX must be held on the first Saturday after the second Tuesday in March. Prior to a County Convention, the State Executive Committee shall place a public notice in substantial compliance with Tex. Election Code § 181.064 that lists the designated time, location, and other legally required information.
- d. Eligibility to Participate in a County Convention. An individual is a delegate eligible to vote at a County Convention if they were selected as a delegate to the County Convention under Section 6(d) or if they are a member of the County Executive Committee or the State Executive Committee.
- e. Procedure for a County Convention. The Chair of the County Executive Committee shall review the credentials and determine the eligibility of those participating as delegates in the County Convention. After completing this review, the Chair shall call the County Convention to order if a quorum of the delegates is present. A quorum shall be considered twenty-five percent of the total delegates to the County Convention. The Chair shall then call for a vote to elect one delegate and one alternate delegate from the county to the State Convention. An individual shall be considered elected to the position of delegate or alternate to the State Convention upon receiving the support of a majority of County Convention delegates. After this vote is tallied, the County Convention shall adjourn unless the delegates to the County Convention

vote unanimously to take up additional business consistent with the activities listed in Section 2(a).

8. State Convention of NLTX Membership.

- a. Purpose. NLTX shall hold a State Convention for the purpose of ratifying the Constitution and Bylaws. The State Convention may also conduct other business, if related to the activities listed in Section 2(a) and authorized unanimously by delegates to the State Convention.
- b. Timing and Notice for the State Convention. NLTX must hold a State Convention on the second Saturday in April. The State Executive Committee shall give public notice of the time and place of the State Convention as required by state law.
- c. Eligibility to Participate in the State Convention. An individual is a delegate eligible to vote at the State Convention if they were selected as a delegate to the State Convention under Section 7(e), are a member of a County Executive Committee, or are a member of the State Executive Committee.
- d. Procedure for the State Convention. The Chair of the State Executive Committee shall review the credentials and determine the eligibility of those participating as delegates in the State Convention. After completing this review, the Chair shall call the State Convention to order if a quorum of the delegates is present. A quorum shall be considered twenty-five percent of the total delegates to the State Convention. The Chair shall then present the Constitution and Bylaws and call for a vote on adoption, which shall be considered adopted and ratified if supported by a majority of the State Convention delegates present. After the vote is tallied, the State Convention shall adjourn unless the delegates to the State Convention vote unanimously to take up additional business consistent with the activities listed in Section 2(a).

9. Nominees for President and Vice President.

The Presidential and Vice-Presidential nominees of NLTX shall be the candidates nominated at the No Labels national nominating convention. The State Executive Committee shall ensure that only one candidate may be nominated for each office. The State Executive Committee shall timely undertake all necessary and legally required actions for the nominees of No Labels for the federal offices of President and Vice President to appear on the general election ballot in Texas.

10. Selection of Presidential and Vice-Presidential Electors.

The State Executive Committee shall timely undertake all necessary and legally required actions to select, designate, and qualify eligible individuals to

serve as Presidential and Vice-Presidential Electors. Presidential and Vice-Presidential Electors must sign the No Labels Conditions of Appointment or Nomination prior to formal selection, designation, or qualification. The State Executive Committee shall also designate, as necessary, alternates to serve as Electors in the event that an Elector dies, resigns, is legally disqualified or incapacitated, refuses to act, fails to attend the Elector meeting, or fails to abide by the No Labels Conditions of Appointment or Nomination.

11. Adoption of the Constitution and Bylaws; Amendments to the Constitution and Bylaws.

The Constitution and Bylaws shall be adopted for interim use by a majority of the State Executive Committee, pending full adoption for permanent use at the State Convention under Section 8(d). The Constitution and Bylaws may thereafter be amended or repealed by a majority of the State Executive Committee upon the written consent of No Labels. The State Executive Committee shall promptly notify the Texas Secretary of State of any amendments to the Constitution and Bylaws after such amendments are adopted. A current version of the Constitution and Bylaws shall be posted on the publicly available website of NLTX.