



Official BY-LAWS

Rev. 2.5-1B

The CONSERVATIVE PARTY Of THE UNITED STATES OF AMERICA, INC.

ARTICLE I: NAME and DURATION

These By-Laws which govern the Conservative Party of the United States of America, Inc., Baton Rouge, Louisiana, Inc. shall be hereinafter referred to as the “Party” and shall be perpetual in duration unless changed in accordance with the procedures contained herein.

ARTICLE II: OFFICES

The principal office of the Party in the United States shall be located in East Baton Rouge Parish, Louisiana. The Party may have such other offices, either within or without the State of Louisiana, as the Board of Directors may designate or as the business of the Party may require from time to time.

ARTICLE III: PURPOSES

The purposes and objectives of this Party are to:

Educate

Educate the public about the United States form of government envisioned by its founding fathers and written into law.

Advise

Advise the public about candidates and legislative acts that affect them.

Submit

Submit candidates to public office under the banner and endorsement of the Party.

Elect

Elect candidates endorsed by the Party.

ARTICLE IV: MEMBERSHIP

There shall be three (3) classes of membership in the Party;

Supporting Member is a person self-identified on the rolls of the Party supporting the objectives of the Party, but is not a regular voting member.

Voting Member is a Party member in good standing, and is a voting member of the Party subject to authentication and rules by the Party Credentials Committee at the time of a vote.

Youth Member is a Party non-voting member in good standing over age sixteen (16) and below voting age.

Any individual who supports the purposes and principles of the Party is eligible for membership. Membership is subject to approval or review by the Board of Directors on the basis of loyalty to the purposes and principles of the Party.

ARTICLE V: AFFILIATED PARTIES

No person, group or organization, may use the name “Conservative Party USA” or “CP-USA” so as to denote an association or relationship with Party, except a State organization to which Party has granted affiliate status, “Chapters” within that affiliate, or entities specifically given that authority of use by written agreement.

There shall be no more than one affiliate in any state or the District of Columbia.

No affiliate party shall endorse any candidate who is a member of another party for public office, unless no Conservative Party candidate is listed on the ballot, or take any action inconsistent with the Party platform, unless specifically approved in writing by the Executive Committee.

Affiliate status may be granted to each of the 50 states and the District of Columbia. The legal relationship between Party and affiliated parties shall be governed solely by the Affiliate Agreement between Party and affiliated entity, except in the case of defining national geographic regions which shall remain a function of the Party’s Board of Directors.

Notwithstanding other provisions herein described, Affiliates shall be initially grouped for purposes of governance and party administration as follows:

| | |
|----------|--------------------------------|
| Region 1 | ME, NH, VT, CT, RI, MA, NY |
| Region 2 | NJ, DE, PA, MD, VA, WV, DC |
| Region 3 | NC, SC, GA, FL, AL, TN |
| Region 4 | WI, MI, OH, IN, IL, KY, MN |
| Region 5 | LA, TX, AR, MO, OK, MS, KS, IA |
| Region 6 | NE, SD, ND, MT, WY, CO, NM |
| Region 7 | WA, ID, UT, OR, CA, AZ, NV, HI |

ARTICLE VI: BOARD OF DIRECTORS (BOARD)

SECTION 1. General Powers.

The business and affairs of the Party shall be managed by its Board of Directors (Board).

SECTION 2. Number, Tenure and Qualifications.

The number of Directors of the Party shall be fixed by the Board of Directors. Each Director shall hold office until a successor has been qualified and elected.

SECTION 3. Regular Meetings.

A regular meeting of the Board shall be held with proper notice and at a place designated in the notice. Meetings may also be conducted via the Internet and/or conference calls.

SECTION 4. Special Meetings

Special meetings of the Board may be called by or at the request of any five (5) Directors collectively who are members of the Party Executive Committee. The person or persons authorized to call special meetings of the Board may fix the place and time for holding any such special meeting called by them, unless specifically directed otherwise in the call.

SECTION 5. Notice.

Notice of any regular or special meeting of the Board shall be given at least five (5) days advanced notice delivered personally or mailed or emailed to each Director's business address or Internet address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail system so addressed, with postage thereon. If by Email, such shall be deemed to be sent when sent to the Email address last given to the Party by the board member. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6. Quorum.

A majority of the number of Directors fixed by Section 2 of this Article shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting.

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 8. Vacancies.

Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the Party Executive Committee. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

SECTION 10. Compensation.

By resolution of the Board, a Director will be paid expenses for attendance at Board meetings or other Party related meetings specifically authorized by the Board when resources and funding permit. No such payment shall preclude any Director from serving the Party in any capacity and receiving compensation thereof.

The Board is also authorized to set salaries for itself and senior officers of the Party as resources and funding permit.

ARTICLE VI: EXECUTIVE COMMITTEE (COMMITTEE)**SECTION 1.**

The Executive Committee (Committee) is the authority for the general supervision of the affairs of the Party between meetings of the Board and is presided over by the Party President. The Committee will prepare and execute an annual budget and authorize the practices of receipts and disbursements,

SECTION 2. Number, Tenure and Qualifications.

The number of Directors of the Executive Committee is Fourteen (14) members consisting of the following members: Chairman, Vice-Chairman, President, Vice-President, Secretary, Treasurer, Executive Director, and one of each of the seven (7) Region Directors. Each member of the Committee shall hold office until a successor has been qualified and elected.

SECTION 3. Regular Meetings.

A regular meeting of the Executive Committee shall be held with proper notice and at the place designated in the notice.

SECTION 4. Special Meetings

Special meetings of the Executive Committee may be called by or at the request of any three (3) members of the Executive Committee. The person or persons authorized to call special meetings of the Executive Committee may fix the place and time for holding any special meeting of the Executive Committee called by them, unless specifically directed otherwise in the call.

SECTION 5. Notice.

Notice of any regular or special meeting of the Executive Committee shall be given at least twenty-four (24) hours notice previous thereto by written notice delivered personally or mailed or emailed to each Director's business address or internet address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail system so addressed, with postage thereon. If by Email, such shall be deemed to be sent when sent to the Email address last given to the Party by the board member. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6. Quorum.

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, but if less than such majority is present at a meeting, a majority of the Executive Committee members present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting.

The act of the majority of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Executive Committee.

SECTION 8. Action Without a Meeting.

Any action that may be taken by the Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Executive Committee members.

SECTION 9. Vacancies.

Any vacancy occurring in the Committee may be filled by the affirmative vote of a majority of the Committee. A Committee member elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

SECTION 10. Compensation.

By resolution of the Board of Directors, each member of the Executive Committee may be paid his or her expenses, if any, of attendance at each meeting of the Executive Committee, or other Party meetings specifically authorized by the Board of Directors. No such payment shall preclude any Executive Committee member from serving the Party in any capacity and receiving compensation thereof.

ARTICLE VII: OFFICERS AND DUTIES OF OFFICERS

Officers of this corporation shall be a Chairman of the Board, Chief Political Officer, & Chief Executive Officer, Vice-Chairman of the Board, President & Chief Operating Officer, Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and Executive Director. All officers shall be Directors except the Assistant Secretary. Directors are the representative of their respective affiliated state, except the Chairman of the Board, President, Secretary, Treasurer, and Executive Director who must be a Regular Member of the Party and serve at large with no state affiliate representation.

At the option of a newly elected female Chairman of the Board, or a female Vice - Chairman of the Board, these positions may be titled Chairwoman of the Board or Vice-Chairwoman of the board for the duration of the officer term

All officers, except the Executive Director, shall be elected by the Membership at the annual meeting for a term of two (2) years and shall hold office until their successors are elected. The Executive Director shall be designated by, and serve at the pleasure of the Committee.

SECTION 1. Chairman of the Board.

The Chairman of the Board is the Chief Executive Officer of the Party and shall preside at all meetings of the Board of Directors, Party conventions or other Party meetings where Party membership voting will occur. The Chairman is also the Chief Political Officer of the Party and shall preside over the Party Platform Committee.

SECTION 2. Vice Chairman of the Board.

In the absence of the Chairman or in the event of his or her death, inability or refusal to act, the Vice Chairman of the Board shall perform those duties. The Vice Chairman shall be responsible for the arrangements of Party conventions. Other duties may be assigned to the office of Vice Chairman by the Board of Directors from time to time.

SECTION 3. President.

The President is the Chief Operating Officer of the Party, subject to the control of the Board of Directors and shall preside over the Party Executive Committee.

SECTION 4. Vice President.

In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform those duties. Other duties may be assigned to the office of Vice President by the Board of Directors from time to time.

SECTION 5. Secretary.

The Secretary shall be the recording officers of the Party in its respective authority. .

SECTION 6. Assistant Secretary.

The Assistant Secretary shall be the assisting recording officer of the Party subject to the Secretary in their respective order as to authority. .

SECTION 7. Treasurer.

The Treasurer shall receive, expend and account for the funds of the Party. The Treasurer shall make an annual financial report to the Party membership and shall perform all duties required of the office by federal and state laws. The assignment of the duties of the Treasurer's office shall be in respective order as to authof

SECTION 8. Assistant Treasurer.

The Assitant Treasuer shall assist to receive, expend and account for the funds of the Party. The Assistant Treasurer shall assist to make an annual financial report to the Party membership and shall perform all duties required of the office by federal and state laws. The assignment of the duties of the Assistant Treasurer shall be subject to the Treasurer in respective order as to authority

SECTION 9. Executive Director.

The Executive Director is the Chief Administrative Officer of the Party, subject to the control of the Board of Directors and shall control and generally supervise all the administrative and business affairs of the Party.

ARTICLE VIII: MEMBERSHIP MEETINGS**SECTION 1. Annual Meeting.**

The annual meeting of the Party shall be held on the fourth Saturday of the month of July beginning with the year 2010, and every two years thereafter, unless otherwise set at the option of the Party Executive Committee, for the purpose of electing Directors and Officers and for the transaction of such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding Saturday.

SECTION 2. Place of Meeting.

The Executive Committee shall designate the place of meeting.

SECTION 3. Notice of Meeting.

A notice stating the place, day and hour of the meeting, the purpose(s) for which the meeting is called, shall be advertised in the Party's Internet website, www.conservativepartyusa.com, which shall be the official newspaper of record, within ten (10) days of the designation of said meeting by the Party.

SECTION 5. Closing of Membership Books.

For the purpose of determining members entitled to vote at any meeting of the membership, the membership books shall be closed effective midnight prior to the time that any meeting of the membership is held during which voting by the membership will occur.

SECTION 6. Proxies. Proxies are not permitted.**SECTION 7. Quorum.**

Five percent (5%) of the members entitled to vote shall constitute a quorum.

SECTION 7. Voting.

A majority of the members present at the meeting and entitled to vote shall constitute passage of any action placed before the membership for consideration.

ARTICLE IX: COMMITTEES

The standing committees of the Board of Directors are; By-Laws, Rules, Credentials, Nominating, and Platform. Committee member appointments, including their Chairman, are controlled by the Board of Directors. Committees may conduct business by meetings, mail, telephone or the Internet. A majority of participating committee members is necessary for a recommendation to pass on to the Board of Directors. The rules of procedure for standing committees are the responsibility of the Board of Directors.

ARTICLE X: PARLIAMENTARY PROCEDURE

Robert’s Rules of Order, latest edition, shall be the parliamentary authority for all Party matters of procedure.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Party is annual, January 1 through December 31.

ARTICLE XII: AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

The above By-Laws are certified to have been adopted by the Board of Directors of the Conservative Party of the United States of America, Inc., on this 4th day of July, 2011.

/signed/

David Schott, Secretary

Dated: July 4, 2011

ATTEST:

Marcus Kohan, President

Dated: July 4, 2011

/signed/
