

# BYLAWS OF NEW HAMPSHIRE REPUBLICAN STATE COMMITTEE, A NEW HAMPSHIRE VOLUNTARY CORPORATION

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## ARTICLE I: The Republican State Committee

The Republican State Committee is organized under RSA 667:21 and :22 and is a New Hampshire voluntary corporation pursuant to the Voluntary Corporations and Associations Act, RSA 292, and shall be referred to herein as the "State Committee." The State Committee shall comprise the members of all the County and City Committees as selected pursuant to Article V of these bylaws and New Hampshire state law. These bylaws shall be deemed an exercise of the State Committee's authority under RSA 667:21, II, and shall control to the extent they are inconsistent with RSA 667:21, I, and :22.

**A. Purpose:**

The State Committee shall have the ultimate responsibility for all of the affairs of the Republican Party in the State of New Hampshire. The State Committee is established primarily for the political purposes herein set forth, subject to the provisions of New Hampshire RSA292 and the provisions of Section527 of the Internal Revenue Code of 1986, as amended (the "Code"), and for any purpose, for which an organization may be exempt under Section 527 of the Code and, with respect to all of the foregoing purposes, to carry on exempt function purposes within the meaning of Section 527 of the Code.

The principal purpose of the Corporation shall be to influence the selection, nominating election or appointment of individuals to federal, state, or local public office or office in a political organization. The Corporation may directly or indirectly accept contributions or make expenditures for this purpose, but may not impose any type of membership fee or dues upon its members.

**B. Duties:**

It shall be the responsibility of each member of the State Committee in his or her respective town, city or region to participate fully in their local/regional and County Committees consistent with local/regional and County bylaws, to help recruit and elect Republican candidates and to promote the general welfare of the Republican Party. The State Committee shall provide direction to all Republican county, town, city, ward and regional Chairmen on their duties and responsibilities, in accordance with State Statutes. The State Committee shall develop and implement a communications strategy and programs that support the Party Platform, the Republican Party and Republican candidates. In so far as it is practicable, the State Committee's members shall be consulted concerning committee matters, Party matters, and campaign activities affecting the towns, cities or regions, in which they reside.

**C. State Committee Meetings:**

(1) Composition: The State Committee shall comprise the members of the County and City Committees selected pursuant to Article V of these bylaws.

(2) Purpose: The purpose of meetings of the State Committee is to elect officers in accordance with Article II, 3, A, and the National Committeeman and Committeewoman in accordance with Article III, to consider and vote on proposed amendments to these bylaws and proposed resolutions, and, except as provided in Article I, 4, A, (4), (b), to conduct any other business permissible under the rules adopted for the meeting.

(3) Frequency: The Chairman shall call at least one meeting of the State Committee in January of each calendar year (each such meeting an "Annual Meeting"). The Chairman or the members of the State Committee may, in extraordinary circumstances, call a meeting of the State Committee to take place during the period between Annual Meetings in accordance with Article I, C, 3, a and Article I, C, 4 (any such meeting a "Special Meeting").

(a) Postponement: The Chairman may, upon notification to and consultation with the Executive Board and notice of the State Committee Membership, postpone the Annual Meeting in the event of inclement weather, unsafe conditions, or other circumstances outside the Chairman's control. The Executive Board, at their next regularly scheduled meeting, shall set a new date for the Annual Meeting. Said meeting should occur as soon as reasonably possible. Proper notification of the new meeting date shall be provided as outlined in Article 1, C, 4, a.

(4) Call of Meetings: Meetings of the State Committee may be called by the Chairman or by petition in accordance with this subsection (4).

(a) Call by the Chairman: The Chairman shall call each Annual Meeting and may call a Special Meeting by posting a notice of the meeting on the home page of the State Committee's website at least thirty days before the day of the meeting and by mailing written notice to each member at the member's last known address at least ten days before the day of the meeting. In lieu of mailed notice the Chairman may provide such written notice by email at least ten days before the day of the meeting to any member who has requested or authorized such electronic notification.

(b) Call by Petition: The Chairman shall call a Special Meeting within ten days of receipt of a petition for such a meeting signed by more than half of the members of the State Committee. To be valid, any such petition must (i) be printed on paper and bear the original signature of each signatory in ink followed by the printed name of the signatory and (ii) specify the purpose of the meeting and set forth the specific language of the motion, resolution, or other action that the petitioners will present at the Special Meeting. Unless the Chairman's notice of a petitioned Special Meeting explicitly states otherwise, the business of any such meeting shall be limited to credentialing the members, adoption of proposed rules for the Special Meeting, and the consideration of

the motion, resolution, or other action as stated in the petition. The Chairman shall provide notice of any such meeting in accordance with the preceding subsection (a).

(5) Rules of Order: The meetings of the State Committee shall be governed by the current edition of Robert's Rules of Order, Newly Revised, by General Henry M. Robert ("RONR"), except when RONR is inconsistent with these bylaws in which case these bylaws shall control.

#### **D. Biennial Conventions:**

(1) Composition: The State Committee's biennial convention (the "Convention") shall comprise the Republican nominees selected and the delegates elected at the preceding state primary election and the incumbent Republican officeholders specified in RSA 667:21, I, provided that the incumbent remains in office at the time of the convention.

(2) Purpose and Committees: The purpose of Conventions of the State Committee is to adopt a platform, to organize the State Committee for the following two years, to nominate presidential electors, and to conduct any other business permissible under the rules adopted for the Convention. The Chairman shall appoint committees and chairmen of committees as necessary for the proper conduct of the Convention. The Convention organization shall include, but not be limited to, the following committees: Organization, Credentials, Rules, Resolutions, and Platform.

(3) When Held: The Convention shall be held in April of each year in which a state election takes place.

(4) Call of Convention: The Chairman shall call each Convention by posting a notice of the meeting on the home page of the State Committee's website at least thirty days before the day of the Convention and by mailing written notice to each delegate, nominee, and incumbent at his or her last known address at least ten days before the day of the Convention. In lieu of mailed notice the Chairman may provide such written notice by email at least ten days before the day of the Convention to any delegate, nominee, or incumbent who has requested or authorized such electronic notification.

(5) Rules of Order: The Convention shall be governed by RONR except when RONR is inconsistent with the rules committee report adopted by the Convention in which case the rules committee report shall control.

#### **E. Membership Qualifications:**

Members of a County or City Republican Committee shall be registered Republicans who live within the respective County or City.

Any registered Republican who, at the same time joins or allows his or her name to be used in support of a political committee or a defined group of individuals, that in title or effect is intended to be understood by the public to be a committee or group comprised in whole or in part of members of the Republican Party endorsing a candidate for elected office from another political party, when there is a candidate nominated by the Republican Party for that office, shall be disqualified during the then present and the next biennium from holding an office of the State Committee or any County or City Committee, from being a member of the Executive Committee and from being a member of the State Committee.

The Executive Committee may waive this disqualification in the event that the Republican candidate is deemed to espouse beliefs or ideologies in direct contradiction with the principles or platform of the Republican Party, prior to the establishment of any such group.

**F. Committee Vacancies:**

If any member of a County or City Committee changes their party registration to anything other than Republican, no longer lives within the county or city, dies or submits a written resignation to the State Committee, then they shall cease to be a member of the State Committee, and a vacancy shall exist.

The Chairman of the County or City Committee shall provide written notice of the vacancy to the Chairman of the Republican State Committee. The members of the County or City Committee may vote to replace that member at a duly noticed meeting. The names of the new members shall be read into the minutes of the next State Executive Committee Meeting.

**G. State Committee Removal:**

The State Chairman may summarily suspend a member from the State Committee upon determining that the member has violated the prohibition of Article I, 4, A, against the specified forms of support for an opponent of the Republican Party's nominee. The Chairman shall deliver a written notice of any such suspension to the member by mail, e-mail, fax, or any other means reasonably calculated to provide such notice. Any member who has been suspended under this section shall have the right to appeal the Chairman's determination to the State Executive Committee by delivering a written request for an appeal hearing to the Chairman within ten days of the date on the notice of summary suspension. The Executive Committee shall hear the appeal within 45 days of the date the Chairman receives the notice of the appeal. The hearing will be confined to whether the member violated the prohibitions. The Vice-Chairman shall preside at the hearing. The suspension shall result in the removal of the member from the State Committee for the remainder of the member's current term and for the next biennium if

(a) the member does not timely appeal the suspension or (b) the Executive Committee fails to overrule the Chairman's determination by a vote of more than fifty percent of its total membership.

## **ARTICLE II: Officers of the Committee & their Duties**

### **A. Committee Officers, General Duties:**

Officers of the State Committee must be registered Republicans residing in the State of New Hampshire but need not be members of the State Committee at the time of election.

Any officer may be removed at any time by two-thirds of the members of the State Committee or by two-thirds of the members of the Executive Committee. No vote to remove any officer shall be valid unless each member is notified of the proposed action by mail, at least five days before the vote is taken.

No officer of the State Committee as defined in Article II, Section 2, shall participate in any primary contest on behalf of any candidate for a Republican nomination. They shall remain strictly neutral in any such primary contest. Any officer of the State Committee must resign from his or her office to engage in activities on behalf of a candidate in a primary contest. No leaves of absence shall be granted for that purpose. In the event an officer resigns to participate in a primary, he or she will not be eligible to serve as an officer until the following biennium. (Also see Article I Sec. 4a)

### **B. Elected and Appointed Officers**

The officers of the State Committee shall fall into two categories; those elected by the State Committee and those appointed by the Chairman with the consent of the Executive Committee.

The elected Officers of the State Committee shall consist of a Chairman, a Vice Chairman, five Regional Vice Chairmen, a Secretary and an Assistant Secretary, a Treasurer and an Assistant Treasurer.

The appointed Officers of the State Committee shall consist of an Assistant to the Chairman for Recruiting, a Federal Election Commission Compliance Officer and a Finance Chairman.

### **C. Methods of Officer Elections:**

Elected Officers: The elected Officers of the State Committee shall be elected at the Annual Meeting during the month of January in the calendar year immediately following a biennial election.

Appointed Officers: The appointed Officers of the State Committee shall be appointed by the Chairman and such appointments shall be confirmed by a simple majority of those members present and voting at the next regular meeting of the Executive Committee.

Officers shall be required to physically attend or be represented at all Executive Committee meetings. Officers who fail to attend at least four meetings in any twelve-month period set by the Chairman, either in person or by representation, shall be deemed to have resigned from their office, unless excused by the Chairman.

Officers of the State Committee may otherwise be removed for good cause on a vote of 2/3rds majority of the members of the Executive Committee. All motions to remove will follow the removal process as described in RONR.

Vacancies: With the exception of the position of Chairman, as outlined in section 4.B., and Regional Vice Chairmen, all vacancies of either elected or appointed officers shall be filled by a simple majority vote at the next regular meeting of the Executive Committee for a period not to exceed the next annual meeting of the State Committee. Vacancies of the Regional Vice Chairmen shall be filled by a caucus of the executive boards of the affected county and city committees. The result of such caucus shall be read into the minutes at the next Executive Board Meeting.

**D. Officers' Duties:**

Chairman: The Chairman shall be the chief executive officer of the State Committee. The Chairman shall preside at all meetings of the Committee and Executive Committee. The Chairman shall have the power to sign contracts, hire and terminate employees on behalf of the Committee. The Chairman shall develop a budget for each calendar year and present it for approval by the Executive Committee at its first scheduled meeting of the calendar year. Any contract, purchase order, or other instrument that obligates the State Committee for an aggregated amount of \$20,000 or more must be approved by the Executive Committee prior to its execution with the exception of political advertising and election activity.

The Chairman shall serve as spokesperson for the State Committee. The Chairman shall have general supervision of the work and affairs of the Republican Party. The Chairman shall have the power to make temporary appointments to fill any vacancy, with respect to which the State Committee or Executive Committee is authorized to act, to be effective until permanent action shall be taken with respect thereto by the State Committee or its Executive Committee.

The State Chairman shall schedule regular meetings with Republican leaders of the Executive and Legislative branches of State Government to help develop and promote a legislative agenda and strategy that are consistent with the Party Platform.

The Chairman may appoint Legal Counsel to advise the Committee on all legal matters.

The Chairman shall notify all persons of their election to any office or position on the State Committee and shall cause them to be informed of the nature of their duties. The Chairman is responsible for maintaining an updated record of the names, addresses, and phone numbers of officers and members of the State, County, and Local/Regional Republican Committees on file at the State Committee's headquarters.

**Vice Chairman:** The Vice Chairman shall serve under the direction of the Chairman and shall assist the Chairman in the performance of his or her duties as specifically assigned by the Chairman. The Vice Chairman shall preside at meetings when the Chairman is absent. Upon a vacancy of the Chairman, the Vice Chairman shall automatically become Chairman for the remainder of the biennial term. An election for a temporary Vice Chairman shall be conducted at the next meeting of the Executive Committee, to be elected by the voting members of the Executive Committee and shall serve until the next regularly scheduled State Committee meeting

**Regional Vice Chairmen:** The Regional Vice Chairmen shall be officers subject to the direction of the Committee and its Executive Committee. The Regional Vice Chairmen shall work at the direction of the Chairman in carrying on the work of the Party and implementing the policies of the Committee and its Executive Committee. The Regional Vice Chairmen shall, subject to the direction of the Chairman, serve as liaisons for party affairs in their respective areas: Region 1 – Carroll, Coos and Grafton Counties; Region 2 – Rockingham and Strafford Counties; Region 3 – Hillsborough County; Region 4 – Cheshire and Sullivan Counties; Region 5 – Belknap and Merrimack Counties.

**Finance Chairman:** The Finance Chairman shall be appointed by the State Chairman with the approval of the Executive Committee. The Finance Chairman shall assist the Chairman in fundraising activities, and work with the Chairman in the submission of a budget to the State Committee and its Executive Committee and will strive for an unencumbered, balanced budget. Under the direction of the Chairman, the Finance Chairman shall implement such programs as the State Committee or its Executive Committee shall approve to obtain financial support for the State Committee. The Finance Chairman, either in person or by representative, shall give a report on the present fundraising activities and projected fundraising activities.

**Treasurer and Assistant Treasurer:** The Treasurer shall keep a true record of all funds received and disbursed. The Treasurer shall assist the Chairman in preparing and

submitting to the Executive Committee a proposed budget and will strive for an unencumbered, annual, balanced budget. The Treasurer shall, from time to time, advise the Executive Committee of the State Committee's financial condition and advise the Executive Committee of any expected shortfall in the Committee's proposed income. The Treasurer shall also be responsible to ensure all reporting requirements under Section 527 of the 1986 Internal Revenue Code, as amended (the "Code") are completed. The Assistant Treasurer shall assist the Treasurer in the discharge of his or her duties. The Chairman shall, from time to time, designate one or more persons, who may or may not include the Treasurer or Assistant Treasurer, to sign all checks of the State Committee; provided, however, that all expenditures, disbursements and transfers of the State Committee's funds shall have the prior approval of the State Chairman or, if delegated by the Chairman, the Vice Chairman and the Treasurer or Assistant Treasurer. An audit of all funds shall be conducted every election year, and a review shall be conducted in all non-election years and as directed by the Executive Committee. Such audit and review shall be performed by a professional certified public accountant, chosen by the State Chairman with the approval of the Executive Committee. The results of this audit or review shall be reported back to the Executive Committee. The Treasurer shall discharge his/her duties on behalf of the Republican Party as required by State Statutes (RSA 664:13) and federal law.

Secretary and Assistant Secretary: The Secretary shall keep an accurate record of all proceedings of the State Committee, the Executive Committee, and of all subcommittees. The individual shall perform the duties and assume the responsibilities usual to the office of Secretary. The Assistant Secretary shall assist the Secretary in the performance of these duties and shall serve in the absence of the Secretary.

### **ARTICLE III: The National Committeeman and Committeewoman**

The National Committeeman and Committeewoman shall be elected by a majority vote of the members of the State Committee at the Republican State Committee meeting immediately preceding the Republican National Convention and serve a four year term from the adjournment of the National Convention until the adjournment of the following National Convention. Candidates shall be registered Republicans, but need not be State Committee members, to be eligible. In the event of a vacancy of a National Committeeman or Committeewoman, the State Chairman shall appoint, subject to a two-thirds approval by the Executive Committee, a replacement to serve until the end of the term or until the next meeting of the State Committee, whichever is sooner. Any National Committeeman or Committeewoman may be removed at any time by two-thirds of the members of the State Committee or by two-thirds of the members of the Executive Committee. No vote to remove any National Committeeman or Committeewoman shall be valid unless each member is notified of the proposed action by mail, at least five days before the vote is taken.

The National Committeeman and Committeewoman shall have the same responsibility along with the Chairman, to attend all meetings of the Republican National Committee, to represent New Hampshire's interest on the National Committee and to serve as liaisons between the RNC and the State Committee. They shall work to preserve our First in the Nation Primary and shall remain strictly neutral during all Presidential and State Primaries. In the event that the Committeeman or Committeewoman resigns in order to participate in a Primary, he or she will not be eligible to run for election at the immediate subsequent election of the National Committeeman or Committeewoman. (Also see Article I Sec. 4a)

## **ARTICLE IV: The Executive Committee**

### **A. Executive Committee Composition:**

The Executive Committee shall consist of the Chairman, the Vice Chairman; the National Committeeman; the National Committeewoman; the Finance Chairman; the Treasurer; the Assistant Treasurer; the Secretary; the Assistant Secretary; the Assistant to the Chair for Recruitment; the five Regional Vice Chairmen; the ten County Chairmen; the City Chairmen who qualify under Article VI; the President of the New Hampshire Federation of Republican Women; the President of the New Hampshire Young Republican Federation; the Chairman of the New Hampshire College Republicans; representatives, designated in writing, of each Republican member of the United States Senate and the House of Representatives; of the Republican Leader of the New Hampshire State Senate, selected by a majority vote of the Republican Caucus; of the Republican Leader of the New Hampshire House of Representatives, selected by a majority vote of the Republican Caucus; of the Republican Governor and one Republican member of the Executive Council (chosen among themselves). Voting members of the Executive Committee may designate a surrogate, in writing, to attend the Executive Committee meetings on their behalf and to vote in their stead.

The Executive Committee shall meet at least six times per year, at the call of the State Chairman or upon the call of at least one-third of the membership thereof. The State Chairman shall preside at all meetings of the Executive Committee. The Executive Committee shall have all the powers, authority and responsibility of the State Committee between meetings of that body, and its decisions shall be effective until permanent action shall be taken by the State Committee. Meetings of the Executive Committee shall be governed by the current edition of "Robert's Rules of Order, Newly Revised, General Henry M. Robert," (RONR)" except when such rules are inconsistent with these bylaws. The bylaws will prevail when inconsistent with the above rules of order.

### **B. Executive Committee Duties:**

When the State Committee is not in session, the Executive Committee shall have full charge of the affairs of the State Committee and shall have all the powers and authority

of the State Committee including, without limiting the generality of the foregoing, the power to fill any vacancy among the officers of the State Committee, or in any other office of the Party for which no other provision is made.

The Executive Committee shall have the power to fill vacancies at Primary and other elections with respect to which the Republican State Committee is authorized to act under State Statute, except that vacancies involving the office of Governor, United States Senator or Representative in Congress shall be filled only by the Republican State Committee.

Meetings of the Executive Committee may be called by the Chairman on his or her own initiative, and shall also be called by him or her upon the written request of at least one-third of the members of the Executive Committee. Notice of any such meeting shall be mailed to each member at his or her last known address at least ten days before the day of the meeting, provided, however, that when, in the opinion of the State Chairman an extraordinary or emergency situation exists requiring lesser notice, a meeting may be called by the Chairman provided that telephone contact is made and/or notice is given at least forty-eight hours before the time of the meeting and that a quorum for emergency situations shall consist of at least one-third of the Executive Committee. (Also see Article I Sec. 4a)

**C. State Committee Compensation:**

The State Chairman may be paid such compensation as the Executive Committee approves, and shall be the only compensated officer of the State Committee.

Those members appointed to the Executive Committee by the Chairman shall not have a vote with respect to the salary of the Chairman.

All other members of the Executive Committee shall receive no compensation for attending regular or special meetings or for services rendered to the State Committee.

**Executive Committee Participation in Meeting By Electronic Device:**

A member of the Executive Committee may participate in a meeting of the Executive Committee by means of telephone conference or similar communication equipment enabling all members of the Executive Committee participating in the meeting to hear one another. Participation in a meeting pursuant to this section shall constitute presence, in person, at such meeting.

**D. Conflict of Interest:**

To avoid a conflict of interest or the appearance of impropriety, a member of the Executive Committee of the Republican State Committee shall not participate in nor be

present for any matter in which they, their spouse or dependent has a private interest that may directly or indirectly affect or influence the performance of their duties. Further, a member shall not disclose or use confidential or privileged information acquired in the performance of their duties for personal benefit or for financial gain. The Executive Committee may vote to remove from office any person who violates these provisions. (Also see Article I Sec. 4a)

## **ARTICLE V: County and City Committees**

### **1. Composition:**

Elected State Committee Members: As provided by State Statutes (RSA 661:10, RSA 667:22), each County and recognized City shall have a County and City Committee comprised of the number of members apportioned to it by the State Convention of the Republican Party, and the members of each County Committee shall be elected by the Party nominees and delegates from each County and City to the State Convention as provided by such statute. Members so elected shall be designated as members of the State Committee, with voting privileges. These members of the State Committee shall also serve as members of their County and City committees.

Non-Voting Members: County or City bylaws shall encourage the acceptance of additional members, however such members of the Local Committee shall not be voting members of the State Committee and are not allowed to vote for the officers of the County Committee. County or City Committees shall encourage the designation of “social,” “associate,” “county” or other similar named members to have voting privileges in all other matters which do not constitute official State Committee business. (Also see Article I Sec. 4a)

Town and City Committees: Any City or Town whose population is equal to or greater than the population of the least populous county shall qualify for representation by their City or Town Committee Chairman on the Executive Committee. Members of the Executive Committee shall vote to accept application for representation by the City or Town committee upon demonstration by the City or Town committee of eligibility based on population. The Executive Committee may vote to deny representation whenever the City or Town Committee is unable to demonstrate eligibility. All Cities or Towns whose Committees are represented on the Executive Committee shall be referred to as City Committees. (Also see Article I Sec. 4a)

### **2. Meetings:**

The County Chairman, within 45 days following their election, shall notify all constituent town and city committees either: (1) hold a meeting for the purpose of electing officers, or (2) file with the State Chairman a copy of its previously adopted bylaws and a list of officers and committee members for the Town and City who have been elected in

accordance with those bylaws, after published notice of meetings. The County Chairman shall also provide the State Chairman with the names, addresses and phone numbers of officers and members of the County and local Republican Committees.

### **3. Caucuses:**

The State Chairman will also call biennial meetings of the Party nominees and elected Party delegates for the purpose of holding a caucus to elect members of the State Committee. These meetings must take place during the period beginning immediately following the biennial election and ending by December 15th. All qualified registered Republicans nominated shall be included on the ballot for consideration of election at these meetings. All voting shall be conducted by printed ballot, unless the race is uncontested. The State Chairman will be responsible for notifying all party nominees and elected Party delegates by mail at least ten days before the day of the meeting. Only members of the State Committee shall elect the County Committee officers.

Establishment of New Town or City Committees: In the event that a Town or City fails to organize, the County Chairman may appoint a temporary Chairman for the purpose of establishing an organization in said Town or City. They shall hold that office until the close of an organizational meeting, which must be held by the end of February, in the year following the biennial election. In the event that the County fails to organize by the end of February, in the year following the biennial election, or the County Chairman fails to appoint a temporary Chairman of any Town or City herein provided, then the State Chairman will make such appointment and undertake all steps to conduct an organizational caucus.

## **ARTICLE VI: Regional Committees**

Regional Committees may be formed for the purpose of carrying out State Committee activities and strengthening party unity within County lines. A Regional Committee shall be composed only of members who are residents of towns or cities that form a contiguous land area and shall have been created and approved by a vote of the Executive Committee.

Creation of a Regional Committee shall not affect the overall membership or governance of the State Committee. However, upon approval and formation of a Regional Committee, such Committee shall have the right to elect their own officers, adopt their own bylaws and conduct activities of the State Committee, within their respective area. (Also see Article I Sec. 4a)

## **ARTICLE VII: Procedures Generally Applicable to Committees, Boards, and Other Groups Hereunder**

The following provisions shall govern the conduct of operations of all bodies governed by these bylaws: At least one-fourth of the total membership of anybody shall be necessary to constitute a quorum. Each member shall have one vote, and must be present to vote. In the event there is a vote for more than two candidates for one office, and if no candidate obtains a majority on the first ballot, then a second ballot shall be taken which will be limited to the two candidates having the largest number of votes on the first ballot.

Unless otherwise specifically provided, notice of any meeting shall be given by mailing a notice thereof to each member at their last known address at least ten days before the day of such a meeting. Nominations for all offices may be made by nominating committees provided that nominations may also be made from the floor.

In these bylaws, the words Chairman and Vice Chairman shall be used without respect to the sex of the holder of the office.

### **ARTICLE VIII: Amendments**

Amendments to the bylaws may be submitted in writing, along with a brief explanation for the proposed amendment by a member of the State Committee to the Executive Committee. The Executive Committee will meet to discuss and consolidate such proposed amendments and shall place proposed amendments on the agenda of the next meeting of the Committee. All members will be notified of proposed amendments to the bylaws prior to the meeting of the Committee. Amendments to these bylaws will require a two-thirds majority of those present and voting for adoption, and will take effect at the close of the meeting of the State Committee at which they are adopted.

### **ARTICLE IX: Calendar Year**

The State Committee shall adopt a calendar year-end for tax and accounting purposes.

### **ARTICLE X: Waiver of Notice**

Whenever any notice is required to be given to any member of the State Committee or member of the Executive Committee by these By-laws or the Articles of Agreement or the laws of the State of New Hampshire, a waiver of the notice in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to giving notice.

### **ARTICLE XI: Indemnification**

Personal Liability of members of the Committee, members of the Executive Committee and Officers. Each member of the State Committee, member of the Executive Committee, and officer shall be indemnified by the State Committee against personal

liability to the State Committee or its members for monetary damages for breach of fiduciary duty as a member of the State Committee, member of the Executive Committee, or Officer, or both, except with respect to

Any breach of the member's, Executive Committee members, and/or officer's duty of loyalty to the State Committee or its members;

Acts or omissions which are not in good faith or that involve intentional misconduct or a knowing violation of the law; or

Any transaction from which the member, Executive Committee member or officer, or both, derive any improper personal benefit.

## **ARTICLE XII: Tax Exempt Status**

These By-laws of the State Committee shall at all times be so construed and limited as to enable the State Committee to qualify and to continue qualifying as a voluntary committee organized and existing under the provisions of Chapter 292 of the Revised Statutes Annotated of the State of New Hampshire, as amended, and as a tax exempt political organization organized and operated for any purpose, for which an organization may be exempt under the provisions of Section 527 of the Code.

## **ARTICLE XIII: Committees**

1. Finance Committee: The Chairman shall establish a Finance Committee, whose primary purpose is to establish and implement a program for raising funds.
  - 1a. Organization: The Finance Chairman shall chair the Finance Committee. The State Party Chairman shall appoint committee members.
2. Bylaws Committee: The Chairman shall establish a Bylaws Committee, whose primary responsibility is to review proposed amendments to the bylaws and make recommendations to the Executive Committee.
  - 2a. Organization: The Chairman shall appoint the Bylaws Committee chair and committee members.
3. Technology Committee: The Chairman shall establish a Technology Committee, whose responsibilities include providing review of strategic recommendations, develop and propose

best practices, and provide policies and procedures for technological needs recommendations in supporting Governing, Local, and Regional Committees.

- 3a. Organization: The Chairman shall appoint the Technology Committee chair and committee members.
4. Other Ad hoc Committees: The Chairman may establish other committees, councils, and task forces as necessary.

Amended: January 13, 2024