

## **BYLAWS**

### **NEW HAMPSHIRE LEGAL RIGHTS FOUNDATION**

#### **ARTICLE I**

##### **THE ORGANIZATION**

Section 1.1.0 Name. The name of this organization is the New Hampshire Legal Rights Foundation (“the NHLRF”).

Section 1.2.0 Offices. The principal office of the NHLRF is 9 Southview Drive, Mont Vernon, NH 03057, or at the location hereafter established by the NHLRF Board of Directors. The NHLRF may establish other offices at such other places as its Board of Directors may from time to time determine.

#### **ARTICLE II**

##### **MISSION STATEMENT AND PURPOSES**

Section 2.1.0 Mission. The NHLRF is a nonprofit, nonpartisan, membership organization dedicated to (i) defending and expanding individual rights and personal freedoms throughout the entire state of New Hampshire and (ii) reducing the burdens of government while defending human and civil rights. Through advocacy, public education and sponsored litigation, its staff and volunteers work to preserve and enhance liberties grounded in the United States and New Hampshire constitutions and civil rights laws. Among those liberties and laws are freedoms of speech, religion and association, the right to petition the government and be free from unwarranted governmental controls and strictures, and constitutional guarantees of federalism, due process of law, and the right to equal treatment under the law.

##### **Section 2.2.0 Exempt Organization**

2.2.1. Said organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.2.2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

2.2.3. No substantial part of the activities of the organization shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or

distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

2.2.4. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.2.5. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE III MEMBERS AND CHAPTERS

Section 3.1.0 Membership. The membership of the NHLRF consists of those persons who are citizens of New Hampshire or any other states or jurisdictions of the United States and who are either the original members or members thereafter admitted by vote of the Directors of the NHLRF, and who are current in their payment of dues.

Section 3.2.0 Dues. Members of the NHLRF shall pay annual dues as established by the Board of Directors of the NHLRF.

Section 3.3.0 Action on Issues. When the NHLRF, through its Board, has taken a position on an issue of statewide concern, each member will take cognizance of that position, to the end of obtaining general unity rather than absolute uniformity.

Section 3.4.0 Membership Conference. A membership conference shall be held at least annually at such time and place as may be designated by the Board of Directors. The conference may take place at the same time as a regular meeting of the Board of Directors. The purpose of the conference shall be to consider any matter of concern to the NHLRF as determined by the Board of Directors or upon written petition of any member pursuant to procedures adopted from time to time by the Board of Directors. When notice is given to members, posting the notice on the NHLRF web site shall constitute sufficient notice. The conference shall be open to all members of the NHLRF.

ARTICLE IV  
BOARD OF DIRECTORS

Section 4.1.0 Governance. A Board of Directors shall govern the NHLRF.

Section 4.2.0 Responsibilities. The primary responsibilities of the Board of Directors shall be implementing the mission of the NHLRF and the NHLRF and managing the affairs of the NHLRF. Each Director is required to discharge these duties in accordance with the fiduciary obligations established by law.

Section 4.3.0 Number, Selection, and Qualifications.

4.3.1 Number and Selection. There will be no fewer than five Directors and such additional Directors as the Board of Directors shall from time to time find appropriate. A ballot of the entire membership shall be conducted prior to each annual meeting of the Board to elect as many Directors as may be necessary. Should any Director position be unfilled during a period between annual meetings of the Board, the Board by majority vote may select a person to fill such position until his or her successor is selected and qualified at the next annual membership meeting.

4.3.2 Qualifications. No person will be eligible for election to the Board unless that person is a member in good standing of the NHLRF.

Section 4.4.0 Term of Office. Directors shall be elected for three-year terms, provided that Directors elected to serve on the first Board following the adoption of these Bylaws will have staggered terms, arranged on a randomly assigned and balanced basis to provide for service of one, two, or three year terms. Thereafter, membership on the Board shall be so arranged to maintain a balance in the terms of service as nearly as practicable. In all subsequent elections, Directors shall be elected for three-year terms.

Section 4.5.0 Removal and Disqualification; Filling a Vacancy.

4.5.1 Removal. Any Director may be removed for cause by a vote of two-thirds of those present at any meeting of the Board, provided that written notice of the proposed removal has been included in the notice of the meeting. Absence from three or more consecutive meetings of the Board, without reasonable excuse, will be a cause for removal.

4.5.2 Disqualification. If the NHLRF membership of any Director terminates for any reason that member will thereupon and forthwith cease to be a Director of the NHLRF.

Section 4.6.0 Compensation. Directors are not entitled to receive any compensation for serving in that capacity, but they may be reimbursed for their reasonable expenses in accordance with such policies as the Board may adopt.

Section 4.7.0 Officers.

4.7.1 Election; Titles. The Board shall elect at the annual meeting of the Board the following officers: a President, a First Vice President, a Second Vice President, a Treasurer, and a Secretary, all of whom will be elected from the Board of Directors.

4.7.2 Term. Each Officer so named will serve for two years, but in no event past the term of his or her membership on the Board of Directors, and thereafter until his or her successor is elected.

4.7.3 Removal; Vacancy. Any Officer may be removed at any time by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present. Any vacancy occurring in any office of the NHLRF shall be filled by the Board of Directors as soon as possible.

4.7.4 Duties. The Officers shall have the powers and duties usually and properly incident to such offices, and such other powers and duties as may be prescribed by the Board of Directors of the NHLRF.

Section 4.8.0 Emeritus/Emerita; Ex Officio.

4.8.1 Emeritus Status. The Board of Directors may by election bestow the title of Director Emeritus or Emerita on a departing or former Director in recognition of service to the NHLRF. Such Directors Emeriti and Emeritae shall be invited to all Board meetings and functions. They may participate in Board discussions and deliberations, but will not be entitled to vote, and their presence will not count toward a quorum.

4.8.2 Ex Officio Status. The immediate past President shall be invited to all Board meetings and functions. He or she may participate in Board discussions and deliberations, but will not be entitled to vote, and his or her presence will not count toward a quorum.

4.8.2 Participation Subject to Majority Vote. By majority vote, the Board of Directors may terminate the rights of attendance and participation under the preceding sections 4.8.1 and 4.8.2 for any individual.

ARTICLE V  
MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1.0 Annual Meeting. The annual meeting of the Board of Directors shall be held in December or at a time determined by the Board. At the annual meeting, the outgoing Board of Directors shall elect Officers (pursuant to Section 4.7.1) and may transact any other business that may properly come before the Board.

Section 5.2.0 Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly at such times and places the Board may from time to time determine.

Section 5.3.0 Special Meetings. Special meetings of the Board may be called at any time by the President, and shall be called by the President promptly upon written request of a majority of the Board. No business will be transacted at any special meeting unless specified in the notice of the meeting.

Section 5.4.0 Quorum; Voting. One-third of sitting, voting Board members shall constitute a quorum at all meetings of the Board. A vote by a simple majority of the Directors present and voting shall constitute the formal action of the NHLRF except where these Bylaws or the provisions of applicable law require a greater majority. Voting may not be by proxy.

Section 5.5.0 Notice of Meetings; Right to Attend.

5.5.1 Notice. Notice of any annual or regular meeting shall be given to each Director in person, or by telephone, electronic mail, facsimile or mail at least seven calendar days prior to the meeting. Notice of any special meeting of the Board shall be given to each Director either personally, by mail, electronic mail, facsimile or telephone at least three calendar days prior to the meeting.

5.5.2 Open Meetings. Except when the Board meets in executive session, any member in good standing of the NHLRF may attend any meeting of the Board.

Section 5.6.0 Telephone Conference. One or more Directors may participate in meetings of the Board, at the discretion of the President, by means of conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other. Directors not physically present at any annual or regular meeting will not be counted toward a quorum but may vote.

Section 5.7.0 Action Without a Meeting. Any action that may be taken at a meeting of the Board or any committee of the Board may be taken without a meeting if written consent setting forth the action so taken shall be signed by all Directors or the members of the committee, as the case may be. The written consent shall be filed with the Secretary of the NHLRF.

## ARTICLE VI BOARD COMMITTEES

Section 6.1.0 Executive Committee.

6.1.1 Composition. There shall be an Executive Committee chaired by the President and composed of the Officers and two additional Directors who are not Officers and who are selected by a majority of the Board.

6.1.2 Powers and Duties. The Executive Committee shall have the power to act on behalf of the Board between meetings of the Board when such action is necessary or appropriate. Such action shall constitute the action of the Board, subject to the Board's power to rescind such action at its next meeting. Under no circumstances may the Executive Committee fill vacancies on the Board or among the Officers, amend the Bylaws or the incorporation documents, amend or repeal any Board resolution, or act on matters not previously approved by the Board that would involve expenditure in excess of \$2,500.

6.1.3 Meetings. The Executive Committee shall meet regularly but in any event prior to every regular meeting of the Board, and may hold other meetings as called by its chair. It may also take action without a meeting as described in Section 5.7.0.

6.1.4 Notice of Meetings; Quorum. Notice of Executive Committee meetings shall be as described in Section 5.5.0. A quorum shall be at least half of the committee members.

#### Section 6.2.0 Other Standing Committees.

6.2.1 Committee Names. Other standing committees may be Nominating, Fundraising, Governance, Finance and Audit, Personnel, Legislative, Community Education, Legal Policy, Planning, and such other committees as the Board of Directors may establish.

6.2.2 Persons to Serve on Committees. The President shall appoint with the approval of the Board the chairperson for each of the standing committees, who shall be Directors. The President, in consultation with the chair of each committee and with the approval of the Board, shall appoint additional members, who may include individuals who do not serve on the Board. Each Director shall serve on at least one committee.

Section 6.3.0 Ad Hoc Committees. The Board of Directors may establish one or more ad hoc committees that have specific purposes. When the specific purposes are accomplished, the committees will dissolve.

### ARTICLE VII

#### LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE

Section 7.1.0 Limitation of Liability. A Director shall not be personally liable for monetary damages for any action taken, or any failure to take action, unless the Director has breached or failed to perform the duties of his or her office and the breach or failure constitutes self-dealing, willful misconduct or recklessness. This provision shall not

apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for payment of taxes pursuant to local, state or federal law.

Section 7.2.0 Indemnification. The NHLRF shall indemnify any Officer or Director (or employee or agent designated by majority vote of the Board of Directors to the extent provided in such vote) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (including action by or in the right of the NHLRF) by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the NHLRF, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. Indemnification pursuant to this Section shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness. Expenses incurred by an Officer, Director, employee, or agent purportedly indemnified by this Section in defending a civil or criminal action, suit or proceeding may be paid by the NHLRF. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 7.2.0 shall continue as to a person who has ceased to be a Director, Officer, employee, or agent of the NHLRF and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7.3.0 Insurance. The Board of Directors may authorize, by a vote of a majority of the entire Board of Directors, the NHLRF to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the NHLRF, or is or was serving at the request of the NHLRF as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the NHLRF would have the power to indemnify him or her against such liability under the provisions of this Article VII. Furthermore, the NHLRF may create a fund of any nature, which may, but need not be, under the control of a Director, or otherwise secure or insure in any manner its indemnification obligations referred to in Section 7.2.0 of this Article.

## ARTICLE VIII STAFF

Section 8.1.0 Executive Director. There will be a single Executive Director who will be responsible for the hiring, retention or termination and the supervision of all other the NHLRF employees and will exercise the duties of Executive Director subject to the authority of the Board. The Executive Director may or may not be a member of the Board of Directors of the NHLRF.

Section 8.2.0 Salaries. All staff salaries will be paid by or on behalf of the NHLRF.

## ARTICLE IX

## FINANCE

Section 9.1.0 Fiscal Year. The fiscal year of the NHLRF shall be from January 1 through December 31 of each year.

Section 9.2.0 Bank Accounts. All checks or demands for money and notes of the NHLRF in the amount of \$2,500 or more shall be signed by two persons, one of whom is an Officer or other person designated by the Board and one of whom is a staff member of the NHLRF designated by the Executive Director.

Section 9.3.0 Audit. The accounts of the NHLRF shall be audited at least once a year as part of the audit or other financial review conducted by a Certified Public Accountant and a copy of such audit shall be submitted to the Board of Directors.

Section 9.4.0 Budget. The Executive Director will prepare a budget covering the proposed expenses for the coming fiscal year, as determined by the Board. That budget will be presented to the Board, which will adopt a budget for the coming fiscal year, subject to such modification during the year as may be necessary or desirable.

## ARTICLE X

### DISPOSITION OF THE CORPORATE ASSETS IN THE EVENT OF DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE Xi

### GENERAL PROVISIONS

Section 11.1.0 Construction of Powers. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any powers or authority granted or permitted to nonprofit corporations by the New Hampshire R.S.A. Chapter 292, Voluntary Corporations and Associations, as amended.

Section 11.2.0 Conflicts of Interest. It is recognized that occasions may arise when a member of the Board of Directors or an Officer of the NHLRF has a financial interest in a contract or transaction upon which action is to be taken or withheld by the board or a committee thereof. It is the policy of the NHLRF and of its Board of Directors that:

11.2.1 Any material facts as to such financial interest shall be disclosed by such Director or Officer to the members of the Board or committee.

11.2.2 The Director or Officer having such financial interest or any matter shall not vote or use any personal influence in regard to the matter (except that he or she may state a position on the matter and respond to questions about it); however, such Director or Officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and that such Director or Officer abstained from voting.

11.2.3 No contract or transaction in which a Director or Officer has a financial interest shall be knowingly entered into by the NHLRF unless it has been authorized in good faith by the Board of Directors.

Section 11.3.0 Corporate Seal. The Board of Directors shall prescribe the form of a suitable corporate seal, which shall contain the full name of the NHLRF and the year and state of incorporation.

Section 11.4.0 Waiver of Notice. Whenever any notice is required to be given under the provisions of RSA 292, as amended, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the nature of the business to be transacted or the purpose of the meeting need be specified in the waiver, except that a waiver for a special meeting shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting.

Section 11.5.0 Records. An original or duplicate record of the proceedings of the Board of Directors and other bodies, the books or records of account, and the Bylaws, shall be kept at the registered office or principal place of business.

Section 11.6.0 Amendments.

11.6.1 Amendment by Board of Directors. These Bylaws may be amended or repealed by the vote of two-thirds of the Directors present at any regular or special meeting of the Board if the notice of meeting specified the action to be taken and was given at least thirty calendar days before the meeting.

10.6.2 Amendment by Members. These Bylaws may be amended or repealed upon petition of the members in accordance with the procedure set forth in this subsection. The petition to amend the Bylaws must identify with specificity the language to be added, deleted or altered and shall be signed by at least two percent of the members in good standing as determined by reference to the current membership roster. Each member on the petition must list his or her name, address used for purposes of the NHLRF membership and current phone number or email address. Upon verification of the petition's signatures and satisfaction of the two percent requirement, a meeting of the members shall be convened with at

least sixty days' notice to the members of the meeting's location, time, and purpose. The members in attendance shall be permitted to revise the proposed Amendment by majority vote. A vote of two-thirds of those in attendance at a duly convened meeting of the members for the purpose of amending the Bylaws shall be sufficient for adoption of the specified or revised Bylaw amendment.