

NATIONAL SMALL BUSINESS PARTY

BYLAWS

SECTION 1. NAME.

The official name of this national political party is the “NATIONAL SMALL BUSINESS PARTY” (herein “NSBP”). The NSBP may be recognized by other names as set forth from time to time in the NSBP Constitution.

SECTION 2. PARTY PLATFORM.

The Board of Directors will approve an initial “Party Platform.” The Party Platform will state the position of the Party on a variety of public policy issues. The Party Platform may be amended from time to time, in a manner described herein. The Party Platform, as amended, will be posted on the Party's web site: _____.

SECTION 3. PRINCIPLE OFFICE AND ADDRESS.

The principle offices of the NSBP will be at _____, and such other locations as selected by the Officers.

SECTION 4. PURPOSE.

The purpose of the NSBP is to be a political entity separate and distinct from all other political parties and movements, providing a collective voice for small businesses and creating effective policy on all subject matters and issues, and such other purposes for which any political party may engage or as may be set forth in the NSBP Constitution, and including moving public policy in a pro-business direction, electing pro-business representation, nominating candidates for public office, and supporting NSBP candidates for political office.

SECTION 5. MEMBERSHIP.

A. The standards for initial and continued recognition as an Official State Party, where applicable, are as follows:

(1) Governance. Holds periodic meetings and conventions; has a Constitution, Bylaws, Charter and/or Rules, as applicable; conducts itself in a manner befitting a principled and organized political party.

(2) Activity. The NSBP shall be deemed politically active in that it fields candidates for federal and/or state and/or local office and carries out a public relations or voter education campaign.

(3) Standing. The Official State Party shall be in good standing in that it desires membership in the NSBP; provides timely documents and reports to the NSBP; meets financial obligations to the NSBP; sends representatives to national meetings; supports the NSBP nominees for President and Vice President.

(4) Commitment. The State Party shall be committed to the Mission, Principles, Platform, Constitution and Bylaws of the NSBP.

B. Official States. An Associate State Party or unaffiliated State Party that reasonably meets the Standards for Official State Party recognition may be granted Official State Party recognition by majority vote of the National Committee. The State Party shall be entitled to full representation on the National Committee and full proportionate representation on the National Convention.

C. Associate States. An unaffiliated State Party that meets a reasonable minimum of the Standards for Official State Party recognition as determined by the National Committee may be granted Associate State Party recognition by majority vote of the National Committee. The State Party shall be entitled to partial representation on the National Committee and National Convention. Such recognition and representation shall be determined by the National Committee.

D. Rescinding Recognition. Official recognition of a State Party may be rescinded, or changed to Associate recognition, by two-thirds vote of the National Committee. Associate recognition of a State Party may be rescinded by two-thirds vote of the National Committee or rescinded automatically in accordance with the provisional terms of the Associate State Party recognition.

E. General Members. Individual persons who support the U.S. Constitution and the NSBP Mission and Principles may become general Members by application to the Membership Committee. Such membership may be rescinded by two-thirds vote of the National Committee. General Members shall have no official NSBP voting representation in their capacity as individual Members.

F. Voting Restriction. Associate State Party Representatives on the National Committee shall have no vote on questions pertaining to the membership status of their own State Party.

SECTION 6. STATE PARTIES.

Pursuant to the NSBP Constitution:

A. State Documents. Each State Party, in good standing, shall provide: current copies of its applicable Constitution, Bylaws, Charter and/or Rules; timely lists of current State Officers,

National Committee Representatives and Alternates, National Convention Delegates and Alternates; notices of changes in its legal status in its home state. All documents, lists and notices shall be sent to the National Secretary within fifteen days of their effectiveness.

B. State Fees. Each State Party, in good standing, shall pay any dues, fees and assessments properly authorized by the National Committee. All payments shall be sent to the National Treasurer in a timely manner as determined by the National Committee.

SECTION 7. NATIONAL CONVENTION.

A. Membership. Initially, each Official State Party shall have a number of National Convention Delegates and a number of National Convention Alternates equal to its state's Electoral College apportionment. Each Associate State Party shall have a number of Delegates and Alternates as determined by the National Committee on a state-by-state basis. The National Officers shall be Delegates-at-Large. Honorary Alternates-at-Large may be appointed by majority vote of the National Convention.

B. Selection. Each State Party Delegate or Alternate must have been elected or appointed according to the Rules of his or her State Party, must be a Member of the State Party, and must be a resident of the same state as the State Party. Each State Party shall fill Delegate and Alternate vacancies when they occur. A State Party Alternate may serve temporarily as a voting Delegate in the absence of a regular Delegate from the same state. A Delegate or Alternate may be removed by two-thirds vote of the National Convention, or under the provisions of his or her State Party Rules.

C. Meetings. The National Convention shall convene every four years in Regular meeting for the primary purpose of nominating candidates for President and Vice President of the United States; for the secondary purpose of adopting, revising or reviewing the NSBP Principles and Platform; for other business as deemed appropriate by the National Committee. The National Convention shall convene at other times in Special meeting, either in person or by suitable electronic means, if called by two-thirds vote of the Executive Committee or majority vote of the National Committee.

D. Notices. The National Secretary shall cause notices to be sent via postal or electronic means to the Chair of each recognized State Party, and to each Delegate and Alternate of record, no less than thirty days prior to any scheduled meeting. A quorum for National Convention meetings shall consist of all Delegates present at the scheduled meeting.

E. Duties. The National Officers shall preside over the meetings. Both Delegates and Alternates may make motions, participate in debates and discussions, and vote in straw votes during sessions of the National Convention. Only Delegates may vote in binding votes. Questions of adopting, amending or revising the NSBP Principles and Platform shall require two-thirds vote of the National Committee. However, changes to the NSBP Principles and Platform can be made and implemented at any time by an 80% vote of the combined Rules Committee and Executive Committee, with each person having a single vote. In such a case,

changes are in effect and will revert back ONLY if the National Committee disapproves by a vote of at least one third of its delegates at any time.

SECTION 8. NATIONAL COMMITTEE.

A. Membership. Initially, each Official State Party shall have five National Committee Representatives and five National Committee Alternates. Each Associate State Party shall have a number of Representatives and Alternates as determined by the National Committee on a state-by-state basis. The National Officers shall be Representatives-at-Large. Honorary Alternates-at-Large may be appointed by majority vote of the National Committee.

B. Selection. Each State Party Representative or Alternate must have been elected or appointed according to the Rules of his or her State Party, must be a Member of the State Party, and must be a resident of the same state as the State Party. Each State Party shall fill Representative and Alternate vacancies when they occur. A State Party Alternate may serve temporarily as a voting Representative in the absence of a regular Representative from the same state. A Representative or Alternate may be removed by two-thirds vote of the National Committee, or under the provisions of his or her State Party Rules.

C. Meetings. The National Committee shall meet twice annually in person at Regular meetings held four to eight months apart. The National Committee shall meet at other times in Special meetings, either in person or by suitable electronic means, if called by two-thirds vote of the Executive Committee, or by majority vote or petition of the National Committee.

D. Notices. The National Secretary shall cause notices to be sent via postal or electronic means to each recognized State Party, and to each Representative and Alternate of record, no less than thirty days prior to the scheduled meeting except in the case of a bonafide emergency.

E. Duties. The National Officers shall preside over the meetings. Both Representatives and Alternates may make motions, participate in debates and discussions, and vote in straw votes during sessions of the National Committee. Only Representatives may vote in binding votes.

F. Quorum. A quorum for all National Committee meetings shall consist of at least one-half of all Representatives of record, or else at least one-half of the National Officers plus a minimum of one Representative from at least one-half of the State Parties. If short of a Quorum, members in attendance may still conduct business, provided that any business not relevant to the time frame of the meeting must be ratified by a majority of the National Committee Representatives of record via postal or electronic communication before the business can take effect.

G. Convention Powers. The National Committee shall assume the powers of the National Convention if the Convention does not exist, or in the case of a bonafide emergency when there is insufficient time to convene the National Convention.

SECTION 9. EXECUTIVE COMMITTEE.

A. Membership, Regions. The National Officers shall be Members-at-Large on the Executive Committee. State Parties shall be organized into geographical Regions, and shall caucus and elect additional Members to the Executive Committee. Region Members on the Executive Committee shall serve at the pleasure of the Region caucus that elected them. The National Officers may fill vacancies of Region Members by appointment, until a proper election can be held. Each Member of the Executive Committee must abide by the NSBP Constitution, Bylaws and Executive Committee Rules.

B. Regions. There shall be four geographical Regions as follows:

(1) East. The Eastern States Region shall consist of Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, West Virginia.

(2) Midwest. The Midwestern States Region shall consist of Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin.

(3) South. The Southern States Region shall consist of Alabama, Arkansas, Florida, Georgia, Louisiana, Kentucky, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia.

(4) West. The Western States Region shall consist of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming.

C. Meetings. The Executive Committee shall meet twice annually, in person, at Regular meetings for the purpose of conducting NSBP business and affairs. It shall meet at other times in Special meetings, either in person or by suitable electronic means, when called by at least two of the National Officers, or by majority vote or petition of the Executive Committee.

D. Notices, Accountability. The National Secretary shall cause notices to be sent via postal or electronic means to all Members of the Executive Committee, no less than thirty days prior to the scheduled meeting except in the case of a bona fide emergency. All actions of the Executive Committee are subject to the approval of the National Committee.

SECTION 10. OTHER COMMITTEES.

A. General. The Standing Committees are continuous, and shall consist of the Rules Committee, Events Committee, Membership Committee, Issues Committee, and Media Committee. Special Committees may be created at the pleasure of the Executive Committee or National Committee. All actions of these Committees are subject to the approval of the Executive Committee and/or National Committee.

B. Rules Committee. The Rules Committee shall review and develop proposed changes to the NSBP Constitution and Bylaws; develop and propose procedural rules for the Executive Committee, National Committee and National Convention; assist State Parties in the development of their respective Constitution, Bylaws and Rules; coordinate other related functions.

C. Events Committee. The Events Committee shall develop plans and arrange for meetings of the National Committee and National Convention; coordinate ballot qualification efforts in various states; assist national and State Party candidates in their campaigns; plan and coordinate fund raising efforts and assist State Parties with fund raising; coordinate other related functions.

D. Membership Committee. The Membership Committee shall coordinate the recruitment of State Parties; maintain communication and liaison between State Parties and general Members; oversee credentials at meetings of the National Committee and National Convention; assist State Parties in their recruitment of members; coordinate other related functions.

E. Issues Committee. The Issues Committee shall review and develop proposed changes to the NSBP Principles and Platform; conduct research and writing on national issues; establish a speakers bureau; conduct voter education and assist State Parties with voter education; assist national and State Party candidates with national issues; coordinate other related functions.

F. Media Committee. The Media Committee shall conduct public relations; maintain positive relations with the news media; oversee the NSBP web site and publications; design and provide NSBP flyers, pamphlets, paraphernalia and other advertising; assist State Parties with public relations; coordinate other related functions.

G. Other Committees. Standing and Special Committee Chairs and Members shall be appointed or removed at the pleasure of the National Chair, subject to the approval of the Executive Committee and National Committee. Sub-Committee Chairs and Members shall be appointed or removed at the pleasure of the Chair of the parent Committee, subject to the approval of the Members of the parent Committee.

H. Meetings, Accountability. Meetings of the above Committees may be called by the Executive Committee, National Committee, parent Committee Chair, Committee Chair, or by majority vote or petition of the Committee Members. Such meetings may be held in person or by suitable electronic means. The Committee Chair or secretary shall provide adequate notification to all Committee Members prior to the scheduled meeting. All actions of a Committee are subject to the approval of the parent Committee, Executive Committee and National Committee.

SECTION 11. NATIONAL OFFICERS.

A. Titles, Eligibility, Accountability. The National Officers shall consist of a Chair, and two or more Vice Chairs, ranked as 1st Vice Chair, 2nd Vice Chair, etc. All actions of the National Officers are subject to the approval of the Executive Committee and/or National Committee.

B. Duties of Chair. The National Chair is one voting member of both the Executive Committee and National Committee. This person shall provide leadership, oversight and assistance to the Vice-Chairs in performing their duties; preside over meetings of the Executive Committee, National Committee, and National Convention; assist Vice-Chairs in recruiting State Coordinators and help coordinate activities between State Parties and the NSBP; assist in coordinating efforts between Standing and Special Committees; perform other duties specified in these Bylaws; and perform other related functions.

C. Duties of Vice Chairs. Each National Vice-Chair is one voting member of both the Executive Committee AND National Committee. These Persons shall help organize state parties by providing leadership and oversight to state leaders and organizations; be a liaison between the state parties and the National Chair; perform other appropriate duties assigned by the Chair; assume, according to rank, the duties of the Chair in the absence or incapacity of the Chair; perform other duties specified in these Bylaws; perform other related functions.

D. Auxiliary Officers. The National Secretary, National Treasurer, and other individuals, as needed, shall serve as ex-officio officers to the National Officers, Executive Committee, National Committee, and National Convention. They shall not have any vote nor be counted as part of a quorum in those bodies while acting solely in their capacity as auxiliary officers. They shall be appointed by, and serve at the pleasure of, the Executive Committee.

E. Duties of Secretary. The National Secretary shall notify Members of meetings; maintain minutes of meetings and other non-financial records; maintain a database of National Officers, National Committee Representatives and Alternates, National Convention Delegates and Alternates, other Committee Members, and State Party officers; perform other appropriate duties assigned by the Chair; perform other duties specified in these Bylaws; perform related functions.

F. Duties of Treasurer. The National Treasurer shall account for the receipt and expenditure of all NSBP funds; meet requirements of the Federal Election Commission; maintain all financial records; perform other appropriate duties assigned by the Chair; perform other duties specified in these Bylaws; perform other related functions.

G. Term, Election, Removal. The National Officers (excluding auxiliary officers) shall serve for two-years or until their successors are elected. They shall be elected by the National Committee at its first Regular Committee meeting in odd-numbered years. They may be removed at any time by two-thirds vote of the National Committee.

H. Vacancies. Vacancies in the National Officer positions (excluding auxiliary officers) shall be filled by special election at the next meeting of the Executive Committee. Such election may be ratified or new elections held at the next meeting of the National Committee.

SECTION 12. GENERAL PROVISIONS.

A. Subordination, Severability, Constitution. These Bylaws shall be in harmony with, and subservient to, the NSBP Constitution. They are severable in that if any portion hereof be

declared void, all other portions shall remain binding and effective. All provisions of the NSBP Constitution shall be considered a part of these Bylaws.

B. Notices. All notices for Regular and Special meetings of the National Convention or any Committee shall include the date, hour, location, proposed agenda, and purpose for which the meeting is called. Only the business stated in the call for a Special meeting shall be conducted at such meeting.

C. Parliamentary Rule. Roberts Rules of Order, Newly Revised, when not in contradiction to the NSBP Constitution and Bylaws, shall be followed at all National Convention and all Committee meetings, unless suspended for the remainder of any such meeting by two-thirds vote of the voting Members present.

D. Quorums. Except where specified otherwise herein, a quorum for all Committee meetings shall consist of at least one-half of the Committee Members. If there is lack of a quorum, then all votes of an enduring nature must be submitted to all vote-entitled Committee Members either by mail, courier or electronic means for ratification by the same voting percentage that would have been required for the original vote.

E. Voting. All questions or issues before meetings of the National Convention or any Committee shall require a majority vote of those voting, except where specified otherwise in the NSBP Constitution or Bylaws. No individual shall have more than one vote. There shall be no proxy voting.

SECTION 13. AMENDMENTS.

A. Proposing. Amendments or revisions to these Bylaws may be proposed by majority vote of the National Committee at any Regular or Special Committee meetings. Such amendments or revisions must be in harmony with the NSBP Constitution.

B. Ratification. Proposed amendments or revisions to these Bylaws may be ratified by sixty percent vote of the National Committee at a Regular Committee Meeting. However, changes can be made and implemented at any time by an 80% vote of the combined Rules Committee and Executive Committee, with each person having a single vote. In such a case, changes are in effect and will revert back ONLY if the National Committee disapproves by a vote of 40% or more of its delegates at any time. The National Committee may choose to extend the expiration date of this temporary power, for an additional year, by a vote of at least 60%.

C. Waiver. The provisions of these Bylaws may be waived by three-fourths vote of the National Committee at any Regular or Special meeting for a period not to exceed six months or until the next National Committee meeting.

SECTION 14: CANDIDATE VETTING AND APPROVAL PROCESS.

A. Criteria for all Party Candidates

(1) Criteria 1 for all Party Candidates: All local, state and national candidates who represent the NSBP shall undergo a vetting process by a body of citizens, of at least 2, who have issued a call to run for office. At no time shall a candidate represent this party otherwise.

NSBP's National Nominating Committee, consisting of at least 5 persons, can act as one committee authorized to issue the call, but other citizens can form other formal or informal committees for the same purpose, and are encouraged to do so, especially at the state and local levels. All informal and formal committees will apprise the NSBP's Nominating Committee of their actions in vetting a candidate and shall provide this Committee with basic candidate information. Within this Committee a candidate shall be approved by a simple majority vote.

In cases where two or more candidates have been issued the call to serve in the same office, candidate selection will come from the NSBP's Nominating Committee by a simple majority vote.

(2) Criteria 2 for all Party Candidates: (Option A or B must be satisfied)

Option A: It is recommended that all candidates representing the NSBP in a local, state, or national office take the NSBP Commitment (via their electronic or actual signature), including the Party's Independence Pledge and a pledge to the Party's ___ Principles,

Option B: All prospective candidates not wanting to take the NSBP Commitment will be interviewed by the Party's National Nominating Committee, which will then make a determination of the prospective candidate's NSBP representation status. Approved candidates will satisfy this criteria.

(3) Forfeiture of Candidacy: Candidates whose actions break their oath in Criteria 2 will forfeit their Party approval status, support and funding.

B. Candidate Vacancies. The process to fill a vacancy resulting from the death, resignation or other cause, of a candidate for local, state or federal office shall be as follows for each State Party:

(1) any qualified member of the NSBP desiring to fill the vacancy shall be allowed to file a statement of candidacy with the State Party Secretary or State Party Headquarters;

(2) a ballot listing the names of the candidates to fill the vacancy shall be prepared listing the names in an order to be determined by lot;

(3) the National Nominating Committee shall be convened to select a new candidate as soon as is practicable, by vote of this committee, or by delegation to another committee that is closer to the people—whichever method the Nominating Committee deems most prudent;

(4) there shall be one vote for each vacancy that is to be filled with the person or persons receiving the highest number of votes being chosen to fill the vacancy; and,

(5) in the event that two or more persons have an equal number of votes, the tie shall be decided by lot.

C. Alliance Organizations' Standing. It is recognized that all outside state parties who are affiliated with the NSBP through the Alliance of Independent American Parties, shall set up their own criteria for candidate vetting and approval, which vetting shall be recognized by the NSBP through its Alliance Covenant.

D. Conflicts with State Laws. In cases where this selection process violates state law, the Party shall defer to state law, yet keep intact as much as possible the spirit of this process.

SECTION 15. ADOPTION.

These Bylaws shall be established upon majority vote of the National Committee.