

BYLAWS OF
NEW HAMPSHIRE FOSTER & ADOPTIVE PARENT ASSOCIATION, INC.

ARTICLE I
Articles of Agreement

The name and purposes of this corporation (hereinafter, the “Corporation”) shall be as set forth in the Corporation’s Articles of Agreement. These Bylaws, the powers of the Corporation and of its Board of Directors (the “Board”), directors, and officers and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to the Corporation’s Articles of Agreement and applicable laws as are now in effect and as amended from time to time.

ARTICLE II
Origins and Mission

Section 1. Origins

The Corporation seeks to support foster and adoptive families and remain a consistent strong voice on behalf of all children.

Section 2. Mission

The assets of the Corporation shall be devoted to charitable purposes consistent with the charitable objectives of the Corporation and the needs of the community which it serves. In carrying out those objectives, the Corporation’s Board and officers shall give due consideration to the following objectives: to bring together foster and adoptive parents, agency representatives, and community stakeholders who are positioned to work together to improve the foster care system and enhance the lives of all children and their families; to continuously improve mutual coordination, cooperation, and communication among foster/adoptive parent associations, child placing agencies, and other child advocates; to raise public awareness on current issues regarding foster care/adoption through various media outlets; and to advocate on behalf of foster/adoptive children and families at the local, state, and national levels.

ARTICLE III
Members

Section 1. Members

The Corporation shall have Regular Members, Affiliate Members, and Corporate Members as described in the Articles of Agreement (individually, a “Member,” and collectively the

“Members” and the “Membership”).

(a) Regular Members are individuals who are current or past New Hampshire-licensed foster and adoptive parents that support the Corporation’s mission and have elected to join the Corporation. Regular Members shall have full membership voting rights and are eligible to serve on the Board of Directors.

(b) Affiliate Members are individuals who support the Corporation’s mission and have elected to join the Corporation. Affiliate Members may include DCYF employees, CASA volunteers, and individuals with personal or professional interests in foster care and adoption. Affiliate Members shall not have membership voting rights but shall be eligible to serve on the Board of Directors.

(c) Corporate Members are individuals who are business and industry leaders that support the Corporation’s mission and have elected to join the Corporation. Corporate Members shall not have membership voting rights but shall be eligible to serve on the Board of Directors.

Section 2. Member Meeting

(a) The Board shall convene a meeting of the Members (“Member Meeting”) at least one (1) time per year during the second calendar quarter and more frequently as directed by a majority of the Board or a majority of the Members. Such meeting may be convened in-person or through other acceptable means of participation, for example by means of a conference telephone line or similar communications equipment through which all persons participating in the meeting can hear one another at the same time. Participation by such means shall constitute presence at a meeting. The agenda for the Member Meeting shall include election of the Member-Directors (as described in Article IV, Section 2) and such other matters as the Board may determine.

Section 3. Notice of Meeting

(a) All Member Meetings shall be held at such time and place as may be determined by the President or the Board. Reasonable notice of the time and place of all meetings shall be given by the President or the Secretary. Notice of a meeting need not specify the purpose of the meeting, unless otherwise required by law, the Articles of Agreement, or these Bylaws. However, the purposes for which a special meeting is being called shall be set forth in the notice of that special meeting.

(b) Except as otherwise expressly provided herein or required by law, it shall be reasonable and sufficient notice to a Member to send written notice by (i) first class U.S. mail at least fifteen (15) days prior to the meeting, or (ii) electronic mail at least seventy-two (72) hours before the meeting, addressed to such Member at his or her usual or last known business, residence address, or electronic mail address.

(c) Whenever notice of a meeting is required, such notice need not be given to any Member if a written waiver of notice, executed by him or her (or his or her attorney thereunto

authorized) before or after the meeting, is filed with the records of the meeting, or to any Member who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A waiver of notice need not specify the purpose of the meeting unless such purpose is required to be specified in the notice of such meeting.

Section 4. Quorum

At any Member Meeting, twenty-five percent (25%) of the Members, present in person or via other acceptable means as specified in Section 7 below, shall constitute a quorum. Any meeting may be adjourned to a later date or dates by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 5. Action by Vote

Each Regular Member shall have one (1) vote. Each Affiliate Member and Corporate Member shall have no (0) vote. When a quorum is present at any meeting, a majority of the votes properly cast by Regular Members shall decide any question, unless otherwise provided by law, the Articles of Agreement or the Bylaws.

Section 6. Action by Writing

Any action required or permitted to be taken at any Member Meeting may be taken without a meeting if a majority of the Regular Members consent to the action in writing and each of the written consents are filed with the records of the Member Meetings. Such consents shall be treated for all purposes as a vote at a meeting.

Section 7. Presence through Other Acceptable Means

Members may participate in a Member Meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another at the same time and participation by such means shall constitute presence in person at a meeting.

Section 8. Proxies

Regular Members may vote either in person or by written proxy, which proxies shall be filed, before being voted, with the Secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

ARTICLE IV
Board of Directors

Section 1. Powers; Responsibilities; Accountability

(a) The business and affairs of the Corporation shall be managed by the Board who shall have and may exercise all the powers to which the Corporation may be entitled pursuant to applicable law, the Articles of Agreement, and these Bylaws.

(b) The Board shall have ultimate responsibility for the affairs of the Corporation. The Board's role is one of strategic leadership in defining and implementing the vision, mission, and core values of the Corporation. It shall adopt policies to ensure the effective stewardship and management of the Corporation's human and financial resources and shall also oversee adherence to these policies.

(c) The Board shall be fully accountable to both the Corporation and the community at large for its stewardship of the Corporation and for the accomplishment of the Corporation's charitable mission and purposes.

(d) The interim Board of Directors of the Corporation ("Interim Board") shall consist of those individuals who have been designated as such pursuant to certain communications with the New Hampshire Attorney General, Charitable Trust Unit on or around May 10, 2019.

Section 2. Directors; Qualifications; Transition from Interim Board; Elections

(a) The Directors of the Corporation shall consist of not less than nine (9) and not more than eleven (11) persons, and the precise number shall be fixed by the Board itself; provided that the approval of at least seventy percent (70%) of the entire Board shall be required to change the number of authorized Directors.

(b) Directors may but need not be Members; provided however that five (5) of the Directors at any one time must be current Members ("Member-Directors"); provided further that at least three (3) of the Directors at any one time must be previously or currently licensed foster or adoptive parents, or past participants in the foster care system, and may also be Member-Directors. The Board may designate such other qualifications as are required to best fulfill the purposes of the Corporation. Regular Members, Affiliate Members, and Corporate Members are all eligible to serve on the Board.

(c) The Regular Members shall elect Member-Directors at the annual Member Meeting. The Member-Director candidates who receive a plurality of the votes cast shall be the Member-Directors. The sitting Directors shall elect the balance of the Directors by majority vote. Directors shall be elected for terms of three (3) years and these terms shall be staggered so that in each year, approximately one-third of the entire Board is elected. Each Director shall be permitted to serve not more than two (2) consecutive three-year terms; provided that Directors who have completed two (2) consecutive terms must term off the Board for at least one (1) year prior to seeking re-election. Election to fill a vacancy prior to the expiration of a term due to

death, resignation or other cause shall be for the remainder of the term of the Director whose death, resignation, or other cause created the vacancy. Newly-elected Directors shall be announced to the Membership during a membership meeting or by electronic communication.

(d) To accomplish the transition from the Interim Board to a regular Board, at the first possible Member Meeting, the Regular Members shall elect five (5) Member-Directors: two (2) of whom shall have one-year terms, two (2) of whom shall have two-year terms, and one (1) of whom shall have a three-year term. Similarly, at the earliest possible time, the Interim Board shall elect four (4) Directors: one (1) of whom shall have a one-year term, one (1) of whom shall have a two-year terms and two (2) of whom shall have three-year terms.

Section 3. Compensation for Services

Directors shall be precluded from rendering services for compensation to the Corporation in any capacity. However, Directors may be reimbursed for reasonable expenses associated with carrying out their duties as members of the Board in accordance with such policies as may be established by the Board from time to time.

Section 4. Powers

The business and affairs of the Corporation shall be managed by the Directors who shall have and may exercise all the powers to which the Corporation may be entitled pursuant to applicable law, the Articles of Agreement and/or the Bylaws.

Section 5. Removal

A Director may be removed with or without cause by a vote of a majority of the Directors present and voting at any annual or special meeting (whether present in person or duly represented), provided that at least seven (7) Directors, excluding the subject Director, are present at said meeting and the notice expressly states that one of the purposes of the meeting is removal of a Director.

Section 6. Resignation

A Director may resign at any time by delivering written notice of resignation to the President, to a meeting of the Board, or to the Corporation upon delivery of such written notice to the Secretary. Such resignation shall be effective upon receipt of such written notice (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless such notice so states.

Section 7. Regular, Annual and Special Meetings

(a) Regular meetings of the Board may be held at such times as the Board may determine but no less than six (6) times per year.

(b) Special meetings of the Board may be held at any time when called by the President or by at least one third (1/3) of the Board.

(c) An annual meeting of the Board shall be held on a date determined by the Board at such place and time as may be determined by the President or by the Board.

Section 8. Notice of Meeting

(a) All meetings of the Board shall be held at the principal office of the Corporation or at such other place as shall be specified in the notice of the meeting. Reasonable notice of the time and place of all meetings shall be given by the President or the Secretary. Notice of a regular meeting need not specify the purpose of the meeting, unless otherwise required by law, the Articles of Agreement, or these Bylaws. However, the purposes for which a special meeting is being called shall be set forth in the notice of that special meeting.

(b) Except as otherwise expressly provided herein or required by law, it shall be reasonable and sufficient notice to a Director to send written notice by (i) first class U.S. mail at least five (5) days prior to the meeting, (ii) overnight private courier at least forty-eight (48) hours prior to the meeting, (iii) facsimile transmission at least forty-eight (48) hours before the meeting, or (iv) electronic mail at least forty-eight (48) hours before the meeting, addressed to such Director at his or her usual or last known business, residence address, electronic mail address, or facsimile number.

(c) Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him or her (or his or her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A waiver of notice need not specify the purpose of the meeting unless such purpose is required to be specified in the notice of such meeting.

Section 9. Quorum

At any meeting of the Board, a majority of the Directors, present in person or via other acceptable means as specified in Section 12 below, then in office shall constitute a quorum. Any meeting may be adjourned to a later date or dates by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 10. Action by Vote

Each Director shall have one (1) vote. When a quorum is present at any meeting, a majority of the votes properly cast by Directors shall decide any question, unless otherwise provided by law, the Articles of Agreement or the Bylaws.

Section 11. Action by Writing

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if the entire Board consents to the action in writing and each of the written consents are filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting.

Section 12. Presence through Other Acceptable Means

Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 13. Proxies

Directors may vote either in person or by written proxy, which proxies shall be filed, before being voted, with the Secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

Section 14. Standard of Care

(a) A Director shall perform the duties of a Director, including as a member of any Board committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like situation would use under similar circumstances.

(b) The Board shall avoid speculation in connection with the investment, reinvestment, purchase, acquisition, exchange, sale, and management of the Corporation's investments, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of the Corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the Corporation. The Board may adopt a spending policy consistent with the provisions of RSA 292-B, as amended. For purposes of this section, the fair market value of the assets of the Corporation's endowment fund shall be determined in accordance with the provisions of RSA 292-B:6, the Board shall comply with RSA 292-B for all endowment funds it holds.

Section 15. Duties

The duties of the Board shall include but not be limited to the following:

(a) To interpret and enforce the provisions of the Articles of Agreement and Bylaws;

(b) To promote by attitude and action constructive social action needed to bring about changes and improvements in the child welfare system, and in legislation pertaining to all children and families;

(c) To promote communication and collaboration among foster and adoptive parents, local foster and adoptive parent associations, and child welfare agencies;

(d) To formulate such policies and procedures as in the opinion of the Board are essential to the interests and objectives of the Corporation;

(e) To hire, supervise, and dismiss personnel as in the best interests of the Corporation;

(f) To maintain the financial health and positive public image of the Corporation; and

(g) To ratify nominations of Committee Chairs.

Section 16. Inspection

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of the Corporation.

Section 17. Community Outreach and Accountability

Throughout the year, the Board shall strive to undertake community outreach activities. The Board shall establish a varied program of community outreach activities designed to assess community needs, encourage participation by communities and individuals that are intended to benefit from the Corporation's activities, and listen to, and obtain feedback from, members of the community about the Corporation's grant making goals and activities. The Board shall prepare and issue an annual report of its activities for public review, as contemplated by Article IX, Section 6 hereof.

ARTICLE V **Committees**

Section 1. Committees of the Board

In addition to those committees described in the Bylaws, the Board may, by resolution adopted by a majority of the Directors then in office, create any committee (standing, special, or ad hoc), appoint persons to serve as members thereof, and change the composition of the committees. Unless otherwise provided by these Bylaws or restricted by law, each committee shall have members who are Directors (but may include Members who are non-directors as well); and a majority of any committee shall constitute a quorum. Unless the Board otherwise designates,

committees shall conduct their affairs in the same manner as is provided in these Bylaws. Each committee shall elect a chair of that committee by a majority of the then-current committee members upon first receiving approval of such chair by the President.

Section 2. Powers and Authority of Committees of the Board

Board committees may be given all the authority of the Board, except for the powers to:

- (a) Elect directors or remove Directors without cause;
- (b) Fill vacancies on the Board or on any Board committee;
- (c) Amend or appeal these Bylaws or adopt new Bylaws;
- (d) Adopt amendments to the Articles of Agreement of the Corporation;
- (e) Create any other Board committees or appoint the members of any Board committee; or
- (f) Approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of the Corporation.

Section 3. Executive Committee

The Board may appoint an Executive Committee. In its discretion, and only by prior written authorization, the Board may grant to the Executive Committee the powers and authority of the Board itself during periods between Board meetings; provided, however, that the Executive Committee may exercise only the powers and authority specifically granted in such written authorization, subject to any and all conditions, limitations or restrictions provided therein; and provided further that in no event shall the Executive Committee be granted powers or authority in contravention of any of the provisions these Bylaws, including without limitation, Article V, Section 2 hereof or any of the provisions of the Articles of Agreement, or applicable law.

Section 4. Compensation Committee

The Board may appoint a Compensation Committee, which Committee shall strictly adhere to the restrictions contained in Article VIII hereof. Such Compensation Committee shall approve compensation arrangements in advance of paying compensation, and document in writing the date and terms of approved compensation arrangements. The Committee shall approve compensation arrangements based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations. The Committee shall record in writing the decision made by each individual who decided or voted on compensation arrangements, as well as the information and its source on which the Committee relied in coming to its decision.

Section 5. Nominations Committee

The Board shall appoint a Nominations Committee, which shall include no less than three (3) Members. Each calendar year and no later than January 15, the Nominations Committee shall request nominations for new members of the Board from the Membership for both Director and Member-Directors positions up for election that year. The Nominations Committee shall accept nominations for at least forty-five (45) days. By March 20 each year, the Nominations Committee shall begin to review the nominations. During the second calendar quarter and before June 30, the Nominations Committee shall recommend to the Membership and the Board candidates for the Board.

Section 6. Other Committees

In addition to the Executive Committee, Compensation Committee, and Nominations Committee, the Board may also appoint a Conference Committee, Scholarship Oversight Committee, Fundraising Committee, Communications Committee, and First Initial Response and Support Team (F.I.R.S.T.) Committee. The duties of these committees shall be determined by the Board.

ARTICLE VI **Officers and Agents**

Section 1. Officers

The officers of the Corporation shall be a President, one or more Vice-Presidents, a Treasurer, a Secretary and such other officers, if any, as the Board may determine, including an Assistant Secretary and Assistant Treasurer (collectively the “Officers”). The Corporation may also have such agents, if any, as the Board may appoint. A person may hold more than one office at the same time as long as neither of such offices is the President. A person must be a Director to qualify as an Officer. Member-Directors are eligible to serve as Officers.

Section 2. Election

The Officers shall be elected annually by the Board at a board meeting held during the second quarter of the calendar year. The candidate for each office receiving the plurality of Board votes cast shall be elected to that office. Each such Officer shall hold office for one (1) year and until his or her successor is elected and qualified, or until he or she sooner dies, resigns, or is removed. Each officer may be re-elected for an additional two (2) terms. Officers may serve a maximum of three (3) consecutive one-year terms for any one office; provided that Officers who have completed three-consecutive terms shall relinquish that office for at least one (1) year prior to seeking re-election for that office. If the office of any Officer becomes vacant, the Board may elect a successor to serve the unexpired term. New offices may be created and filled at any meeting of the Board. Each Officer shall retain his or her authority at the pleasure of the Board. Except as provided in Article VIII, the Officers of the Board shall be precluded from rendering services for compensation to the Foundation in any capacity. However, Officers may be reimbursed for

reasonable expenses associated with carrying out their duties as Officers of the Board, in accordance with such policies as may be established by the Board from time to time. Newly elected Officers shall be announced to the Membership during a membership meeting or by electronic communications.

Section 3. President

The President shall preside at all meetings of the Board and shall have such other powers and duties as may be determined by the Board. The President shall not also hold any other office, other than on an interim basis. The election of any President shall require the approval of a majority of the entire Board. The President shall be responsible for the general management and supervision of the affairs and operation of the Corporation; be a member ex-officio of all committees; cast the deciding vote in the event of any tied decision of the Board or Membership; officially represent the Corporation to the public; approve chairs of committees; and perform such other duties as provided by the Bylaws or as may be directed by the Board. The President may appoint ad hoc committees.

Section 4. Vice President

The Board may elect a Vice President, who, in the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall also assume the office of the President on an interim basis, should such office be vacated, and perform such other duties as provided by these Bylaws or as may be designated by the President and/or Board.

Section 5. Treasurer

The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall be in charge of the Corporation's financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The Treasurer shall make financial reports to the Board at each regular Board meeting and more frequently as requested by the Board. The Treasurer shall prepare or cause to be prepared an annual report which shall include an accounting of the funds of the Corporation, and all filings or annual reports required by federal, state, and local authorities, including tax filings. The Board may appoint a firm of independent certified public accountants to examine and audit the Corporation's accounts from time to time. Reports of audits shall be submitted by the Corporation to the Attorney General's Office, Charitable Trust Unit, and to other governmental entities as required by law. The Treasurer shall have such other duties and powers as assigned by the Board.

Section 6. Secretary

The Secretary shall record and maintain records of all proceedings of the Board in a book or series of books kept for that purpose, which book or books shall be kept within the State of New Hampshire at the principal office of the Corporation and shall be open at all reasonable times to the inspection of any Director. Such book or books shall also contain the original, or certified copies, of the Articles of Agreement and Bylaws, names and addresses of all Directors, and names

of all Members. If the Secretary is absent from any meeting of the Board, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting. The Secretary shall record or cause to be recorded sufficient minutes of all meetings of the Board, committees, and Membership.

Section 7. Removal

An Officer may be removed with or without cause by a vote of a majority of Directors present and voting at any meeting at which a quorum is present.

Section 8. Resignation

An Officer may resign by delivering a written resignation to the President, Treasurer, or Secretary, or to a meeting of the Board. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

ARTICLE VII
General Provisions

Section 1. Principal Office

The principal office of the Corporation shall initially be at 9 Webster Street, Nashua, NH 03060 and thereafter at such location(s) within New Hampshire as may be determined by the Board.

Section 2. Fiscal Year

The fiscal year of the Corporation shall end on **June 30th** of each year unless the Board determines otherwise.

Section 3. Execution of Papers

Except as the Board may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted, or endorsed by the Corporation shall be signed by the President, Vice President, or Treasurer.

Section 4. Governing Law

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the laws of the State of New Hampshire as then in effect shall apply.

Section 5. Indemnification of Officers and Directors

(a) The Corporation shall indemnify any person who was or is a party to any pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director or Officer of the Corporation, against expense (including attorney fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, but only if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Subject to the foregoing and to the provisions of Section 4(b) hereof, the Corporation may indemnify any such person in such circumstances to the fullest extent permitted by law. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person (i) did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the Corporation and/or, (ii) with respect to any criminal action or proceeding, had reasonable cause to believe his or her conduct was lawful.

(b) Notwithstanding anything in this Section to the contrary, the Corporation shall not indemnify any Director or Officer in connection with a proceeding by or in the right of the Corporation; or in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

(c) To the extent that a Director or Officer of the Corporation has been wholly successful on the merits in defense of any action, suit, or proceeding referred to in this Section, he or she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him or her in connection therewith to the fullest extent permitted by law.

(d) Expenses (including attorney fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in this Section if:

(i) the Director or Officer furnishes to the Corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct required herein;

(ii) the Director or Officer furnishes to the Corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct required herein; and

(iii) a determination in accordance with the terms of RSA 293-A:8.50-58 is made that the facts then known to those making the determination would not preclude indemnification.

The undertakings required by this Section must be an unlimited general obligation of the Director or Officer, but need not be secured, and may be accepted without reference to financial ability to pay.

(e) The indemnification provided by this Article VII, Section 5 shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, or vote of disinterested Directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his or her official capacity and as to action in another capacity (held at the express request of the Corporation) while holding such office, and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of heirs, executors, and administrators of such a person.

(f) The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under provisions of this Section.

(g) All references herein to (i) the Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended, (ii) the RSA shall be deemed to refer to said statutes as now in force or hereafter amended, and (iii) particular sections of the Code or the RSA shall be deemed to refer to similar or successor provisions hereafter adopted.

Section 6. Nondiscrimination Policy

The policy of the Corporation prohibits discrimination on the basis of age, sex, religion, race, color, creed, sexual orientation, physical or mental disability, national or ethnic origin, or marital or parental status in the recruitment and employment of employees, in the awarding and acceptance of distributions, grants and funds, and in the operation of all programs and services.

ARTICLE VIII **Prohibited Transactions; Conflict of Interest**

Section 1. Loans

The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director, Officer or agent.

Section 2. Sale of Real Estate

The Corporation shall not sell, lease, purchase, or convey any real estate or interest in real estate to or from a Director, or Officer, without the prior approval of the probate court; provided, however, that this section shall not prohibit the Corporation from accepting a bona fide gift of an interest in real estate by a Director or Officer.

Section 3. Pecuniary Benefit Transactions

Except as provided in Section 4 hereof and as allowed by law, the Board shall not approve, or permit the Corporation to engage in, any pecuniary benefit transaction. A pecuniary benefit transaction is a transaction to which the Corporation is a party and in which one or more of its Directors has a direct or indirect financial interest in excess of \$500 on an annual aggregate basis. A Director shall be deemed to have an indirect interest in any pecuniary benefit transaction involving a person or entity of which a Director, or a member of the immediate family of a Director, is a proprietor, partner, employee, or officer. The following shall not be considered pecuniary benefit transactions:

- (a) Reasonable compensation for expenses incurred in connection with official duties of a Director or Officer;
- (b) A benefit provided to a Director, Officer or member of the immediate family thereof if: (1) the benefits are provided or paid as part of programs, benefits, or payments to members of the general public; (2) the Corporation has adopted written eligibility criteria for such benefit in accordance with its bylaws and applicable laws; and (3) the Director, Officer or family member meets all of the eligibility criteria for receiving such benefits, and;
- (c) A continuing transaction entered into by the Corporation, merely because a person with a financial interest therein subsequently becomes a Director or Officer of the Corporation.

Section 4. Approval of Pecuniary Benefit Transactions

The Corporation may engage in a pecuniary benefit transaction only if the requirements of RSA 7:19-a, II are satisfied, namely the following conditions are met:

- (a) The transaction is in the best interest of the Corporation.
- (b) The transaction is for goods or services purchased or benefits provided in the ordinary course of the business of the Corporation, for the actual or reasonable value of the goods or services or for a discounted value, and the transaction is fair to the Corporation.
- (c) The transaction receives affirmative votes from at least a two-thirds majority of all the disinterested members of the Board, which majority shall also equal or exceed any quorum requirement specified in these Bylaws after full and fair disclosure of the material facts of the transaction to the Board and after notice and full discussion of the transaction by the Board; without participation, voting, or presence of any Director or Officer with a financial interest in the transaction or who has had a pecuniary benefit transaction with the charitable trust in the same fiscal year, except as the Board may require to answer questions regarding the transaction; and a record of the action on the matter is made and recorded in the minutes of the Board.
- (d) The Corporation maintains a list disclosing each and every pecuniary benefit transaction, including the names of those to whom the benefit accrued and the amount of

the benefit, and keeps such list available for inspection by members of the Board. The list shall also be reported to the Director of Charitable Trusts each year as part of the Corporation's annual report required under RSA 7:28.

(e) If the transaction, or the aggregate of transactions with the same Director or Officer within one fiscal year, is in the amount of \$5,000 or more, the Corporation publishes notice thereof in a newspaper of general circulation and gives written notice to the Director of Charitable Trusts, before consummating the transaction. At a minimum, such notice shall state that it is given in compliance with RSA 7:19-a and shall include the name of the Corporation, the name of any Director or Officer receiving pecuniary benefit from the transaction, the nature of the transaction, and the specific dollar amount of the transaction.

Section 5. Compliance with Public Charity Rules

Any provision of these Bylaws or the Articles of Agreement of the Corporation to the contrary notwithstanding, so long as the Corporation is deemed to be a "public charity" as defined in Section 501 the Code, the Corporation:

(1) Shall at all times act and use all Corporation funds exclusively for charitable, scientific, or educational purposes consistent with its purpose, as outlined in these Bylaws and consistent with its legal requirements under Section 501 of the Code;

(2) Shall not permit or allow any funds received by the Corporation to inure to the benefit of any individual, pursuant to Section 501 of the Code;

(3) Shall not make any grants, scholarships, expenditures, contributions or any other outflow of funds from the organization for the purposes expressed in the corporation's Articles of Agreement and these Bylaws except in accordance with the procedures specified in these Bylaws, at all times under the exclusive power of the Officers and Directors;

(4) Shall cause the Board to review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and, if the board approves the request in accordance with the internal policies and procedures of the Corporation, shall authorize payments of the funds to the approved grantee, as well as cause the Board to require that any grantees furnish a periodic accounting to show that the funds were expended for the purposes approved by the Board; and

(5) Shall allow, if the Board has approved an expenditure to an organization for a specific project or purpose, the Corporation to solicit funds for the Corporation's use in the specifically approved purpose of the Corporation; at all times, however, the board has the right to withdraw approval of the grant and to use the funds for other charitable, scientific, or educational purposes.

Section 6. Conflict of Interest Provisions

A conflict of interest or an appearance of a conflict of interest may arise when a Director has a direct or indirect interest in another entity that enters into a transaction with the Corporation, including, but not limited to, applications for grant or loan support. Direct or indirect interest includes any legal, equitable or fiduciary interest or position in an entity by a Director or a member of a Director's family. Any such interest shall be disclosed and made a matter of record at the time of election to the Board and maintained through an annual procedure, and when the interest becomes a matter of Board action. No Director having a conflict of interest in any matter shall be counted in determining the quorum for the meeting, nor present when the matter is discussed or voted on. Meeting minutes shall reflect that the disclosure was made, that the Director abstained and was not present during the discussion or vote, and that a quorum existed not counting such Director. The conflict of interest provisions of this Section shall be in addition to and not in lieu of the applicable provisions of New Hampshire law regarding conflicts of interest. The Board may adopt such additional conflict of interest policies as are determined to be in the best interest of the Corporation.

ARTICLE IX **Grants Administration**

Section 1 Purpose of Grants

The Corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in the Corporation's Articles of Agreement.

Section 2 Grant Power Vested in the Board

The Board shall have control over grants, contributions, and other financial assistance given by the Corporation. The Board shall establish a procedure and set of criteria for soliciting, reviewing, and making decisions on applications for the use of grant funds. The Board may establish and authorize a process for award of grants up to a specified amount by staff or a Board committee.

Section 3 Refusal; Withdrawal

The Board, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in the Corporation's Articles of Agreement.

Section 4 Accounting Required

The Board may require that grantees furnish a periodic accounting to show that the funds granted by the Corporation were expended for the purposes that were approved by the Board.

Section 5 Contribution

The Corporation shall retain complete control and discretion over the use of all contributions it receives.

Section 6 Community Grant Reports

No less often than annually, the Board shall provide a report to the Attorney General which sets forth a list of grants made by the Corporation, describes the activities of the Corporation during the period, includes a summary of activities and assessment of impact in terms of the purposes of the Corporation, and describes the efforts that the Corporation has made in the area of community outreach. The Corporation shall use reasonable efforts to publicize the availability of the community grant report, which shall be made available to any member of the public requesting a copy from the Corporation.

ARTICLE X
Amendments to the Bylaws

Unless otherwise provided, these Bylaws may be amended or repealed, and new Bylaws may be adopted in whole or in part, by the affirmative vote of a majority of the Directors of the Corporation then in office; provided, however, that the Bylaws may not be amended in a manner inconsistent with the Corporation’s Articles of Agreement, applicable New Hampshire law or the requirements for maintaining the Corporation’s qualification as a tax-exempt organization for federal income tax purposes.

Approved: _____, 2019

Attest:

Date: _____

[PRINTED NAME]

Secretary