

# Super S.M.A.R.T. PAC

## Bylaws

The name of this organization shall be the Specialized Medicine and Responsible Treatment Super PAC, hereinafter referred to as the Super SMART PAC or SMART PAC.

### **ARTICLE I**

#### **Purposes**

**Section 1.01:** The purposes of the SMART PAC are:

- (a) to support political action dedicated to preserve, protect and defend the practice of homeopathic medicine in the United States of America;
- (b) to accept donations of any size, and from any source;
- (c) to safeguard the interests of homeopathy in the U.S.;
- (d) to elevate and improve public understanding of homeopathy in the U.S.
- (e) to improve general recognition and public acceptance of homeopathy in the U.S.
- (f) to promote the science of homeopathy in the U.S.

### **ARTICLE II**

#### **Offices**

**Section 2.01:** The SMART PAC shall have an office in the State of New York, and may have offices in such other places as the Board of Trustees may from time to time determine.

## **ARTICLE III**

### **Board of Trustees**

**Section 3.01:** The business and affairs of the SMART PAC shall be managed by a Board of Trustees which shall exercise the power of the SMART PAC and engage in lawful acts which are determined appropriate.

**Section 3.02:** The Board of Trustees shall consist of a Chairman of the Board, a Treasurer, a Secretary and a minimum of two (2) and a maximum of ten (10) members at large who shall be elected to Trusteeship by the Board. The total Board shall be a maximum of 13 members. All Board members are voting members.

**Section 3.03:** Members of the Board of Trustees shall be elected by a vote of Members of the Board.

**Section 3.04:** Trustees shall be elected for three (3) year terms. All Trustees shall serve for the term for which elected, and until their successors are elected.

**Section 3.05:** If the Board of Trustees determines that one of its members is unable to perform the duties inherent in the position, the Board shall appoint an interim replacement for that member.

**Section 3.06:** A regular annual meeting of the Board of Trustees shall be held at a place determined by the Board. The Board of Trustees may call, by resolution, additional regular meetings of the Board. These meetings may take

place via video/online conferencing or telephone calls if the Board agrees.

**Section 3.07:** Special meetings of the Board of Trustees may be called by or at the request of the Chairman or three or more of the Trustees. The person or persons authorized to call special meetings of the Board may fix any place for holding such meetings including video/online conferencing or telephone calls.

**Section 3.08:** Members of the Board of Trustees shall receive adequate advance notice of regular and special meetings. Notice of any special meetings of the Board shall be given by written notice, by mail, or by email to each Trustee at the address as shown on the records of the SMART PAC at least two weeks prior thereto. A mailed notice shall be deemed to be delivered when deposited in the mail in a sealed postage paid envelope, addressed to the Trustee. An emailed notice shall be deemed to be delivered when the email is sent to the email address on record. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at any special meeting of the Board must be specified in the notice or waiver of notice of such meeting.

**Section 3.09:** A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Trustees is present at said meeting, a majority of the Trustees present may recess the meeting from time to time without further notice.

**Section 3.10:** If a Trustee misses three (3) scheduled consecutive Board meetings then the Chairman shall notify

that member that they may be dismissed from the Board if they fail to attend the next (4<sup>th</sup>) scheduled Board meeting. A majority vote of the members at the next board meeting (4<sup>th</sup>) shall be sufficient to dismiss this member.

**Section 3.11:** Should a vacancy occur on the Board of Trustees, the remaining Trustees shall appoint a qualified replacement to serve for the unexpired term.

**Section 3.12:** Trustees shall not receive any stated compensation for their services, but, by resolution of the Board, they may be reimbursed for expenses incurred to attend meetings of the Board, and for other expenses incurred in the execution of their duties.

## **ARTICLE IV**

### **Officers**

**Section 4.01:** The Officers of the SMART PAC shall be a Chairman, a Secretary, and a Treasurer.

**Section 4.02:** In the interests of continuity of policy and direction, there may be an ascension in office as follows: Any member of the Board may be elected by a majority of the other members to serve as Chairman, Treasurer or Secretary of the Board.

**Section 4.03:** In the event of a vacancy in any office for any reason, the vacancy will be filled by The Board of Trustees who shall then appoint a qualified individual to fill the vacancy on the Board.

**Section 4.04:** The Chairman shall be the Chief Executive Officer (CEO) of the SMART PAC, and Chairperson of the

Executive Committee, a Member of the Board of Trustees, and shall preside at all meetings of the Executive Committee and of the Members. The Chairman is responsible for all general and active management of the business of the SMART PAC, and shall see that all resolutions of the Board of Trustees are carried into effect. The Chairman shall make all appointments except those specifically excluded by these By-Laws. Such appointments shall be subject to approval by the Board of Trustees.

**Section 4.05:** The Chairman shall execute bonds, mortgages, and other contracts requiring the Seal of the SMART PAC, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Trustees to some other Officer or agent of the SMART PAC.

**Section 4.06:** The Secretary shall be the Assistant Executive Officer of the SMART PAC, a Member of the Executive Committee, and a Member of the Board of Trustees. In the absence or disability of the Chairman, the Secretary shall perform all the duties of the Chairman. The Secretary shall perform such other duties as may be assigned by the Chairman.

**Section 4.07:** The Treasurer shall be a Member of the Executive Committee, a Member of the Board of Trustees, and shall perform all the duties of the Chairman in the absence or disability of both the Chairman and Secretary, and shall perform such other duties as may be assigned by the Chairman.

**Section 4.08:** The Secretary shall be a Member of the Board of Trustees and the Executive Committee, shall attend all meetings of the Board of Trustees, and shall record all the proceedings of these meetings. The Secretary shall

perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Trustees and shall perform such other duties as may be prescribed by the Board of Trustees or Chairman, under their supervision. The Secretary shall be custodian of the Seal of the SMART PAC and, when authorized by the Board of Trustees, shall affix the same to any instrument requiring it. So affixed, the Seal shall be attested by his or her signature or by the signature of the treasurer or an Assistant Secretary.

**Section 4.9:** The Treasurer shall be a Member of the Board of Trustees and a Member of the Executive Committee, shall attend all meetings of the Board of Trustees, maintain, in books belonging to the SMART PAC, a record of corporate funds and securities, and an accurate account of receipts and disbursements. All monies and other valuable effects shall be deposited in the name of and to the credit of the SMART PAC in such depositories as may be designated by the Board of Trustees. The Treasurer shall disburse the funds of the SMART PAC as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements. The Treasurer shall render to the Chairman at its regular meetings (or when the Board of Trustees so requires) an account of all actions of the Treasurer and a statement of the financial condition of the SMART PAC. If required by the Board of Trustees, the Treasurer and other Officer or employee of the SMART PAC shall give the SMART PAC a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Trustees for the faithful performance of their official duties. In case of the Treasurer's resignation, retirement, removal from office, or death, all books, papers, vouchers, money, and other property of whatever kind in his possession or under his control belonging to the SMART PAC, shall be returned to the SMART PAC. The bond premium shall be paid by the SMART PAC.

**Section 4.10:** The Treasurer shall prepare or have prepared annual, quarterly or monthly reports to the Federal Election Commission (FEC) as described by guidelines set forth by the FEC.

**Section 4.11:** There shall be such other Officers as the Board of Trustees from time to time shall appoint.

## **ARTICLE V**

### **Executive Committee**

**Section 5.01:** There shall be an Executive Committee composed of the Chairman, Secretary, and Treasurer.

**Section 5.02:** Between the meetings of the Board, the Executive Committee shall have and shall exercise the power and authority of the Board in the management of the SMART PAC, except that the Executive Committee may not expend or commit expenditure of money in excess of \$5,000 for any purpose. All actions of the Executive Committee shall be subject to review and approval by the Board of Trustees.

## **ARTICLE VI**

### **Contracts, Checks, Deposits and Funds**

**Section 6.01:** The Board of Trustees may authorize any Officer(s) or agent(s) of the SMART PAC to enter into any contract or execute and deliver any instrument in the name of and on behalf of the SMART PAC. Such authority may be general or confined to specific instances.

**Section 6.02:** All checks, drafts, orders for the payment of money, notes, or evidences of indebtedness issued in the name of the SMART PAC, in excess of \$5,000, shall be signed by two Officers or two agents of the SMART PAC designated by resolution of the Board of Trustees. Checks, drafts, orders for the payment of money, notes, or evidences of indebtedness issued in the name of the SMART PAC, less than \$5,000, may be signed by one Officer or agent of the SMART PAC designated by resolution of the Board of Trustees.

**Section 6.03:** All cash funds of the SMART PAC shall be deposited to the credit of the SMART PAC in federally insured accounts in banks, trust companies, savings and loan associations, or other depositories selected by the Board of Trustees.

**Section 6.04:** The Board of Trustees may accept on behalf of the SMART PAC any contribution, gift, bequest, or devise in any amount for the general purpose of or for any special purpose of the SMART PAC.

## **ARTICLE VII**

### **Books and Records**

**Section 7.01:** The SMART PAC shall keep at its registered or principal office accurate and complete books and records of accounts, minutes of the proceedings of its Members and Board of Trustees, a record of the names and addresses of the Members. All books and records of the SMART PAC may be inspected by any Member, his agent or attorney, for any proper purpose at any reasonable time.



**Section 7.02:** The fiscal year of the SMART PAC shall be fixed by resolution of the Board of Trustees.

## **ARTICLE VIII**

**Section 8.01:** The Chairman may, from time to time, and with the approval of the Board of Trustees, establish such other Councils as may be deemed essential. Ad hoc committees may be appointed by the Chairman without approval of the Board of Trustees.

## **ARTICLE IX**

### **Order of Business**

**Section 9.01:** Robert's Rules of Order, or any other Rules as decided upon at the beginning of a meeting, shall govern all meetings of the SMART PAC, the Board of Trustees, and the Councils, except where there is a conflict with these By-Laws, in which event the By-Laws shall control.

## **ARTICLE X**

### **Waiver of Notice**

**Section 10.01:** Whenever any notice whatever is required to be given under the provisions of the laws of New York State, or under the provisions of the By-Laws of the SMART PAC, a waiver thereof in writing, signed by the person or persons entitled to sign such notice, whether before or after

the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XI**

### **Amendments**

**Section 11.01:** These By-Laws can be altered, amended, repealed, or replaced by the Active Board of Trustees if they are agreed upon by two-thirds (2/3) of the Board.

**Section 11.02:** Changes in the By-Laws can be made at any regularly scheduled meeting of the SMART PAC with approval of two-thirds (2/3) of the Board of Trustees, provided proper notification of the meeting has been made.

**Section 11.03:** Changes in the By-Laws can also be made by email vote or by mail vote of the Board of Trustees if the following two (2) conditions are met: 1) Two-thirds majority approval is required by those Members of the Board who have voted. 2) At least one week is allowed for the Members of the Board to vote. All votes, whether by email or by mail, will be sent to the SMART PAC Secretary. If voting is by email, each member must send his/her vote by using the email address associated with his/her name. If voting is by mail, the ballot must be mailed in the provided envelope.

## **ARTICLE XII**

### **Dissolution**

**Section 12.01:** In the event that the SMART PAC ceases to

exist or is dissolved, any remaining assets shall be turned over to:

- (a) the American Institute of Homeopathy Foundation, if this foundation does not exist, then to
- (b) any State Homeopathic Medical Society or Societies, in equal parts. If none exist then to
- (c) the National Center for Homeopathy if extant.
- (c) If none of the above exist, then the monies shall go to the national homeopathic organization with purposes most similar to those of the SMART PAC.

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