

# Bylaws

## THE SANBORNTON HISTORICAL DOCUMENT FOUNDATION

The Sanbornton Historical Document Foundation, a voluntary corporation organized and operates according to Roberts Rules of Order - Revised and existing under the laws of the State of New Hampshire. In order to adopt its Bylaws in accordance with the requirements of New Hampshire RSA 292:24, hereby states, and its Bylaws shall read, as follows:

### **ARTICLE I**

#### **Location**

The corporation currently conducts the majority of its affairs from a facility located at 569 New Hampton Road, Sanbornton, NH. The corporation reserves the right to change its location or establish a new one for the conduct of its affairs, from time to time, as may be necessary or convenient.

### **ARTICLE II**

#### **Members**

SECTION 1. All such persons shall be considered "Members of the Foundation," entitled to the rights and responsibilities granted the Members by the Board of Directors. This class of membership shall be known as Primary Membership.

SECTION 2. The Board of Directors may establish other classes of members and may establish different qualifications for each class; the establishment of such qualifications shall become effective upon the amendment of these Bylaws.

SECTION 3. The Board of Directors may make such provision for meetings, notices, dues and voting rights as it thinks fit, consistent with the authority given to each class of members.

SECTION 4. Primary Membership shall be granted to applicants the Board of Directors deems worthwhile to further the goals of the Foundation. The Board may consider all aspects of a candidate's application. Approval requires a simple majority of a quorum of the Board. No prior notice is required. Primary Membership is required of all volunteers who work on or for Foundation projects. Primary Members are allowed to attend and be heard at all meetings of the Foundation, except the Board of Directors meeting in Special Executive Session as may be called by the Chairman.

### **ARTICLE III**

#### **Board of Directors**

SECTION 1. Number and Qualifications of Directors. The Board of Directors shall consist of at least five (5) but not more than seven (7) individuals. The actual number of Directors shall be determined by the Board of Directors and may be increased or decreased at any time, provided that no decrease in the number of directors may have the effect of shortening the term of an incumbent director (unless the Directors remove the Director). Two thirds of the Directors must be residents of Sanbornton, New Hampshire. Non residents will be eligible to be Directors not to exceed one third of the Directors. The Directors shall be elected annually at the meeting of the corporation, or at any other meeting if needed, by a majority of the Directors. No employee of the corporation will be eligible to become a member of the Board of Directors. A Director shall hold office until his or her successor is otherwise elected and has been qualified. The Directors shall elect a Board Chairman by majority vote. The Chairman shall hold this term for a period of one year. The Chairman, with the approval of a simple majority of a quorum of the Board, may temporarily change or modify the procedures contained in this Article in order to meet the operational needs of the Foundation.

SECTION 2. Nominating Procedure. The Nominating Committee shall develop and present at the annual meeting, a list of applicants seeking positions on the Board of Directors. Any member of the Board of Directors seeking re-election to his or her position will be automatically included on the list and shall not be required to file a written application. Any applicant seeking a position on the Board of Directors who is not presently a member of the Board of Directors, shall file a written application to the Nominating Committee in the form required by the Nominating Committee. The written application of an applicant seeking a position on the Board of Directors must be received by the Nominating Committee sixty (60)

days before the annual meeting. The Nominating Committee shall determine if the applicant making a written application is qualified to be a member of the Board of Directors. If the applicant is qualified, the Nominating Committee shall place the name of the applicant on the list.

SECTION 3. Voting Procedure. At the Directors annual meeting , the Directors will vote for the prescribed number of Directors from the list submitted to them. The ballot shall contain an application from each nominee who has submitted an application, except those who are seeking re-election. All elections are by oral vote, based upon a ballot prepared by the Board of Directors. However, a show of hands vote may be implemented if an oral vote is inconclusive.

SECTION 4. Term. Each Board member shall be elected for a term of three (3) years. No more than three (3) Directors shall be elected in any year. In order to insure that the Board will have experienced members in the future, three of the members of the start up Board of Directors shall have shorter terms consisting of two two-year terms, and one one-year term, thereby creating staggered terms and elections of future Board members. Future additions and/or expansions to the Board shall take the intent of the staggered terms into consideration. The Founding Directors, as listed in the Articles of Agreement, shall begin serving their terms effective with the acceptance of the Articles of Agreement by the State of New Hampshire.

SECTION 5. Meetings of Directors. A meeting schedule will be approved by the Board at each Annual Meeting for the subsequent year. Changes to the Meeting schedule can only be made by the Chair. With the exception of the Directorship reserved for the Founder, all Board members are expected to be in attendance at all meetings. Ill health or other extraordinary reason for absence may be considered by the Chair as good and sufficient reason for an excused absence. The Chair may bring to any meeting the name of any Board member for possible removal as Director owing to insufficient Board meeting attendance. A 2/3 majority will be necessary for the Chair's motion to pass.

SECTION 6. Notice of Meetings of Board of Directors. After the Board of Directors has determined the time and place for its regular meetings, no further notice thereof need be given. Notice of special meetings, stating the time and place thereof, shall be given to each Director by mailing the same to his/her residence or business address at least two (2) days before the meeting or by delivering the same to him/her personally or by electronically transmitting the same to him/her two days before the day on which the meeting is to be held.

SECTION 7. Powers of Directors. The Board of Directors shall be vested with the management of the corporation. In the management and control of the property and affairs of the corporation, the Board of Directors is hereby vested with all powers possessed by the corporation itself, so far as this delegation of authority is not inconsistent with the law, with the Articles of Incorporation or with these Bylaws. The Directors may hire personnel as it deems necessary.

SECTION 8. Vacancies. When, for any reason, the office of a Director becomes vacant, the remaining Directors shall, by majority vote (although the same may be less than a quorum), elect a successor who shall hold such office for the remaining term of the Director such successor is replacing.

SECTION 9. Quorum of Directors. A majority of the members of the Board of Directors, as constituted from time to time, shall constitute a quorum for the transaction of business. The vote of a majority of the quorum of the Directors shall be required in order to authorize action by the Board of Directors. A quorum having been properly established, the subsequent withdrawal of a member of the Board of Directors so as to reduce the number of members of the Board of Directors entitled to vote at a Board meeting below the number required for a quorum will not affect the validity of any action taken at the meeting or the adjournment thereof. If less than a quorum is present, then a majority of those members of the Board of Directors present may adjourn the meeting, from time to time, without notice until a quorum is present.

SECTION 10. Resignation or Removal. Any Director may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the time specified therein, or, if the time not be specified therein, upon its receipt by the person receiving said resignation. The Directors at any Board of Directors meeting, called expressly for that purpose, may remove from the Board of Directors one or more Directors, with or without cause, by a two-thirds (2/3) vote of the Board of Directors. The

Director being considered for removal will be included for purposes of achieving a quorum, but not counted for purposes of constituting a majority vote.

SECTION 11. Consent and Telephone Meetings. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent, in writing, to the adoption of a resolution authorizing the action. Such consent will have the same effect as a unanimous vote. Additionally, any one or more members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 12. Committees of the Board. The Board of Directors may designate committees at any time and from time to time. Each member of any committee shall serve at the pleasure of the Board of Directors. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

## **ARTICLE V**

### **Officers**

SECTION 1. Other Officers. The Board of Directors may, by amending these Bylaws, provide for the appointment or election of other officers of the corporation, including, but not limited to, a Vice Chair, Secretary, Treasurer or other officer, and may make such provision for their appointment or election or termination as the Board may see fit. The offices of such officers shall become effective as of the date of the amendment of these Bylaws.

SECTION 2. Resignation and Removal. Any officer of the corporation may resign at any time by giving written notice to the Board of Directors. Any such resignations shall take effect at the time specified therein or, if the time not be specified therein, upon its acceptance by the Board of Directors. The Board of Directors, at any meeting called for such purpose, may, by vote of a majority of the Directors, remove from office any officer elected or appointed by the Board of Directors, with or without cause.

SECTION 4. Vacancies. Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Directors, by majority vote, for the unexpired term of such offices.

## **ARTICLE VI**

### **Inspection of Books and Records**

SECTION 1. Inspection by Directors. Any person who is a Director of the corporation has the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine the relevant books and records of accounts, minutes and records of the corporation. Additionally, balance sheets and revenue and disbursement statements are to be filed in the registered office of the corporation in New Hampshire, to be kept for at least seven (7) years and will be subject to inspection during business hours by any Director, in person or by agent.

SECTION 2. Inspection by the Public. The Corporation's annual information return, required by the Internal Revenue Code of 1986 to be filed on Form 990, must be made available for public inspection for a three (3) year period beginning with the due date for the return (including any extension of time for filing). In like fashion, the corporation shall make available for public inspection: (i) a copy of the application for recognition of Federal tax exemption on Form 1023 and (ii) a copy of any papers submitted in support of such application and any letter or other document issued by the Internal Revenue Service with respect to such application.

## **ARTICLE VII**

### **Fiscal Year**

The fiscal year of the corporation will be the calendar year.

**ARTICLE VIII**  
**Amendment of Bylaws**

Except as otherwise required by law, the Bylaws of the corporation may be amended, altered, rescinded, added to or new Bylaws may be adopted at any regular meeting of the Board of Directors or at a special meeting of the Board of Directors called for that purpose, provided that written notice of the proposed amendment must have been given at least ten (10) days prior to such regular or special meeting. To be effectuated, an amendment will require an affirmative vote of two-thirds (2/3) of the members of the Board of Directors present at a duly constituted meeting. An amendment to the Bylaws that changes or deletes a greater quorum or voting requirement must meet the same quorum or voting requirement and be adopted by the same voting requirement prescribed in the provision being amended.

**ARTICLE IX**  
**Indemnification of Officers, Employees and Agents**

To the fullest extent allowed by New Hampshire law, the corporation shall indemnify, hold harmless and defend any officer or Director of the corporation from and against all claims, judgments, liabilities, penalties, costs, fines and demands of any character whatsoever (including, without limitation, reasonable attorneys' fees) imposed upon or incurred by such officer or Director and arising out of or in connection with the performance of such officer or Director of his/her duties as an officer or Director of the corporation. Notwithstanding the above, this Article shall not apply, and no indemnification shall be made to or on behalf of any officer or Director, if a judgment or other final adjudication establishes that his/her actions or omissions to act were material to the cause of action so adjudicated and constitute: (i) a violation of any criminal law, unless the officer or director had no reasonable cause to believe his/her conduct was unlawful or (ii) willful misconduct or a conscious disregard for the best interests of the corporation.

**ARTICLE X**  
**Conflict of Interest Policy**

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Sanbornton Historical Document Foundation, shall be disclosed in writing to the Sanbornton Historical Document Foundation Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a board member, trustee or officer providing a benefit to that individual that exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved providing a benefit to that individual exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to this policy. The Sanbornton Historical Document Foundation Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

**ARTICLE XI**  
**Funds**

Deposits. All funds of the corporation will be deposited, from time to time, to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors of the corporation may select.

**ARTICLE XII**

### **Miscellaneous**

Restriction on Activities. No committee, officer or member of the corporation shall initiate, foster or carry on any kind or manner of activity which may commit the corporation to a policy measure, attitude or expense, until the plan, project or work shall have been approved by the Board of Directors, except that the Coordinator may initiate any project, plan or work, by the agreement of the Chairman of the Board, and subject to the Board's approval at its next meeting.

The foregoing Bylaws of The Sanbornton Historical Document Foundation with amendments were approved and adopted on the 11<sup>th</sup> day of December 2002.