

DRAFT #1
BY-LAWS OF FOUNDATION FOR TRUTH IN THE AFFAIRS OF DEMOCRACY,
A NOT-FOR-PROFIT CORPORATION

ARTICLE I - ORGANIZATION

1. The name of the organization shall be **Foundation for Truth in the Affairs of Democracy**.
2. The organization shall have a seal, which shall be in the following form: **[TO BE DETERMINED]**
3. The organization may at its pleasure by a vote of the membership body change its name.

ARTICLE II - PURPOSES

The following are the purposes for which this organization has been organized:

1. To identify particular public policy issues of fundamental relevance which appear to be driven by false perceptions propagated by interest or advocacy groups or by other public sources and seek to remedy the distortions they cause in public understanding.
2. To undertake studies of these issues where there is strong reason to believe that political action is causing dubious and damaging misconceptions in the public understanding of government actions.
3. To bring to public attention information from competent sources which will challenge damaging or false perceptions in public policy and document the likely truths of the issues.
4. To develop means of communication to convey complex issues to the public, promote meaningful discussion on these issues, and advise members of the public in conveying their opinions to their elected officials.

ARTICLE III - MEMBERSHIP

1. Membership in this organization shall be open to all persons who meet membership criteria and pay dues as set by the Board of Directors. Membership criteria must be in compliance with all applicable federal and state laws.
2. All members in good standing are entitled to vote in the election of Directors at the Annual Meeting of the membership, and to other membership benefits as prescribed by the Board of Directors. Except as prescribed by statute or as contained elsewhere in these Bylaws, members shall have no other voting rights.
3. The Board of Directors may, by majority vote, elect honorary members. Honorary members are not required to pay dues, and have no vote.
4. Members may be removed from membership for failure to pay dues within sixty (60) days of anniversary date.

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5. The Board of Directors may set policies and procedures for the removal of members should the actions of those members be detrimental to the well being or the works of FTAD.

ARTICLE IV - MEETINGS

1. The annual membership meeting of this organization shall be held in August each and every year on a date and at a site set by the Board of Directors. Should conditions prevent holding the meeting in August, the Board of Directors may schedule the Annual Meeting as near to August as possible.
2. The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.
3. The presence of not less than fifteen (15%) percent of the members shall constitute a quorum and shall be necessary to conduct the business of this organization, but a lesser percentage may adjourn the meeting for a period of not more than six weeks from the date scheduled.

In such a case, the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

4. Special meetings of this organization may be called by the president when he deems it for the best interest of the organization.

Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called.

At the request of fifty (50%) percent of the members of the Board of Directors, or twenty five (25%) percent of the members of the organization, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V - VOTING

1. At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.
2. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.
3. No inspector of election shall be a candidate for office.

ARTICLE VI - ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Elections
6. Adjournments.

The order of business for meetings may be modified at the discretion of the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

1. A Board of Directors, consisting of no less than five and no more than twelve members of this organization, including officers shall manage the business of this organization.
2. At least one of the directors elected shall be a resident of the State of New Jersey and at least two thirds of the directors must be a citizen of the United States.
3. All Directors must be members in good standing of FTAD to serve as a Director.
4. The Directors for the ensuing year shall be elected at the Annual Meeting of this organization and shall serve a term of three years. Approximately one third of the total number of Directors shall be elected each year.
5. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.
6. Fifty (50%) percent of the members of the Board of Directors shall constitute a quorum.
7. Meetings of the Board of Directors shall be held at least two times per year. The Board of Directors may make such rules and regulations covering its meetings as it may determine necessary. If permitted by law, the Board of Directors may meet via telephone or Internet.
8. Each director shall have one vote. Proxy voting is not permitted.
9. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors. The elected member shall serve the balance of the vacated term.
10. The President of the organization by virtue of his office shall be Chairman of the Board of Directors.
11. The Board of Directors shall select the Officers from their membership.
12. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A Director may be represented by counsel upon any removal

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hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

13. Persons serving as paid employees of FTAD are prohibited from serving on the Board of Directors during their term of employment, and for a three-year period after their termination, regardless of membership status.

ARTICLE VIII - OFFICERS

1. The initial officers of the organization shall be as follows:
President
Vice President
Secretary
Treasurer
2. Officers shall be elected by the Board of Directors at a regular meeting to be held at, or as soon as practical after, the Annual Meeting of the membership, and serve for a term of one year, or until a successor is elected, whichever is longer.
3. President: The President shall preside at all membership meetings. He shall by virtue of his office be Chairman of the Board of Directors. He shall present at each annual meeting of the organization an annual report of the work of the organization. He shall appoint all committees, temporary or permanent. He shall see all books, reports and certificates required by law are properly kept or filed. He shall be one of the officers who may sign the checks or drafts of the organization. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Vice President: The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president. The Vice President shall serve as ex-officio member of all committees.

Secretary: The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his duty to file any certificate required by any statute, federal or state. He shall give and serve all notices to members of this organization. He shall be the official custodian of the records and seal of this organization. He may be one of the officers required to sign the checks and drafts of the organization. He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization. He shall submit to the Board of Directors any communications addressed to him as Secretary of the organization. He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

Treasurer: The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He shall cause funds to be deposited in a regular business bank or trust company to a level prescribed by the Board of Directors for operating funds. The balance of funds over that amount shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the

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minutes of the Board of Directors of such meeting. He shall exercise all duties incident to the office of Treasurer.

4. Officers shall by virtue of their office be members of the Board of Directors.
5. No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.
6. The Board of Directors may elect Assistant Secretaries and Assistant Treasurers as necessary to aid these officers in the performance of their duties.

ARTICLE IX – EMPLOYEES, RESPONSIBILITIES, AND SALARIES

1. The Board of Directors may employ staff to manage its daily affairs, within the policies set by the Board of Directors.
2. The Board of Directors shall hire, supervise, and fix the compensation of the chief executive officer, herein referred to as “Executive Director.” The Board of Directors may change the title of this position at their discretion.
3. The Executive Director shall be an ex-officio, non-voting member of the Board of Directors and of all committees.
4. The President shall be the liaison between the Board of Directors and Executive Director.
5. The Executive Director shall hire, supervise, and fix the compensation of all other employees within policy limits set by the Board of Directors.

ARTICLE X - COMMITTEES

1. All committees shall be appointed by the President and approved by the Board of Directors, and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

2. The permanent committees shall be:

Audit Committee – The Audit Committee shall undertake an annual audit of FTAD’s accounting books of record to ensure compliance with generally accepted accounting procedures and report its findings to the Board of Directors.

Nominating Committee – The Nominating Committee shall recruit and nominate candidates to fill impending vacancies on the Board of Directors, and nominate a slate of directors for election at the Annual Meeting of the membership. The Nominating Committee shall also nominate candidates for the elected offices of FTAD. All nominations are to be submitted to the President or Executive Director of FTAD within thirty (30) days of the Annual Meeting.

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Project Committees – Project Committees shall research, identify and propose issues of societal interest to the Board of Directors for consideration. Upon Board approval and assignment of resources, the Project Committee shall coordinate research, prepare reports, and perform other tasks as assigned by the Board of Directors.

ARTICLE XI - DUES

1. The dues of this organization shall be set by the Board of Directors, and shall be payable on the anniversary date of original membership.
2. Failure to pay dues within sixty (60) days of anniversary date shall result in the loss of all rights and privileges of membership.

ARTICLE XII - AMENDMENTS

1. These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds (2/3rds) of the members.