

## **Bylaws for The Shell**

### **1.01 Name**

The name of this organization shall be The Shell. The business of the organization may be conducted as The Shell or The SHELL.

### **2.01 Purpose**

The Shell is a private, members-run, invite-only, welcoming, active, social club for liberty lovers in New Hampshire.

The purpose of The Shell is to provide a community space in the Seacoast region for liberty lovers and their guests, and to share a love of liberty with the broader world.

The Shell shall operate for purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code.

### **3.01 Membership**

Membership Types Used Here:

- Founding Member: Signed on before there was a community center, in order to support its creation.
- Full Member: Pays Full Member fee
- Voting Member: A Full Member who has been granted voting rights by a vote of the other Voting Members
- Couples Member: A member of a couple who has joined the Shell via a couples membership.
- Child Member: Child of a Full Member
- Organizing Member: A Full Member who organizes events at the Shell
- Board Member: A member of the Board

New Full Members are to be announced to the other full members, then granted key access to The Shell after 1 week. If, during that week, an objection is made to the board by 2 full members a vote is triggered whereupon if  $\frac{1}{3}$  of voting members choose that new member may have their membership rescinded.

All Founding Members are automatically Voting Members.

Any Voting Member may choose to return to Full (non-Voting) Membership by informing the Board. They will no longer be bothered by voting issues, and by doing so will make it easier for Voting Members to achieve a quorum for voting.

Becoming a Voting Member is not automatic, nor necessary; it should be considered only for those Full Members who want to help guide The Shell and are willing to attend meetings and vote.

After a suggested, but not necessary, 90 day waiting period to acquaint a new member to the Membership, and if the new Full Member so desires, two Voting Members may sponsor a Full Member to become a Voting Member at the next Voting Member Meeting by letting the Board know at least a week in advance of the meeting. A Voting Member may sponsor only one nominee per Voting Member Meeting.

The two sponsoring Voting Members must inform the Board at least one week before a Voting Member Meeting of their nomination. The Board will inform the Voting Members of potential new Voting Members.

The two sponsoring Voting Members must declare at the meeting, "I put my reputation on the line by nominating \_\_\_\_ as a new Voting Member."

A discussion will follow as to the experiences of the Voting Members with the candidate.

A two thirds affirmative vote of a quorum of Voting Members is required to approve a new Voting Member.

Full Members are urged to invite good guests to become Members.

Anyone may become a Full Member by paying the Membership Fee and providing their information to the Secretary.

### **3.2 Voting Privileges**

A Voting Member may give his proxy to another Voting Member to vote on his behalf by informing the Secretary of who holds his proxy. At any meeting, a Voting Member may hold and vote proxies for only two other Voting Members (in addition to his own vote).

A quorum for the meeting is a majority of the votes held by all Voting Members.

The Voting Members will hear reports by the Board.

The Voting Members will hear of any changes in Policy that the Board undertook (by unanimous decision) and may try to Override it

The Voting Members will consider any other changes in Policy.

A quorum being present, a vote of Voting Members present and voting can decide:

- To amend these Policies by a two thirds vote.
- To approve of New Voting Members by two thirds vote.
- To remove a Voting Member to a Full Member by a two thirds vote.
- To suspend a Full Member by a one third vote (this does not apply to Voting Members).

- To remove a current Board Member by majority vote.
- To remove guesting privileges of a particular guest by a one third vote.
- To confirm a new Board Member by majority vote.
- To override a Board Member decision by a two thirds vote.

A Full Member may be suspended by a one third vote of the Voting Members (does not apply to Voting Members).

A Full Member may be suspended by a unanimous vote of the Board, subject to override by the Voting Members.

### **3.3 Voting Member Meeting**

A Voting Member Meeting takes place regularly.

The meeting takes place in person or via Zoom (or other virtual platform approved by the Technology manager).

The meeting is scheduled by the Board -- or by petition of one third of the Voting Members delivered to the Board.

### **3.4 Dues**

The Board will work together to recommend monthly membership fees and structure. Any recommended change to fees will be voted on by the Voting Members.

The Full Membership fee is \$50/month.

Spouses may join individually, each at the Full Member fee rate, with the opportunity to both (separately) become Voting Members. Alternatively, spouses may become Couples Members by joining the Shell as a couple, at 150% of the single member Full Member fee. To become Voting Members, Couples Members must both be accepted into the Voting Membership, and they will only have one vote, which may be exercised by either of them. Both Couples Members are eligible to serve on the Board, simultaneously.

Child Members are free.

### **3.5 Non-Voting Affiliates**

Associate Member: A discounted membership of \$40/month, which is offered to far out-of-staters (e.g., not nearby ME or MA) who want to support us, or to a Quill member who would also like to also be a SHELL member. An Associate Member may not become a Voting Member, and is subject to the same suspension process as a Full Member.

## **4.1 Board of Directors**

The Shell shall have a board of directors consisting of at least 5 and no more than 10 directors. Within these limits the members may increase or decrease the number of directors serving on the board.

The Board is responsible for coordinating Members to improve The Shell's support of its members and its communities.

#### **4.2 Powers**

All corporate powers shall be exercised by or under the authority of the board and the affairs of The Shell shall be managed under the direction of the board.

The Board by unanimous decision of all directors, may amend these bylaws, subject to Voting Member Override.

Each Board member has only one vote.

Minutes shall be kept of each board meeting.

A decision by the Board may be reversed by a two thirds Voting Member vote.

#### **4.3 Terms**

(a) All directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected.

(b) Directors may serve terms in succession.

(c) The term of office shall be considered to begin January 1 and end December 31, unless the term is extended until such time as a successor has been elected by the Voting Members

#### **4.4 Elections and Removal of Directors**

Board Members may be elected by Voting Members by a majority vote at any members meeting.

Board Members may be removed by Voting Members by a majority vote at any members meeting.

#### **4.5 Vacancies**

Vacancies in the board of directors due to resignation, death, or removal shall be filled by the voting members for the balance of the term of the director being replaced.

#### **4.6 Compensation**

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities.

#### **5.1 Committees**

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. Any committee, to the extent provided in the resolution of the board, shall have the authority of the board, except that *no committee*, regardless of board resolution may:

(a) take any final action on matters which also requires board approval or approval of voting

members

**(b)** fill vacancies on the board of directors

**(c)** amend or repeal Bylaws or adopt new Bylaws

**(d)** approve any transaction to which the Shell is a party and one or more directors have a material financial interest; or between the corporation and one or more of its directors

Examples of committees may include but is not limited to: Arbitration, Legal, Technology, Outreach, Activities, Membership, Facilities, Funds, and Records.

### **6.1 Board Officers**

The officers of the corporation shall be a board president, treasurer and secretary, all of whom shall be chosen by, and serve at the pleasure of, the board of directors.

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