

FREE STATE PROJECT, INC.

BYLAWS

(effective 2018-01-21)

I. Office

The principal office of the Free State Project, Inc. ("FSP") is identified in the FSP's Articles of Agreement.

II. Purpose

- A. **Charitable Purposes.** The Corporation is organized solely for charitable, educational, and literary purposes under Section 501(c)(3) of the Internal Revenue Code. The exempt charitable purposes include the advancement of education; lessening the burdens of government; lessening neighborhood tensions; eliminating prejudice and discrimination; defending human and civil rights secured by law; and combating community deterioration.
- B. **Primary activities.** The Corporation's primary activities are the dissemination of educational and literary information to raise public awareness of the unique benefits that make New Hampshire a beneficial place to live, raise a family, conduct business, and support other charitable organizations holding similar views and strategies in promoting and defending New Hampshire's unique culture.
- C. **Prohibited activities.** The Corporation shall not attempt to influence the election of candidates to public office, nor shall the FSP attempt to influence the passage of any specific piece of legislation. No part of the net earnings of the FSP shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that the FSP shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purposes of the FSP.
- D. **Dissolution.** Upon dissolution, the Board of Directors shall distribute all remaining corporate assets solely for tax-exempt charitable, educational, or literary purposes as set forth in section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code). Any assets not disposed of by the Board shall be disposed of by the Superior Court (in the county of the corporation's principal place of business) in favor of such tax-exempt, charitable organizations as the Court shall determine.

III. Directors

- A. **General Powers.** The Board constitutes the governing body of the Free State Project. It shall manage, control, and direct the affairs and property of the corporation and, subject to New Hampshire law, the Articles of Agreement, and these Bylaws, shall have all powers necessary to carry out the purpose of the Free State Project.
- B. **Number of Directors.** The Board of Directors shall be composed of not fewer than five (5) persons.
- C. **Election and Qualification of Directors.** A new Director shall be elected by two-thirds of the Directors. Any new Director must:
- i. have signed the Statement of Intent, and
 - ii. actively and substantially contribute to the operation of the organization through leadership, execution, donations, fundraising, advising, and/or education.
- D. **Term of Director.** The term of a Director shall be perpetual until resignation, removal, or death. A Director may be removed by a vote of three-fourths of all the Directors.
- E. **Duties.** It shall be the duty of the Directors to:
- i. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Agreement, or by these Bylaws;
 - ii. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Free State Project, Inc.;
 - iii. Supervise all officers, agents, and employees of the FSP to assure that their duties are performed properly;
 - iv. Meet at such times as required by these Bylaws;
 - v. Register their addresses and email addresses with the Secretary of the FSP, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.
- F. **Compensation.** Directors shall serve without compensation except that a reasonable fee may be paid to Directors for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.
- G. **Meetings.** Meetings shall be held if called by the Chair. The quorum to do business is a simple majority of all Directors. The Chair must call meetings regularly and when requested by any two members of the Board. The Chair shall provide at least ten days notice prior to a meeting unless two-thirds of all the Directors agree to waive the notification period. Meetings may be held synchronously in person and via video-/tele-conference, or via electronic messaging. Meetings of the Board shall be presided over by

the Chair or, in the absence of the Chair, by the Executive Director or other such person as chosen by a majority of Directors present at the meeting. In the absence of the Secretary, the presiding officer shall appoint another person to act as secretary of the meeting. Interim votes may be held asynchronously provided a quorum of votes are certified by the Chair and such vote is included in the minutes of the following regular meeting.

- H. **Nonliability and Indemnification.** The Directors shall not be personally liable for the debts, liabilities, and other obligations of the FSP. The Directors and Officers of the FSP shall be indemnified by the FSP to the fullest extent permissible under the laws of New Hampshire.

IV. Officers

- A. **Electing Officers.** Offices of Chair, Executive Director (ED), Secretary, and Treasurer shall be maintained and filled expeditiously in the event of vacancies. The affirmative vote of a majority of Directors shall be sufficient to pass a motion of election or removal of any Officer. Any person may serve as an Officer of this corporation. Directors are not prohibited from serving as Officers, nor are individuals prohibited from serving in two or more Offices at once.
- B. **Chair.** The Chair shall call and, if present, preside at all meetings of the Board, act as a liaison between the Board and the ED to help ensure the Board's directives and resolutions are carried out, and exercise and perform such other powers and duties as may be from time to time prescribed by the Board. In the absence of the ED, or in the event of the inability or refusal of the ED to act, the Chair shall perform all the duties of the ED, and when so acting shall have all the powers of, and be subject to, all the restrictions on the ED.
- C. **Executive Director.** The Executive Director (ED) shall be the chief executive officer (CEO) and president of the FSP and shall, subject to the oversight of the Board of Directors, supervise and control the affairs of the FSP and the activities of the Officers. The ED shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Agreement, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Agreement, or by these Bylaws, the ED shall, in the name of the FSP, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. In the absence of the Chair, or in the event of the inability or refusal of the Chair to act, the ED shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair.
- D. **Secretary.** The Secretary shall:

- i. Certify and keep these Bylaws as amended or otherwise altered to date, in electronic format;
- ii. Keep in electronic format the minutes of all meetings of the Directors, and, if applicable, meetings of committees of the FSP, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- iii. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- iv. Exhibit at all reasonable times to any Director of the FSP, on request therefor, the Bylaws, the record of the signers of the Statement of Intent, and the minutes of the proceedings of the Directors of the FSP;
- v. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

E. Treasurer. The Treasurer shall:

- i. Have charge and custody of, and be responsible for, all funds and securities of the FSP, and deposit all such funds in the name of the FSP in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
- ii. Receive, and give receipt for, monies due and payable to the FSP from any source whatsoever;
- iii. Disburse, or cause to be disbursed, the funds of the FSP as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
- iv. Keep and maintain adequate and correct accounts of the FSP's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- v. Exhibit at all reasonable times the books of account and financial records to any Director of the FSP, on request therefor;
- vi. Render to the ED and Directors, whenever requested, an account of any or all transactions as Treasurer and of the financial condition of the FSP;
- vi. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
- vii. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the FSP, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

F. Compensation. The salaries of the Officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by Officers of this corporation shall be reasonable and given in return for services actually rendered to or for the FSP.

V. Committees

- A. **Committees.** Committees for special purposes may be formed, elected, and terminated by the vote of a simple majority of all Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.
- B. **Meetings of the Committees.** Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaws provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

VI. Execution of Instruments, Deposits, and Funds

- A. **Execution of Instruments.** The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the FSP to enter into any contract or execute and deliver any instrument in the name of and on behalf of the FSP, 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 FSP by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
- B. **Checks and Notes.** Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the FSP shall be signed by the Treasurer and countersigned by the ED of the FSP.
- C. **Deposits.** All funds of the FSP shall be deposited from time to time to the credit of the FSP in such banks, trust companies, or other depositories as the Board of Directors may select.
- D. The Board of Directors may accept on behalf of the FSP any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

VII. Statement of Intent

- A. The FSP shall circulate a Statement of Intent, indicating that the signer will (1) move to the State of New Hampshire, and (2) work toward the creation of a society in which the

maximum role of government is the protection of individuals' rights to life, liberty, and property.

- B. The Statement of Intent is not a contract and is not intended to be legally enforced.
- C. The FSP shall not require dues or contributions of any kind for the right to sign the Statement of Intent and to participate in the move.
- D. Once 20,000 people have signed the Statement, the signers shall move to New Hampshire as expeditiously as possible and absolutely within five years of the achievement of the 20,000-signer threshold.

VIII. Amendment of the Bylaws

These Bylaws may be amended by the affirmative vote of three-fourths of the Directors.

IX. Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the FSP, the provisions of the Articles of Agreement will govern. Should any of the provisions of portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected.