**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**BY-LAWS**

**ARTICLE I**

**Name of Corporation and Location**

 1. **Name.** The name of the corporation is “\_\_\_\_\_\_\_\_\_\_\_\_\_\_”. It is and shall remain a voluntary corporation duly organized and existing under the laws of the State of New Hampshire (the “Corporation”).

 2. **Location.** The location of the principal office of the Corporation shall be at \_\_\_\_\_\_\_\_\_\_\_\_\_ or such other place as the Board may designate.

**ARTICLE II**

**Purposes**

1. **Charitable and Educational Purposes.**

 Said Corporation is organized exclusively for charitable purposes, to be exempt from federal taxation under §501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

 In furtherance of the purposes set forth in the preceding paragraph, this Corporation shall have and exercise all the powers conferred by the laws of New Hampshire upon corporations formed under the voluntary corporation law of New Hampshire; to do any or all things hereinbefore set forth to the extent as natural persons might or could do; to do any and all other acts, matters and things necessary or incidental or convenient to these purposes which are not contrary to the laws of the State of New Hampshire including, without limitation, taking title to, owning, transferring and encumbering real property, as necessary; provided, however, that all of the activities and actions set forth above shall be carried out strictly in furtherance of those charitable and educational purposes set forth in this Section 1.

 2. **Tax Exempt Status.** Notwithstanding anything to the contrary in these By-Laws, all of the activities and actions of the Corporation shall be limited and restricted by the following provisions:

 (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, its Directors, officers or other private persons, except that the Corporation 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 Article II hereof.

 (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

 (c) Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c) (2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

 (d) In extending its services to persons using the facilities of the Corporation and in all of its other activities, the Corporation shall not engage in any activity in violation of the Civil Rights Act, including, but not limited to, any act of discrimination based age, sex, gender identity, sexual orientation, race, creed, color, familial status, marital status, physical or mental disability or national origin.

**ARTICLE III**

**Membership**

 1. **Members.** There shall be no voting members of the Corporation. However, the Board may vote to establish a membership, and in so doing shall establish criteria for membership, such membership dues if any, provide for membership meetings and notice thereof, determine voting rights of members, and to determine membership quorum requirements. If the Board establishes a membership pursuant to this article of the By-Laws, it shall thereupon amend the Articles of Agreement and these By-Laws accordingly.

**ARTICLE IV**

**Board of Directors**

 1. **Board.** The property and business of the Corporation shall be managed and the policies of the Corporation shall be set by a Board of Directors (the “Board”). The Board members shall not be of the same immediate family or related by blood or marriage. The initial Board shall be the five incorporators listed on the Articles of Agreement. Thereafter, the Board shall be composed of not fewer than five (5) nor more than \_\_\_\_\_ (\_\_) Board members appointed by the Board as provided below.

 2. **Classes.** The Board members serving in office shall be divided into three classifications with each class having a term in office of three (3) years, except for the initial Board. On the initial Board, at least one (1) member shall serve one (1) year, at least two (2) members shall serve two (2) years and at least two members shall serve three (3) years. Thereafter, each class of Board members shall be staggered as to term of office so that, as nearly as possible, one-third of the Board members shall be elected in each year. The Board shall conduct an annual meeting, at which new Board members shall be elected by the existing Board members. The Board shall seek, to the greatest extent possible, to procure nominations for new Board members of persons from many walks of life, divergent religious traditions and varied socio-economic and ethnic backgrounds, to ensure the greatest diversity possible on the Board.

 3. **Conflict of Interest.** The Board members are bound by the requirements of N.H. RSA 7:19, II, and RSA 7:19-A and the provisions of the Internal Revenue Code and regulations (pertaining to pecuniary benefit transactions). The Board shall adopt at its initial meeting a Conflict of Interest Policy, which the Board shall review, amend as necessary and the Directors and officers shall sign annually. Board members shall also disclose any affiliation which might pose conflicting interests.

 4. **Whistleblower Protection and Document Retention/Destruction Policies.** The Board shall adopt at its initial meeting Whistleblower Protection and Document Retention/Destruction Policies to comply with the requirements of the Sarbanes-Oxley Act. Such policies shall be reviewed by the Board annually and updated as necessary.

 5. **Compensation.** Board members shall not receive compensation for their services as Board members but can receive reimbursement for expenses. Board members may only be engaged to perform other services in compliance with the Conflict of Interest Policy, and, as long as the compensation is not excessive as that term is used in 26 U.S. Code §4941(d)(2)(E) or as long as such compensation is not prohibited by New Hampshire law.

 6. **Resignation.** Any Board member or officer may resign his or her office at any time. Such resignation is to be made in writing and to take effect from the time of its receipt by the Corporation, unless some other time is fixed in the resignation.

 7. **Removal.** Any officer or member of the Board may be removed from office by a two thirds vote of the Board. However, no such vote shall be taken until after a written petition for removal is filed with the Board and the person whose removal is sought receives notice of said petition by first class mail. Further, said person shall be given the opportunity to make an oral or written response to the Board within fourteen (14) days of the mailing of the notice. Any meeting called to include the vote on removal of such person shall not be held until after the fourteen (14) days provided for above have elapsed.

8. **Meetings/Notice.**

 (a) **Annual Meetings**. The Corporation shall hold its annual meeting on the \_\_\_\_\_\_\_\_\_\_\_\_ of \_\_\_\_\_\_\_\_\_\_\_ each year. Notice shall be required for the annual meetings. Notice of the annual meetings shall be in writing and shall be mailed, faxed or e-mailed to the Board members at least seven (7) days before the annual meeting.

 (b) **Monthly Meetings**. The Board shall also meet monthly or more or less frequently as the Board members shall deem appropriate. If the Board members vote to hold regular monthly or bi-monthly meetings, no notice of such regular meetings shall be required.

 (c) **Special Meetings**. Special meetings of the Corporation may be called by the President at any time and shall be called by the Secretary upon written request of \_\_\_\_\_\_\_ (\_\_) or more of the Board members. Notice shall be required for all special meetings. Notice for special meetings shall be in writing and shall be mailed, faxed, or e-mailed to the Board members at least two (2) days before such special meetings.

 (d) **Waiver of Notice**. Attendance at meetings shall constitute a waiver of notice, except if a Board member attends the meeting for the sole purchase of objecting to the transaction of any business because the meeting is not lawfully called or convened. Meetings may be held by telephone conference in the discretion of the Board. If all elected Board members sign a waiver of notice as to any meeting, actions taken thereat shall be deemed proper.

 (e) **Quorum.** A majority of the Board members elected and serving shall constitute a quorum of the Board for any meeting, provided however that if one-third of the Board members are present, they may, by unanimous vote, declare themselves to be a quorum for the transaction of the business of the Corporation. A quorum must also include at least one (1) officer of the Corporation.

 (f) **Telephone or Video Meetings**. Any one or more Directors or Officers may participate in a meeting of the Board of Directors or the Corporation by telephone, video or other electronic means, by which all persons participating in the meeting can communicate with each other. Participation by telephone, video or other electronic means shall be equivalent to presence in person at a meeting for purposes of determining if a quorum is present. Meetings shall not be conducted via email or text message.

 (g) **Vacancies.** Any vacancy on the Board between the annual meetings may be filled by a majority at any meeting of the Board.

**ARTICLE V**

**Officers**

 1. **Officers.** The officers of the Corporation shall consist of a president, a treasurer, and a secretary. The terms of all such officers shall be for one (1) year, or until their successors are duly elected and qualified.

 2. **Election.** All officers shall be elected by the Board, from nominations provided by Board members duly elected and serving in office, at the annual meeting of the Corporation.

 3. **Vacancies.** If any of the offices shall become vacant for any reason, the Board members may elect a successor to hold said office for the unexpired term.

 4. **President.** The President shall preside at all meetings of the Corporation and at all meetings of the Board and perform such other duties as may be prescribed by the Board from time to time. The President shall not be an employee of the Corporation. The President shall keep the Board informed concerning the activities of the Corporation, and may sign, in the name of the Corporation, all contracts and documents authorized by the Board. In the absence of the President at any meeting, the Board may elect a President pro tem for the purpose of presiding over the meeting.

 5. **Secretary.** The secretary shall keep the minutes of all Annual and Board meetings, shall send out notification of upcoming meetings, shall handle correspondence with other persons and organizations when required, and shall perform such other duties as may be prescribed by the Board from time to time. The Secretary shall keep in the office of the Corporation correct records of activities and transactions of the Corporation including a minute book, which shall contain copies of the Articles of Agreement, the By-Laws, all minutes of the meetings of the Corporation and the Board, the Conflict of Interest Policy, the Whistleblower Protection Policy and the Document Retention/Destruction Policy. The secretary shall perform all duties customarily incident to the office of a corporate secretary.

 6. **Treasurer.** The treasurer shall be responsible for the administration of the financial affairs of the Corporation and shall have custody of all funds and securities of the Corporation. The treasurer shall keep or cause to be kept in the office of the Corporation full and accurate accounts of receipts, disbursements and transactions of the Corporation and shall deposit all monies and other valuables of the Corporation in such banks or depositories as the Board may designate. The Treasurer shall render to the Board of Directors, from time to time as may be required, an account of the financial condition of the Corporation; shall deliver an annual report at the annual meeting and shall perform all other duties properly required of the Treasurer by the Board of Directors. The Treasurer shall ensure that all tax and other compliance filings are timely made and fees are paid to protect the continued tax exemptions for the Corporation. The treasurer shall perform such duties as are customarily incident to the office of a corporate treasurer.

**ARTICLE VI**

**General Provisions**

 1. **Contracts.** The Board may authorize any officer or officers in addition to the President to enter into any contracts on behalf of the Corporation; such authority must be in writing.

 2. **Checks, drafts, etc.** The Treasurer and/or the President shall sign all checks, drafts, and other orders for payment of money on behalf of the Corporation.

 3. **Gifts.** The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Corporation.

 4. **Committees.** The President may designate any committees that may become necessary or convenient for undertaking the purposes of the Corporation. The composition and appointment of members and chairs of all committees shall be made and determined by the President subject to the approval of the Board. Committees may include non-board members. The committees shall keep the Board informed of the activities of the committees.

 5. **Indemnification.** Each present and future Board member and officer, whether or not then in office, shall be indemnified by the Corporation against expenses actually and reasonably incurred by or imposed upon him or her (including, but without being limited to, settlements, judgments, costs, and counsel fees) in connection with the defense of any administrative, civil or criminal action, suit or proceeding in which he or she is made a party by reason of being or having been a Board member or officer of the Corporation, except in relation to matters as to which he or she shall be actually adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such Board member or officer may be entitled, under any other by-law, agreement, or as a matter of law or otherwise.

 6. **Limitations on Board Member and Officer Liability.** Pursuant to RSA 508:16 or any similar, succeeding statute, the Board and officers shall not be liable for any bodily injury, personal injury or property damage if the claim for such damages arose from an act or acts committed in good faith and without willful or wanton negligence, in the course of an activity carried on to accomplish the purpose of the Corporation.

 7. **Fiscal Year.** The fiscal year shall be from January 1 to December 31.

 8. **Adoption of Initial By-Laws.** The initial By-Laws shall be adopted by a two-thirds majority of the signers of the Articles of Agreement at the organizational meeting of the Corporation.

 9. **Amendments.** These By-Laws may be amended by a majority vote at any meeting of the Board. A notice of any amendment proposed for adoption shall be circulated to all Board members at least seven (7) days in advance of a meeting called to act thereon. All meetings to amend By-Laws must be properly noticed.

**ARTICLE VII**

**DISSOLUTION**

 The Corporation may be dissolved upon the affirmative vote of two-thirds of the members of the Board of Directors of the Corporation then in office taken at a meeting of the Board of Directors called for that purpose, or upon written consent of all members of the Board of Directors entitled to vote thereon. No Director, Officer or employee or person connected with the Corporation shall be entitled to share in the distribution of any of the Corporation assets upon its dissolution.

The provisions for disposition of the corporate assets in the event of dissolution of the Corporation are:

 Upon the dissolution of the Corporation, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed for one or more exempt purpose within the meaning of §501(c) (3) of the Internal Revenue Code of 1986, or any 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 in Rockingham County, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purposes.

 (These By-Laws were adopted by a two-thirds majority vote of the initial Board on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_.)

 Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary President

X:\Non-Profits\Nonprofit Corporations\501(c)(3) Orgs - Pub Charities\Forms\Corporate Documents\2022 02 16 By Laws.docx