

NHLA Bylaws

As displayed on June 1, 2025 at
<https://www.nhliberty.org/about/bylaws/>

Article One – Name and Purpose

- 1.1 The organization shall be called the “New Hampshire Liberty Alliance (NHLA).”
- 1.2 The NHLA is organized primarily for the purpose of accepting contributions and making expenditures to influence the selection, nomination, election, or appointment of individuals who are favorable to liberty to state or local public office. The NHLA is dedicated to effecting political and cultural change in New Hampshire in a manner favorable to individual liberty.
- 1.3 The principal address of the organization shall always be in New Hampshire. The specific town and address is to be set by the Directors.
- 1.4 The NHLA may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Article Two – Members

- 2.1 The NHLA may have several levels of membership to serve the purposes and goals of the organization and to accommodate the members levels of support.
 - 2.1.1 Membership information shall be held in the strictest confidentiality. Only the Board of Directors, and technical staff directly authorized by the Board of Directors, shall have access to membership information. The NHLA shall not knowingly sell or distribute specific member data. Aggregate membership information, such as the total number of members, may be distributed at the discretion of the Board of Directors.
 - 2.1.2 Memberships shall be for the term of one year. At the end of each member’s term, he or she shall be contacted and asked to renew his or her membership. The Board of Directors may establish a specific time period for members to renew membership.
 - 2.1.3 There will be an annual meeting of the NHLA membership. This meeting shall be open to all levels of membership.
 - 2.1.4 A member may be removed from the NHLA if at least 4/5 of the Board of Directors vote to remove that member.
 - 2.1.5 Membership fees may be paid in US Dollars or an equivalent thereof if the Board of Directors has established a list of one or more such equivalents to be acceptable.
- 2.2 Basic membership in the NHLA is a free membership for the express purpose of allowing an individual to signify support for the goals and purposes of the NHLA.
 - 2.2.1 Basic membership shall entitle an individual to receive electronic newsletters and bulletins from the NHLA.
 - 2.2.2 The NHLA shall cease issuing Basic membership after June 2020 and cease renewing Basic membership after May 2021.
- 2.3 Activist membership in the NHLA shall have no membership fee but such member shall provide some volunteer service to the organization. Activist membership is a non-voting member.
 - 2.3.1 The Board of Directors shall maintain a list of activities that the member may choose from to fulfill their volunteer activities.
 - 2.3.2 Activist membership shall entitle an individual to receive electronic newsletters and bulletins from the NHLA.

- 2.4 Full membership in the NHLA shall be the normal level of paid membership.
- 2.4.1 Full membership shall be offered for a fee of not less than \$25 per one-year term.
- 2.4.2 Full membership in the NHLA shall entitle an individual to vote in NHLA elections.
- 2.4.3 Full membership status, but without a membership fee, shall apply to Legislators currently endorsed by the NHLA.
- 2.5 Lifetime membership in the NHLA shall be an additional level of paid membership.
- 2.5.1 Lifetime membership shall be offered for a fee of not less than \$500.
- 2.5.2 Lifetime membership shall entitle an individual to vote in NHLA elections and exempts the member from the membership renewal requirement.
- 2.6 Additional levels of membership may be created at the discretion of the Board of Directors.

Article Three – Board of Directors

- 3.1 Subject to the provisions of the laws of New Hampshire and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.
- 3.2 The Board will consist of seven Directors: a Chairman, a Director of Political Action, a Director of Membership, a Director of Research, a Director of Information Technology (IT), a Secretary and a Treasurer. Specific duties may be assigned to each Director by majority vote of the Board.
- 3.3 The original five Directors shall be James Maynard, Chair, of Keene, NH; Michelle Dumas, Director of Civic Action, of Somersworth, NH; Donald Gorman, Director of Political Action, of Deerfield, NH, Rich Tomasso, Director of Membership, of Nashua, NH, and Michelle Otterson, Secretary-Treasurer, of Keene, NH.
- 3.4 The initial terms of the Directors shall terminate as follows: the Director of Civic Action on 31 December 2004, the Director of Political Action on 31 March 2005, the Chairman on 30 June 2005, the Secretary on 30 September 2005, the Director of Membership on 31 December 2005, the Treasurer on 31 March 2006, and the Director of Research on 30 June 2006. After the initial terms of the Directors expire all terms shall be for a period of two years.
- 3.5 After the initial terms of the original Directors expire all terms shall be for a period of two years. Directors may serve no more than two consecutive terms on the Board, followed by a period of at least one year of non-service.
- 3.5.1 Starting in April 2020, elections for Board members shall be held in April or November as follows: Odd years in April: chairman, secretary; in November: political action, treasurer. Even years in April: membership, IT; in November: research. The terms of office expire at the end of the following month's Board of Directors meeting or the 15th of the month, May or December, whichever occurs first.
- 3.6 Any member eligible to vote may become a Director, and may nominate any member eligible to vote to fill a vacant Directorship. Directors will be elected by approval voting but must receive at least ten votes to be elected. All members eligible to vote shall have the option of submitting ballots via mail or electronically. Board vacancies must be filled within a reasonable period. The exact terms of the election may be decided by Board resolution, in accordance with these Bylaws.
- 3.6.1 Where ballots allow for write-in candidates, the ballot or the election notification email must have a notice that write-in candidates must also meet the ten vote minimum.
- 3.6.2 In case of a tie vote, or if no candidate receives the minimum of ten votes, the Board may, by simple majority, resolve the tie, elect a candidate with less than ten votes, or to call for a new election.

- 3.6.3 If only one (1) candidate for election to a vacant or expiring Board position can be found, the Board may, by unanimous motion, elect the candidate to the Board, foregoing an election by the membership.
- 3.7 The Board shall meet at least twice per quarter, and if no meeting is scheduled in the next 30 days, shall meet within two weeks upon the request of any two Directors. Meetings may be held in person, via conference call, or via electronic instant messaging, and whenever possible should be open for members to observe. At least five Directors must be present to constitute a quorum. The Chairman shall be responsible for notifying the Directors of a meeting. Notification of a planned meeting, a cancellation, or of a change in the venue or date of a meeting shall be made by any two of the following methods: announcement at a meeting, posting on the NHLA website, phone, email, or mail. The first notice should be made at least one week in advance of the meeting. The requirement for the second notification may be waived for a Director if the Chairman receives communication from that Director indicating that the first notification was received and understood.
- 3.8 The Directors may, at their option, elect a standing vice-chair from among themselves to fulfill the functions of the Chairman in the event of the Chairman's absence.
- 3.9 Directors may only be removed by the affirmative vote of at least five of the other Directors or by voluntary resignation or clear incapacitation. Additionally, any Director who misses three consecutive Board meetings shall automatically be removed.
- 3.10 The method of discerning the votes of individual Directors shall be left to the Chairman. However, if any Director requests a written vote that request shall be granted. In regard to this provision an emailed vote shall suffice.
- 3.11 No part of the net earnings of the NHLA shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that the Board of the NHLA shall be authorized and empowered by majority vote to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the NHLA.
- 3.12 The Directors shall not be personally liable for the debts, liabilities, and other obligations of the NHLA. The Directors and Officers of the NHLA shall be indemnified by the NHLA to the fullest extent permissible under the laws of New Hampshire.
- 3.13 The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the NHLA to enter into any contract or execute and deliver any instrument in the name of and on behalf of the NHLA, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the NHLA by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
- 3.14 Except as required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the NHLA for any amount above a limit to be set by Board resolution shall be signed by the Treasurer and countersigned by the Chairman of the NHLA. For amounts less than that limit the signature of the Treasurer shall suffice. The Board of Directors may accept on behalf of the NHLA any contribution, gift, bequest, or devise for the purposes of this corporation.

Article Four – Officers

- 4.1 The duties of the Chairman shall include, but not be limited to: setting the agenda for board meetings; presiding over such meetings; serving as an ex-officio member on all standing committees; recruiting board members; scheduling the annual meeting.
- 4.2 The duties of the Director of Political Action shall include, but not be limited to: recruiting candidates for state, city and town offices; training candidates; endorsing candidates for office; determining campaign donations; determining the Legislator of the Year; providing training on the legislative process; providing training for town meeting.

- 4.3 The duties of the Director of Membership shall include, but not be limited to: recruiting new members; retaining current members; maintaining accurate membership records and reporting such to the Board; chairing the civic action committee.
- 4.4 The duties of the Director of Research shall include, but not be limited to: bill review oversight; documentation of NHLA position on key legislative issues; developing the Liberty Rating for board approval; developing candidate surveys.
- 4.5 The duties of the Secretary shall include, but not be limited to: keeping accurate minutes of board meetings; press release distribution; mailings.
- 4.6 The duties of the Treasurer shall include, but not be limited to: monthly financial reports; timely deposit of all received funds and timely payment of all bona fide expenses; possession of inventoried NHLA materials (shirts, pins, membership applications, report cards, etc.).
- 4.7 The duties of the Director of Information Technology (IT) shall include, but not be limited to: website oversight; mailing list oversight; renewing domains; email account oversight; protecting the confidentiality of membership data as specified in article 2.1.1.

Article Five – Committees

- 5.1 The Board may, by amending this article, create standing committees to assist the Board in fulfilling the goals of the organization. Standing committees may also be dissolved by the same process. In addition, temporary committees, dedicated to a short-term objective and intended to exist for less than six months, may be created by Board resolution. The motion creating each committee shall designate a committee chairman, who may be, but is not necessarily, a Director. Minutes of all committee meetings shall be kept. Committees may submit motions to the Board for consideration.
- 5.2 The Public Relations Committee shall be responsible for communicating with the media and the public in a manner consistent with the directives set forth by the Board. The Secretary shall be the chair of this committee.
- 5.3 The Information Technology Committee shall be responsible for fulfilling the needs of the organization as they relate to technology, as determined by the Board. The Director of IT shall be the chair of this committee.
- 5.4 The Research Committee shall be responsible for writing policy briefs and proposed legislation in furtherance of the purpose of the NHLA, for distribution to the media and elected representatives, as directed by the Board. The Director of Research shall be the chair of this committee.
- 5.5 The Civic Action Committee shall consist of all members of the Board of Directors and their designees and shall be responsible for finding appropriate NH residents to receive financial assistance through our Civic Action Fund and scheduling charitable events throughout the year to bring non-governmental assistance to NH residents. The Membership Director shall be the chair of this committee.

Article Six – Independent Contractors

- 6.1 An independent contractor may be engaged to accomplish specific tasks or duties and whose engagement would meet 1099 IRS reporting requirements.
- 6.2 The board shall have the authority by a simple majority to retain or discharge the services of an independent contractor.
- 6.3 The board shall develop, and approve by simple majority, a well-defined scope of duties before establishing a position and must advertise the position.

- 6.4 The board shall approve by simple majority any compensation, commissions, expense reimbursement policy, board oversight processes, and/or reporting requirements for the position. These requirements may be defined by the board and negotiated with applicants but must ultimately be approved by the board.
- 6.5 No independent contractor may be a voting member of the board.
- 6.6 Independent contractors will be required to sign a non-disclosure agreement.

Article Seven – Dissolution

- 7.1 Should the NHLA dissolve, all remaining assets shall be distributed in a manner advancing the purpose of the organization.

Article Eight – Amendments

- 8.1 These Bylaws may be amended with the approval of four-fifths of the Directors, provided that at a prior meeting such amendments were approved by a majority of the Directors, and that these amendments were distributed to all Directors for review, and made available to the members on the website and in an email newsletter, in the interim between meetings.
- 8.2 Any Bylaws changes shall take effect at the close of the Board meeting at which they are ratified.

Article Nine – Conflict

- 9.1 If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the NHLA, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.