

BILLIONS REPUBLIC CONSERVATIVES - BYLAWS

BYLAWS OF BILLIONS REPUBLIC CONSERVATIVES

An Unincorporated Association

Mission: America First to the benefit of all people, helping increase human intelligence throughout the world while protecting democracy.

Legal Review Notice

This document is a bylaws template for an unincorporated association. It should be reviewed by a licensed attorney in the applicable state before adoption, especially the indemnity, hold harmless, non-disclosure, non-solicitation, non-circumvention, and non-compete provisions.

ARTICLE I - NAME

The name of this unincorporated association shall be Billions Republic Conservatives, hereafter referred to as the "Association."

ARTICLE II - TYPE OF ORGANIZATION

Billions Republic Conservatives is a private, voluntary, unincorporated association formed by agreement of its members. The Association is not a corporation, partnership, limited liability company, political committee, or governmental body unless and until the members formally vote to change its legal structure and complete any required filings.

No member, officer, director, volunteer, or representative shall have authority to bind the Association to any debt, contract, obligation, public statement, political commitment, campaign activity, or legal duty unless properly authorized under these Bylaws.

ARTICLE III - MISSION STATEMENT

The mission of Billions Republic Conservatives is to advance an America First vision for the benefit of all people, to help increase human intelligence throughout the world, and to protect democracy while doing so.

The Association shall promote civic education, leadership, lawful political engagement, responsible innovation, national strength, freedom of thought, community empowerment, and the peaceful advancement of ideas that support human progress.

ARTICLE IV - PURPOSES

1. To promote America First principles in a lawful, peaceful, and constructive manner.
2. To support civic education, public discussion, leadership development, and community organization.
3. To encourage policies and ideas that benefit all people while respecting constitutional rights, lawful democratic processes, and individual liberty.
4. To help increase human intelligence through education, technology, research, public awareness, mentorship, and responsible innovation.
5. To protect democracy by encouraging lawful participation, informed voting, peaceful debate, transparency, accountability, and respect for constitutional government.
6. To build a network of members, volunteers, advisors, supporters, and community leaders who support the Association mission.
7. To conduct meetings, forums, training sessions, research projects, outreach campaigns, publications, events, and other lawful activities consistent with these Bylaws.

ARTICLE V - MEMBERSHIP

Section 1. Eligibility

Membership may be open to individuals who support the mission and purposes of the Association, agree to follow these Bylaws, and are accepted under the membership procedures adopted by the Association.

Section 2. Classes of Membership

- A. Founding Members
- B. General Members
- C. Volunteer Members
- D. Advisory Members
- E. Honorary Members
- F. Supporting Members

The rights and duties of each class may be determined by the Executive Committee or by a vote of the membership.

Section 3. Member Duties

Each member shall:

- A. Act in good faith toward the Association.
- B. Follow these Bylaws and any lawful policies adopted by the Association.
- C. Protect confidential information.
- D. Avoid conduct that harms the reputation, property, mission, or lawful activities of the Association.
- E. Refrain from falsely claiming authority to speak for, contract for, or legally bind the Association.
- F. Participate in a peaceful, lawful, and respectful manner.

Section 4. Membership Dues

The Association may require dues, donations, fees, or contributions as approved by the Executive Committee or by the membership. No member shall be personally liable for the debts of the Association solely because of membership.

Section 5. Suspension or Removal

A member may be suspended or removed for violation of these Bylaws, misuse of Association funds, property, name, logo, records, contacts, or confidential information, conduct that creates legal or reputational risk, fraud, threats, harassment, violence, unlawful discrimination, unlawful activity, or acting against the mission of the Association.

Removal shall require notice to the member and approval by a majority vote of the Executive Committee, unless emergency action is required to protect the Association.

ARTICLE VI - GOVERNANCE

Section 1. Governing Body

The Association shall be governed by an Executive Committee, also called the Board, which shall manage the affairs, strategy, operations, finances, records, and lawful activities of the Association.

Section 2. Officers

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Director of Membership
- F. Director of Communications
- G. Director of Security and Compliance
- H. Any other officer position created by the Executive Committee

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Section 3. President

The President shall serve as the chief representative of the Association, lead meetings, guide strategy, oversee operations, and help ensure that the Association follows its mission and Bylaws.

Section 4. Vice President

The Vice President shall assist the President and perform the President duties when the President is unavailable or unable to act.

Section 5. Secretary

The Secretary shall maintain meeting minutes, membership records, notices, resolutions, votes, written policies, and official Association documents.

Section 6. Treasurer

The Treasurer shall manage financial records, income, expenses, dues, donations, bank accounts, receipts, budgets, and financial reports. The Treasurer shall not spend Association funds except as authorized by these Bylaws or by the Executive Committee.

Section 7. Elections and Terms

Officers may be elected by the members or appointed by the Executive Committee. Unless otherwise decided, officers shall serve one-year terms and may be reelected or reappointed.

Section 8. Removal of Officers

An officer may be removed by majority vote of the Executive Committee for failure to perform duties, misconduct, breach of confidentiality, misuse of authority, conflict of interest, or conduct harmful to the Association.

ARTICLE VII - MEETINGS

Section 1. Regular Meetings

The Association may hold regular meetings at times and locations set by the President or Executive Committee. Meetings may be held in person, by phone, by video conference, or by electronic communication.

Section 2. Special Meetings

Special meetings may be called by the President, by a majority of the Executive Committee, or by written request of at least twenty percent of voting members.

Section 3. Notice

Reasonable notice of meetings shall be given by email, text message, website posting, written notice, or other communication method approved by the Association.

Section 4. Quorum

A quorum for membership meetings shall be the members present, unless the Executive Committee adopts a different quorum requirement. A quorum for Executive Committee meetings shall be a majority of current Executive Committee members.

Section 5. Voting

Unless these Bylaws require a different vote, actions may be approved by a majority vote of those present and eligible to vote.

ARTICLE VIII - FINANCES

Section 1. Funds

The Association may receive dues, donations, sponsorships, grants, gifts, event revenue, merchandise revenue, and other lawful funds.

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Section 2. Use of Funds

Association funds shall be used only for lawful Association purposes, including operations, events, outreach, education, technology, research, communications, legal compliance, administration, and mission-related activities.

Section 3. No Private Ownership

No member owns the funds, property, records, intellectual property, or assets of the Association. Members have no right to receive Association assets except for approved reimbursement, compensation, contract payment, or lawful distribution authorized by the Association.

Section 4. Financial Controls

The Executive Committee may require spending limits, two-signature approval, receipts, budgets, audits, monthly reports, or other internal controls.

Section 5. Reimbursement

Members and officers may be reimbursed for approved expenses incurred for Association purposes, provided receipts or documentation are submitted.

ARTICLE IX - RECORDS

The Association shall keep reasonable records of Bylaws and amendments, meeting minutes, membership records, financial records, major decisions and votes, contracts and agreements, policies and procedures, confidentiality agreements, and intellectual property records.

Records shall be maintained by the Secretary, Treasurer, or another authorized officer.

ARTICLE X - CONFIDENTIALITY AND NON-DISCLOSURE

Section 1. Confidential Information

Confidential Information includes all non-public information belonging to or used by the Association, including but not limited to member lists, donor lists, volunteer lists, strategy documents, political strategy, marketing plans, internal communications, event plans, security procedures, financial records, private meeting notes, trade secrets, research, technology plans, website plans, software plans, platform plans, media plans, partnership discussions, and any information marked confidential or reasonably understood to be confidential.

Section 2. Duty of Non-Disclosure

Members, officers, volunteers, advisors, contractors, and representatives shall not disclose, publish, sell, transfer, misuse, or exploit Confidential Information without written authorization from the Association.

Section 3. Permitted Disclosure

Confidential Information may be disclosed only when authorized in writing by the Association, required by law, needed by a professional assisting the Association, or when the information becomes public through no wrongful act of the person disclosing it.

Section 4. Whistleblower and Legal Rights

Nothing in these Bylaws shall prevent any person from reporting unlawful conduct, cooperating with law enforcement, responding to lawful process, or exercising protected legal rights.

Section 5. Survival

The duty of confidentiality shall continue during membership and after membership ends.

ARTICLE XI - NON-COMPETE, NON-SOLICITATION, AND NON-CIRCUMVENTION

Section 1. Limited Non-Compete

To the fullest extent allowed by applicable law, each member, officer, volunteer, contractor, or representative agrees that during active involvement with the Association and for twelve months after leaving the Association, they shall not use the Association Confidential Information, trade secrets, private strategies, member lists, donor lists, contacts, intellectual property, internal plans, or opportunities to create, operate, finance, or assist a confusingly similar organization that directly competes with the Association specific mission, programs, campaigns, or private business opportunities.

Section 2. No Restriction on Lawful Political Belief

This clause shall not prevent any person from holding political beliefs, joining another lawful organization, voting, speaking publicly on matters of public concern, working, earning a living, volunteering, or participating in lawful civic activity, unless that person misuses the Association Confidential Information, trade secrets, contacts, property, or opportunities.

Section 3. Non-Solicitation

For twelve months after leaving the Association, no member, officer, volunteer, contractor, or representative shall knowingly solicit Association members, donors, sponsors, contractors, vendors, partners, or volunteers for the purpose of damaging the Association or diverting Association opportunities that were developed through the Association.

Section 4. Non-Circumvention

No member, officer, volunteer, contractor, or representative shall bypass, avoid, or cut out the Association from a business, donor, sponsor, political, media, technology, research, or partnership opportunity that was introduced through the Association, unless written permission is given by the Executive Committee.

Section 5. Reasonableness and Reformation

The restrictions in this Article are intended to be reasonable in time, scope, and purpose. If any court finds any part too broad, the provision shall be limited and enforced to the maximum extent permitted by law.

ARTICLE XII - INDEMNIFICATION

Section 1. Indemnified Persons

To the fullest extent permitted by law, the Association shall indemnify and defend its officers, Executive Committee members, authorized agents, volunteers, and members acting within the scope of authorized Association duties against claims, demands, losses, damages, liabilities, judgments, settlements, costs, and expenses, including reasonable attorney fees, arising from authorized actions taken in good faith on behalf of the Association.

Section 2. Conditions for Indemnification

- A. The person acted in good faith.
- B. The person acted within the scope of authorized Association duties.
- C. The person reasonably believed the action was in the best interest of the Association.
- D. The person did not engage in fraud, intentional misconduct, gross negligence, criminal conduct, or knowing violation of law.

Section 3. Exclusions

The Association shall not indemnify any person for fraud, theft, embezzlement, intentional misconduct, gross negligence, personal acts outside the scope of Association authority, unauthorized contracts or debts, criminal conduct, knowing violation of law, or personal disputes unrelated to Association duties.

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Section 4. Advancement of Expenses

The Executive Committee may approve advancement of legal expenses for an indemnified person, provided that person agrees in writing to repay the Association if it is later determined that the person was not entitled to indemnification.

Section 5. Insurance

The Association may purchase liability insurance, directors and officers insurance, event insurance, cyber insurance, or other coverage to protect the Association and its authorized representatives.

ARTICLE XIII - HOLD HARMLESS

Section 1. Member Hold Harmless Agreement

Each member, officer, volunteer, attendee, advisor, contractor, or participant agrees to hold harmless, release, and not sue the Association, its officers, Executive Committee members, agents, volunteers, and authorized representatives for claims arising from voluntary participation in Association activities, except where caused by intentional misconduct, gross negligence, or knowing violation of law.

Section 2. Assumption of Risk

Participation in meetings, events, campaigns, travel, outreach, online forums, media activities, training, and public events may involve risk. Each participant accepts personal responsibility for their own conduct, safety, property, statements, transportation, and legal compliance.

Section 3. No Personal Liability for Association Debts

No member, officer, volunteer, or representative shall be personally liable for Association debts, obligations, or liabilities solely because of their role, membership, or participation, except where liability is created by personal wrongdoing, unauthorized action, fraud, contract, or law.

Section 4. Unauthorized Actions

Any person who signs a contract, makes a promise, creates debt, spends funds, makes a public statement, or takes action without proper authority shall be personally responsible for that unauthorized action and shall hold the Association harmless from resulting claims or damages.

ARTICLE XIV - CONFLICTS OF INTEREST

Members and officers must disclose any personal, financial, business, political, or family interest that could conflict with the interests of the Association. A person with a conflict may be required to abstain from voting or decision-making on that matter.

ARTICLE XV - INTELLECTUAL PROPERTY

All Association names, logos, slogans, documents, strategies, research, media, websites, software, training materials, graphics, videos, writings, plans, databases, and other creative or business assets created for the Association shall belong to the Association unless a written agreement states otherwise.

No member may use the Association name, logo, brand, documents, media, contacts, or intellectual property for personal gain without written permission.

ARTICLE XVI - PUBLIC STATEMENTS AND MEDIA

Only the President, authorized officers, or approved spokespersons may issue official statements on behalf of the Association.

Members may speak in their personal capacity but must not claim to represent the Association unless authorized.

ARTICLE XVII - POLITICAL AND LEGAL COMPLIANCE

The Association shall conduct its activities in a lawful manner. If the Association engages in election activity, lobbying, fundraising, political advertising, campaign support, public endorsements, or regulated political action, it shall seek proper legal guidance and comply with applicable federal, state, and local law.

Nothing in these Bylaws authorizes violence, threats, harassment, fraud, voter intimidation, unlawful discrimination, or illegal activity.

ARTICLE XVIII - DISCIPLINE AND TERMINATION

The Executive Committee may discipline, suspend, or terminate any member, officer, volunteer, contractor, or representative who violates these Bylaws, misuses Association property, breaches confidentiality, creates legal risk, damages the Association, or acts against the mission.

Discipline may include warning, suspension, removal, loss of voting rights, loss of access to records, legal action, or other lawful remedies.

ARTICLE XIX - DISPUTE RESOLUTION

Members agree to first attempt to resolve disputes internally through good-faith discussion with the President or Executive Committee.

If a dispute cannot be resolved internally, the Association may require mediation before litigation, unless emergency court action is needed to protect confidential information, intellectual property, funds, safety, or legal rights.

ARTICLE XX - AMENDMENTS

These Bylaws may be amended by a majority vote of the Executive Committee or by a majority vote of voting members present at a properly noticed meeting. Any amendment must be written, dated, and added to the official records of the Association.

ARTICLE XXI - DISSOLUTION

The Association may be dissolved by a two-thirds vote of the Executive Committee or voting members. Upon dissolution, remaining funds and property shall be used to pay lawful debts and obligations. Any remaining assets shall be distributed for lawful purposes consistent with the Association mission, as decided by the Executive Committee, and shall not be personally distributed to members unless legally permitted.

ARTICLE XXII - SEVERABILITY

If any part of these Bylaws is found invalid, illegal, or unenforceable, the remaining parts shall remain in full force and effect.

ARTICLE XXIII - ADOPTION

These Bylaws are adopted by the members of Billions Republic Conservatives on the date written below.

Date: _____

State: _____

City/County: _____

Founder/President Name: _____

Founder/President Signature: _____

Secretary Name: _____

Secretary Signature: _____

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MEMBER ACKNOWLEDGMENT AND SIGNATURES

By signing below, each member acknowledges that they have read, understand, and agree to follow the Bylaws of Billions Republic Conservatives. Each member also agrees to the confidentiality, hold harmless, indemnity, non-solicitation, non-circumvention, and limited non-compete provisions to the fullest extent permitted by law.

No.	Printed Name	Signature	Date	Email / Phone
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No.	Printed Name	Signature	Date	Email / Phone
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Witness / Officer Certification

Officer Name: _____

Officer Signature: _____

Date: _____