

Bylaws of Oath Keepers of Greater St. Louis

Article I Name

The name of this association shall be Oath Keepers of Greater St. Louis.

Article II Definition

Section 2.1 Bylaws

“Bylaws” shall mean these bylaws, as amended.

Section 2.2 Association

“Association” shall mean the group as named in this document as Oath Keepers of Greater St. Louis unless otherwise denoted to mean the National organization of which they are affiliated.

Section 2.3 Chapter

“Chapter” shall mean this Association as defined by these Bylaws and shall also refer to the Associations designation as an independent affiliate of the National Association.

Section 2.4 Oath Keepers

“Oath Keepers” shall mean and refer to the Oath Keepers of Greater St. Louis unless otherwise denoted to mean the National organization of which they are affiliated.

Section 2.5 Members

“Members” shall mean and refer to any class of membership of the Oath Keepers who are in good standing with the National Association and/or are Local regular attendees of the Oath Keeper monthly meetings.

Section 2.6 Local

“Local” shall mean and refer to the St. Louis-St. Charles-Farmington, MO-IL combined statistical area which is the metropolitan area that surrounds and includes the independent city of St. Louis, Missouri.

Section 2.7 National Association

“National Association” shall mean and refer to the Oath Keepers, a Nevada nonprofit corporation, of which the Association described in these Bylaws is an affiliate Chapter.

Article III Object

This organization is an independent chapter affiliate of Oath Keepers, a Nevada nonprofit corporation.

Oath Keepers is a non-partisan association of currently serving military, reserves, National Guard, veterans, Peace Officers, Fire Fighters, and likeminded citizens who have sworn an Oath to support and defend the Constitution against all enemies, foreign and domestic, so help us God. Our Oath is to the Constitution.

Section 3.1 Our Mission

Oath Keepers reaches out to sworn oath takers to remind them of their oaths, to teach more about the Constitution they swore to defend, to inspire them to defend it, and to expose those who have chosen to violate their oath.

The mission continues with the Oath Keepers assisting our local community through preparedness planning, education and training.

Section 3.2 Our Motto

“Not on our watch!”

Article IV Members

This Chapter shares membership with the National Association. The National Association defines two classes of membership. Additionally, the Chapter defines a class of local membership as defined below.

Section 4.1 Classes of members

a. Member

Membership is available to those individuals who are current serving or retired military, reserves, National Guard (including Air National Guard), and veterans; as well as current and former police and fire-fighters.

b. Associate Member

Associate Membership is available to those citizens who have not served in any capacity listed in subsection (a) above, who support our mission and take an oath to support and defend the Constitution.

c. Local Member

Local Membership is available to those individuals who have sworn the oath but have not yet established membership in the National organization.

Section 4.2 Eligibility for membership

No person who has been convicted of treason or felony in any state or territory of the United States, or dishonorably discharged, unless restored to civil rights, shall be entitled to be a member or an associate member.

An override exception to the defined eligibility may be granted by a two-thirds majority vote of the Chapter officers. Such exceptions must be entered into the official chapter minutes along with a description of the ~~ineligibility~~ exception and justification of the override.

Section 4.3 Dues or fees

Membership dues and/or fees are established by the National Association. No local dues and/or fees shall be collected for the purposes of this affiliated Chapter.

Section 4.4 Membership requirements

To be eligible for any and all membership privileges, members must either maintain membership with the National Association and must be a member in good standing as defined by the National Association's bylaws or adhere to the membership guidelines established by these Bylaws. Additionally, Members must have sworn an oath to the Constitution of the United States of America and agree to abide by the concepts of Natural Law and general philosophy of liberty.

Section 4.5 Disciplinary procedures

Oath Keepers reserves the right in its sole discretion, to withhold, deny, or revoke the membership, associate membership, or local membership of any person whom Oath Keepers determines will dilute, impair or disrupt Oath Keeper's mission, dishonor, or in any manner bring ill repute to Oath Keepers.

Section 4.6 Resignation

Oath Keepers does not require any special procedures for withdrawal or resignation of membership.

Article V Officers

Section 5.1 Nominations and Elections

Each September, Members will elect a nominating committee of three to select a candidate for each office and report at an October meeting. Nominations from the floor will be allowed at this October meeting.

Section 5.2 Ballot Election and Term of Office

Officers will be elected by ballot for a term of one year or until a successor is elected.

Section 5.3 Limitations

With the exception of the office of president and vice president, two or more offices may be held by any person.

Section 5.4 Vacancies

If there is a vacancy in the office of president, the vice president will become the president. At the next regularly scheduled meeting, there will be an election for vice president. If there is a vacancy in any other office, Members will fill the vacancy at the next regular meeting.

Section 5.5 Resignation

Any officer may resign at any time by giving written notice to the association. If any officer which is serving as a member of any committee resigns, such resignation shall likewise automatically constitute a resignation from the committee on which such person serves, regardless of whether or not such person's resignation specifically so states. A resignation shall be deemed effective upon the giving of such notice unless a later date for effectiveness is specified in such notice.

Section 5.6 Removal from Office

Any officer may be removed from office with or without cause by a two-thirds vote at a regular meeting where pervious notice has been given when Members have determines that the best interest of Oath Keepers would be served by said removal.

Section 5.7 Compensation

No person shall receive any compensation for services as an Officer.

Article VI Duties of Officers

Section 6.1 President

The President shall be the chief executive officer Oath Keepers, subject to the supervision of the Members, except as provided elsewhere herein. The President is authorized to direct the day to day affairs of Oath Keepers, with full power to execute all resolutions and orders of the Association not especially entrusted to some other officer. The President shall preside at all meetings. Unless and except to the extent otherwise directed by the Bylaws, or delegated in writing by the president, the president shall be authorized to sign all contracts, agreements, instruments and documents on behalf of Oath Keepers.

Section 6.2 Vice President

Unless otherwise prescribed by the Bylaws, each vice president elected by the Oath Keepers shall be vested with all the power and authority of the president whenever the president is unable to act, and any vice-president so appointed shall perform such duties as shall be prescribed, required or necessary under the circumstances.

Section 6.3 Secretary

The secretary shall keep the minutes of all meetings of the Oath Keepers and any committee thereof in books provided for that purpose. The secretary shall be responsible to furnish all notices of meetings, shall have the custody of books and papers as the Members may direct, and shall, in general, perform all duties incident to the office of the secretary. Unless otherwise restricted by the Bylaws, the secretary may sign all contracts, agreements, instruments and documents on behalf of Oath Keepers together with the president.

Section 6.4 Assistant Secretary

Each assistant secretary elected by the Members shall have such powers and perform such duties as may be prescribed by the secretary or by the Bylaws.

Section 6.5 Treasurer

The treasurer shall be the chief financial officer of Oath Keepers, subject to the supervision and control of the Members, and shall have the custody of all the funds of Oath Keepers. Unless otherwise restricted by the Bylaws,

the treasurer shall be entitled to endorse on behalf of Oath Keepers for collection all checks and other instruments, deposit all money for the credit of Oath Keepers in such bank or banks or other depository as the officers may designate, and sign all receipts and vouchers for the payment of money by and on behalf of Oath Keepers. Unless otherwise restricted by the Bylaws, the treasurer may have the custody and control of deeds, leases, easements, certificates of shares of stock, bonds, securities, evidence of debt, instruments, and such other property and evidence of ownership of property belonging to Oath Keepers as the Members shall designate, and shall sign all papers required to be signed by the treasurer by law, by these Bylaws, or by the Members. The treasurer shall regularly enter or cause to be entered in the books of Oath Keepers, to be kept for that purpose, full and accurate accounts of all amounts received and paid on account of Oath Keepers and, whenever required by the Members, the treasurer shall render a statement of any and all accounts. If required by the Members as a condition of appointment, the treasurer shall furnish a fidelity bond in such amount and with such surety as shall be approved by the Members, to secure the faithful performance of the duties of the treasurer and for the restoration of all books, records, and other property belonging to Oath Keepers in the event of the treasurer's death, resignation, retirement or removal from office. The expense of such bond shall be borne by Oath Keepers.

Section 6.6 Assistant Treasurer

Each assistant treasurer elected by the Members shall have such powers and perform such duties as may be prescribed by the treasurer or by the Bylaws. If required by the Members as a condition of appointment, each assistant treasurer shall furnish a fidelity bond to in such amount and with such surety as shall be specified by the Members, to secure the faithful performance of the duties of such assistant treasurer and for the restoration of all books, records, and other property belonging to Oath Keepers in the event of such assistant treasurer's death, resignation, retirement or removal from office. The expense of such bond shall be borne by Oath Keepers.

Article VII Meetings

Section 7.1 Regular Meetings

Regular monthly meetings shall be held ~~on the second Wednesday and fourth Tuesday of~~¹ each month; ~~but if such day is a legally recognized holiday then the meeting otherwise scheduled to be held on such day shall be rescheduled and held on any day which occurs within the period which begins on the second Wednesday of such month and ends on the last day of such month~~¹. Nothing contained in this section, however, shall be construed to preclude the holding of a special meeting in lieu of any cancelled regular meeting.

Section 7.2 Special Meetings

Special meetings may be called by the president and shall be called by the president upon the request of any five Members submitting a written request to the secretary.

Section 7.3 Place of Meetings

The location of meetings will be provided along with the notice. For the convenience of the Members, the Oath Keepers will, when able, attempt to alternate a distinct meeting in St. Louis and St. Charles counties each month.

Section 7.4 Notice of Meetings

Notice of regular and special meetings will be provided, as able, with at least three days prior to the meeting. The notice can be given by e-mail, web post, or telephone.

Unless otherwise stated by the Bylaws, any proper business may be presented at any meeting regardless of whether or not the nature of said business is stated in the notice.

Section 7.5 Telephonic Meetings

Meetings may be held by telephone, electronic or similar communications equipment so long as all Members electing to participate in such meeting can communicate with one another during such meeting. Participation in such a meeting constitutes presence in person at such meeting.

Section 7.6 Quorum

The quorum shall be ten Members.

Section 7.7 Cancellation

An individual meeting may be cancelled or postponed by the President, in their discretion, or by vote of the Members; provided that notice, as defined by these Bylaws, is properly given.

Article VIII Committees

Section 8.1 Establishment

The president, in their discretion, may establish an executive committee and other committees having such powers and performing such duties as the president may delegate to it by resolution from time to time, including the immediate oversight and management of certain business affairs of Oath Keepers. The president shall appoint the persons to serve on such committees.

Section 8.2 Terms of Office

At the discretion of the president, in their discretion, each member of a committee shall continue to serve for such term as may be established by the president, unless the existence of the committee shall be sooner terminated or unless such member be removed or such member shall cease to qualify as a member thereof.

Section 8.3 Committee Decisions

The affirmative vote of a majority of the committee members present at a meeting at which a quorum is present shall be the action of the committee. However, any decisions which may benefit a committee member or affiliate of a committee member, directly or indirectly, pecuniarily, economically or otherwise, shall be determined by the affirmative vote of a majority of disinterested committee members, even if the number of disinterested committee members is less than a majority of the members of the committee.

Section 8.4 Quorum

Unless otherwise provided, a majority of the entire committee shall constitute a quorum.

Section 8.5 Telephonic Meetings

Meetings of the committee may be held through the use of a conference telephone or similar communications equipment so long as all members of the committee participating in such meeting can hear one another at the time of such meeting. Participating in such a meeting constitutes presence at such meeting.

Section 8.6 Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8.7 Resignation

Any member of any committee may resign at any time by giving notice to the president. If any ex officio officer resigns, such resignation shall likewise automatically constitute a resignation of the position held by such person as well, regardless of whether or not such person's resignation specifically so states. Unless the notice specifies a later time for the effectiveness of such resignation, the resignation shall be deemed to take effect upon the giving of such notice.

Section 8.8 Removal

Any member of any committee may be removed from service on such committee by a majority vote of the Members whenever, in their judgment, the best interest of Oath Keepers would be served.

Section 8.9 No Release of Responsibility

The designation of committees and the delegation thereto of authority shall not operate to relieve the Oath Keepers of any responsibilities imposed by law of these Bylaws.

Article IX Parliamentary Authority

The rules contained in Robert's Rules of Order, 11th Edition shall govern meetings where they are not in conflict with the Bylaws, rules of order, or other rules of the Oath Keepers.

Article X Dissolution

Previous notice and a two-thirds vote can dissolve this Association. All outstanding debts will be paid, and the remaining money will be returned to the Members or, by a vote of the Members, can be given to a charity of their choice.

Article XI Modification of Bylaws

Section 11.1 Amendment

These Bylaws may only be amended or repealed by previous notice and the affirmative vote of the president and two-thirds of the Members.

Section 11.2 Additional Bylaws

Additional bylaws not inconsistent with these Bylaws may be adopted by the Members by previous notice and the affirmative vote of the president and a majority of the Members.

Section 11.3 Partial Invalidity

If any provision of these Bylaws or the application thereof to any person or circumstance shall, to any extent, be invalid or unenforceable, the remainder of these Bylaws or the application of such provision to persons or circumstances, other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each provision of these Bylaws shall be valid and enforced to the fullest extent permitted by law.

Section 11.4 Applicable Law; Jurisdiction

The laws of the State of Missouri, as such laws have been interpreted and applied by the courts of the State of Missouri, shall govern the validity, performance, and enforcement of these Bylaws. Any proceedings with respect to the performance or enforcement of these Bylaws shall be brought in the District Court for St. Louis County, Missouri, which is vested with exclusive jurisdiction.

Article XII Certificate

The undersigned, being duly-elected officers of Oath Keepers, certifies that the foregoing Bylaws were adopted by the Members of the Association on October 8th, 2014; and that such Bylaws are currently in full force and effect and have not been altered, amended, modified, rescinded, or revoked. The undersigned has signed this Certificate as of October 28th, 2014.

_____ Dr. Duane Weed _____, President

_____ Diane Wildman _____, Secretary

1. Bylaws amendment as voted January 11th, 2017. Member approved on _____.