

**MINUTES  
EXECUTIVE COMMITTEE  
Rockingham Planning Commission  
January 27, 2021**

**Remote Meeting via ZOOM conference call  
Per RSA 91-A:2, III(b) the RPC Chair declared the COVID-19 Outbreak  
An Emergency and has waived the requirement that a  
Quorum be physically present at the meeting**

**Committee Members present:** R. McDermott (Chairman); A. Davis (Vice Chair); G. Coppelman (Secretary); M. Turell (Treasurer); B. Kravitz (Past Chair); L. Plumer, L. Cushman, M. McAndrew, P. Wilson, T. Moore, J. Doggett, B. Moreau (Members at Large)

**Guests:** Alyssa Simard, CPA, Melanson; Roger Wiegley

**Staff:** T. Roache (Executive Director); A. Pettengill (Business Manager)

- 1. Chairman McDermott called the meeting to order at 4:30 p.m. and announced the meeting was being conducted via ZOOM conference call per RSA 91-A:2, III(b). Roll Call attendance was taken.**
- 2. Minutes of December 9, 2020**  
*Coppelman moved to approve the Minutes of December 9, 2020 as presented; Plumer seconded. Roll Call vote was taken. **SO VOTED.***
- 3. FY 20 Audit Presentation – Alyssa Simard, CPA, Melanson**  
Simard thanked the Committee for inviting her to present the FY 2020 Financial Statements. She noted there would be no Single Audit Report this year since the RPC did not spend the minimum requirement of \$750,000 that would trigger the SAR. She explained the Independent Auditors Report stating the auditor’s responsibility and the opinion that the financial statements present fairly the financial position of the RPC. She reviewed the Statement of Net Position and discussed the change in revenue from year to year, noting FY 20 ended with a negative \$2,727 but with a positive fund balance of \$86,692. *Turell moved to approve the FY 20 Financial Statement as presented; Coppelman seconded. Roll Call vote was taken. **SO VOTED.*** The Committee thanked Alyssa for her presentation.
- 4. December 2020 Financial Report**  
Roache explained that December had a decent amount of revenue but since it was a three payroll month the expenses outweighed the receipts, which is consistent and not unusual. He noted he’s been discussing with staff the need to finish all work with the UPWP contract and all the other contracts that end in June. Roache referred to the Dashboard report and stated

cashflow is still good and he's hoping to increase the Holding Account balance at the end of the fiscal year. Staff has spent a lot of time grant writing and there are several new potential revenue sources, including the Hampton Master Plan if the RPC is chosen. He noted COVID remains a challenge to staff but they are adapting very well.

## 5. Committee Reports

- a) Regional Impact: Roache stated the RIC met to review the Kingston Route 125 development and submitted a letter to the Kingston Planning Board with comments;
- b) Legislative: Has not met recently but Moore is working on a list of potential legislation. Bogle will be the staff rep to this Committee moving forward;
- c) Communications: Has not met recently but Rowden is the staff rep to this Committee with her new role as Communication Manager

## 6. Old Business

- a) COVID19 RPC Operations: Roache stated staff continues to work hard and hoping to get back in the office in June;
- b) 501c3 Update: Roache explained the Statement of Incorporation and noted he will need a signature from all the Officers of the Executive Committee as they are also the Board for the 501c3. Roger Wiegley was in attendance and explained that he has filed a certificate of incorporation and it was accepted. The next step is to file the Board's names and adopt bylaws. Next will be to get an ID number and apply for tax exemption status with the IRS. Then we register with the NH office that governs charitable organizations. Discussion followed on the purpose of the 501c3. Roache stated he will put together a purpose statement and outline of programs. The Committee thanked Roger for his help.
- c) Legislative Forum Update: Roache stated he's still trying to regroup on this for February or March. General consensus was to wait until next year and resume the Forum at that time. Roache stated he can still do a webinar and offer it as a link on the RPC website and in the newsletter.

## 7. New Business

- a) February Commission meeting: Wednesday Feb 10<sup>th</sup> - MPO & RPC
- b) Staffing Updates: Staff welcomed Maddie Diionno in January and she will be working mainly on Fremont MP, UPWP and Hampstead MP.

## 8. Public Comment

**Meeting Adjourned at 6 p.m.**

Respectfully submitted,  
Annette Pettengill, Recording Secretary

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**Rockingham Planning Commission  
Financial Statement  
Budget vs. Actual  
January 2021**

	January 2021	YTD FY 21	Amendment #1 FY 21 Budget	Balance	% Budget
<b>RESOURCES</b>					
Federal Contracts	\$ -	\$ -	\$ -	\$ -	
Grants	\$ -	\$ -	\$ -	\$ -	
Local Dues	\$ -	\$ 167,689	\$ 167,688	\$ (1)	100.0%
Other Income	\$ -	\$ -	\$ 4,000	\$ 4,000	0.0%
Local Planning Contracts	\$ 36,647	\$ 149,961	\$ 159,245	\$ 9,284	94.2%
State Contracts	\$ 77,889	\$ 349,829	\$ 880,493	\$ 530,664	39.7%
<b>Total RESOURCES</b>	<b>\$ 114,536</b>	<b>\$ 667,479</b>	<b>\$ 1,211,426</b>	<b>\$ 543,947</b>	<b>55.1%</b>
<b>EXPENSES</b>					
Newspaper/Media	\$ -	\$ -	\$ 1,000	\$ 1,000	0.0%
Contracted Printing	\$ -	\$ 349	\$ 2,000	\$ 1,651	17.5%
Contracted Services	\$ 16,402	\$ 60,624	\$ 132,731	\$ 72,107	45.7%
Total Salaries	\$ 51,901	\$ 398,741	\$ 677,408	\$ 278,667	58.9%
Travel	\$ -	\$ 15	\$ 7,000	\$ 6,985	0.2%
Reconciliation Discrepancies			\$ -	\$ -	
Payroll Processing Fees	\$ 39	\$ 285	\$ 500	\$ 215	57.0%
Janitorial	\$ -	\$ 540	\$ 2,000	\$ 1,460	27.0%
Accounting	\$ -	\$ -	\$ 300	\$ 300	0.0%
Audit	\$ -	\$ 8,000	\$ 12,000	\$ 4,000	66.7%
Bank & Service Charges	\$ 1	\$ 13	\$ 350	\$ 337	3.7%
**Dues & Subscriptions	\$ 155	\$ 9,967	\$ 18,000	\$ 8,033	55.4%
Employee Co Contrib of Benefits	\$ -	\$ -	\$ -	\$ -	
C Deferred Comp 457	\$ 2,286	\$ 16,648	\$ 27,404	\$ 10,756	60.8%
C Dental Insurance	\$ 606	\$ 4,610	\$ 8,000	\$ 3,390	57.6%
C Health Ins.	\$ 3,894	\$ 28,254	\$ 46,931	\$ 18,677	60.2%
C Life Insurance	\$ 78	\$ 562	\$ 1,180	\$ 618	47.6%
C LTD Insurance	\$ 121	\$ 849	\$ 1,444	\$ 595	58.8%
C NH Retirement 414E	\$ 3,563	\$ 25,217	\$ 45,084	\$ 19,867	55.9%
C STD Insurance	\$ 77	\$ 559	\$ 1,176	\$ 617	47.5%
**Equipment	\$ 2,718	\$ 4,107	\$ 5,000	\$ 893	82.1%
**Equipment & Software Maint.	\$ 997	\$ 5,548	\$ 17,500	\$ 11,952	31.7%
General Insurance	\$ 150	\$ 2,026	\$ 4,000	\$ 1,974	50.7%
Misc	\$ 151	\$ (5,270)	\$ 2,000	\$ 7,270	-263.5%
**Office Supplies	\$ 270	\$ 910	\$ 10,000	\$ 9,090	9.1%
Payroll Expenses (C Portion)					
P/R Taxes - Other	\$ 3,947	\$ 30,213	\$ 50,904	\$ 20,691	59.4%
SUTA	\$ 155	\$ 1,085	\$ 501	\$ (584)	216.6%
**Postage	\$ -	\$ 100	\$ 1,000	\$ 900	10.0%
Rent	\$ 4,306	\$ 30,016	\$ 51,546	\$ 21,530	58.2%
Telephone & Internet	\$ 360	\$ 2,496	\$ 4,100	\$ 1,604	60.9%
**Training & Workshops	\$ -	\$ 350	\$ 5,000	\$ 4,650	7.0%
Utilities	\$ 507	\$ 2,746	\$ 7,100	\$ 4,354	38.7%
<b>Total EXPENSES</b>	<b>\$ 92,683</b>	<b>\$ 629,560</b>	<b>\$ 1,143,159</b>	<b>\$ 513,599</b>	<b>55.1%</b>
	\$ 21,853	\$ 37,919			
Unobligated Funds			\$ 68,267	\$ 68,267	
Fund Balance Accrual	\$ -	\$ -	\$ -	\$ -	
			\$ -	\$ -	
<b>Balance</b>	<b>\$ 21,853</b>	<b>\$ 37,919</b>	<b>\$ 1,211,426</b>	<b>\$ 37,919</b>	

NOTE: January 31st is 58% through the fiscal year

\*\* Direct & Indirect

Last Statement - January 31, 2020	
<b>Bank Checking</b>	
Beginning Balance	\$101,332.85
Deposits	\$ 87,334.89
Payments	\$ 85,495.19
<b>Ending Balance</b>	<b>\$103,172.55</b>
<b>Other Accounts</b>	
Line of credit (\$30,000) activated?	\$0.00
Holding Account Beginning	\$21,650.00
Holding Account Ending	\$21,650.00
Operating Expenses In Reserve	<1 month
<b>Public Outreach</b>	
<p><b>Social Media Narrative:</b> Upcoming High Tide; NOAA What does high tide look like?; 2020 Piscataqua Region Environmental Planning Assessment; February 2021 News; PREP Grant; Governor Postpones of Town Meetings</p> <p><b>Website:</b> Most page views: home page (451); Maps and Data/Resources (147); Communities/East Kingston (131); Staff (124); Maps and Data/Maps (118); Maps and Data (107); employment (90); Communities/South Hampton (82)</p>	

January	
<b>Staff Presentations / Activities</b>	
Seacoast Transportation Corridor Vulnerability Project Call	
Drinking Water Commission	
CAW Outreach	
Exeter and Seacoast Workforce Housing	
Offshore Wind Advisory Commission	
HBAC Symposium	
Seacoast Economy Calls	
High Tide Coordination National Weather Service	
<b>Web and Social Media Stats</b>	
theRPC.org -- Sessions	1100 sessions (-10%)
theRPC.org -- Users	924 Users (-5%)
Newsletter Engagement	28% open rate (-) 123 opened (-) 5 clicks (-)
Twitter Impressions	1631 Impressions (+28%) 353 follows (+1)
Facebook Engagement	40 Page Views(-) 70 Engagements (-)

**Budget Narrative**

<b>Bank Balance/Cash on hand:</b>	Cash reserves remain at a minimum level. We have less than one month of operating expenses on hand. Cash on hand is adequate to maintain payroll.
<b>Payables and Receivables:</b>	Remains current to be paid/received within 30 days.
<b>FY21 Working Budget:</b>	Current working budget has a potential net reserve of \$71,919 with additional potential revenue of \$267,000.

**FY21 Working Budget**

Funding Sources		Expenses	
Local Dues	\$ 167,688.00	Personnel and Benefits	\$ 809,974.73
Transportation	\$ 649,596.00	Contracted Services	\$ 131,731.00
State	\$ 11,111.00	Rent	\$ 51,546.00
Local Contracts	\$ 164,245.00	Office Expenses	\$ 28,200.00
Federal	\$ 219,786.00	Business Expenses	\$ 121,055.00
Misc	\$ 4,000.00	Miscellaneous	\$ 2,000.00
<b>Total Revenue</b>	<b>\$ 1,216,426.00</b>	<b>Total Exepnses</b>	<b>\$ 1,144,506.73</b>

<b>Potential New Revenue</b>		<b>Potential Reserve</b>	\$71,919.27
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North Hampton GIS*	\$ 6,500.00
Hampstead Master Plan*	\$ 30,000.00
PREP Local Tech Assistance	\$ 10,000.00
NSF Coastal HUB (\$200,000 4 years)	\$ 25,000.00
604B	\$ 3,000.00
NOAA - Home Elevation	\$ 70,000.00
ESLR Pavement (4 years)	\$ 60,000.00
ESLR Beach Erosion (4 years)	\$ 30,000.00
	<b>\$ 234,500.00</b>

\* reflected in working budget

**THE ROCKINGHAM PLANNING FOUNDATION**

**Statement of Incorporators**

The undersigned, being all the incorporators of The Rockingham Planning Foundation, a New Hampshire non-profit corporation (the "Foundation"), pursuant to the provisions of Chapter 292 of the New Hampshire Revised Statutes Annotated, hereby take the following action in lieu of holding the organization meeting of the incorporators of the Foundation:

**WHEREAS**, the Foundation was duly formed on December 21, 2020, by filing the Articles of Agreement with the Secretary of State of New Hampshire and by paying the necessary fees; and

**WHEREAS**, the incorporators now desire to adopt Bylaws for the Foundation and appoint the initial Directors of the Foundation, it is hereby

**RESOLVED**, that the By-laws attached to this Statement of Incorporators as Attachment 1 are hereby adopted as the By-laws of the Foundation; and

**FURTHER RESOLVED**, that the following persons, having consented to serve as directors of the Foundation, are hereby appointed the initial directors of the Foundation, to hold office until their successors are duly elected and qualify:

Richard McDermott, 26 Coach Lane, Hampton Falls, NH 03844

Alan Davis, 17 Timberland Road, Hampstead, NH 03841

Glenn Coppelman, 108 Exeter Road, Kingston, NH 03848

Mike Turell, 3 Woodlawn Avenue, Atkinson, NH 03811

Barbara Kravitz, 8 St. Cyr Drive, Hampton, NH 03842

**FURTHER RESOLVED**, that this Statement of Incorporators may be executed in counterparts, each of which shall be deemed an original, but all of which together constitute one and the same agreement. This Agreement may be delivered by electronic transmission, and electronic signatures shall be as binding as original signatures.

Date as of January 5, 2021

Signature: \_\_\_\_\_, Incorporator  
Richard McDermott


Signature: \_\_\_\_\_, Incorporator  
Alan Davis

Signature: \_\_\_\_\_, Incorporator  
Glenn Coppelman

Signature: \_\_\_\_\_, Incorporator  
Mike Turell

Signature: \_\_\_\_\_, Incorporator  
Barbara Kravitz

Signature: \_\_\_\_\_, Incorporator  
Tim Roache

Signature:  \_\_\_\_\_, Incorporator  
Roger D. Wiegley

**Bylaws<sup>[1]</sup> of<sup>[1]</sup>**  
**The Rockingham Planning Foundation**  
**A New Hampshire Non-Profit Corporation**

**ARTICLE 1<sup>[1]</sup>**

**OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is located in Rockingham County, New Hampshire.

**SECTION 2. CHANGE OF ADDRESS**

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The board of directors may, however, change the principal office from one location to another within the named county. Initially, the principal office of the corporation shall be 1521 Concord Pike #303, in the City of Wilmington, County of New Castle, Zip Code 19803.

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without the State of New Hampshire, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

**ARTICLE 2<sup>[1]</sup>**

**PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES**

The objectives and purposes purpose of the corporation shall be limited to the promotion, and mobilization of private sector funding to support coordinated planning for housing, land use, transportation access, resiliency to climate change and environmental protection to benefit the citizens and communities of the Rockingham Planning Commission planning region, thereby intending to lessen the burdens of government, combat community deterioration and aid in meeting the needs of underprivileged populations within the meaning of Section 501(c)(3) of the Internal



Revenue Code, or corresponding sections of any future federal tax code. In order to accomplish its purpose, the corporation may solicit funds, real property or personal property in its own name. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

## **ARTICLE 3<sup>[1]</sup><sub>[SEP]</sub>**

### **DIRECTORS**

#### **SECTION 1. NUMBER**

The corporation shall have five directors and collectively they shall be known as the board of directors. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

#### **SECTION 2. POWERS**

The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

#### **SECTION 3. DUTIES**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws;
- (b) 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 corporation;
- (c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these bylaws;
- (e) Register their addresses with the secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

#### **SECTION 4. TERMS OF OFFICE**

Each director shall hold office until the next annual meeting for election of the board of directors as specified in these bylaws, and until his or her successor is elected and qualifies.

#### **SECTION 5. COMPENSATION**

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any non-director capacity unless such compensation is reasonable and is allowable under the provisions of Section 6 of this Article. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

#### **SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS**

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

#### **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of New Hampshire that has been designated from time to time by resolution of the board of directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- c) The corporation adopts and implements some means of verifying (1) that all

persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and (2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

#### **SECTION 8. REGULAR AND ANNUAL MEETINGS**

Regular meetings of directors shall be held on first day of April at 10:00 AM, unless such day falls on a Saturday, Sunday or legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

At the annual meeting of directors held on April 1st, directors shall be elected by the board of directors in accordance with this section. Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote, with voting being by ballot only.

#### **SECTION 9. SPECIAL MEETINGS**

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of New Hampshire, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

#### **SECTION 10. NOTICE OF MEETINGS**

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or email. If sent by first-class mail, the notice shall be deemed to be delivered on its deposit in the mails. If sent by email, the notice shall be deemed to be delivered when sent. Such notices shall be addressed to each director at his or her postal address or email address, as applicable, as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

#### **SECTION 11. CONTENTS OF NOTICE**

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any board meeting shall be specified in the notice.

#### **SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the board, however called and noticed or wherever

held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

### **SECTION 13. QUORUM FOR MEETINGS**

A quorum shall consist of a majority of the directors.

Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this corporation.

### **SECTION 14. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation or bylaws of this corporation, or provisions of New Hampshire law require a greater percentage or different voting rules for approval of a matter by the board.

### **SECTION 15. CONDUCT OF MEETINGS**

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated or, in his or her absence, the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

**SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

**SECTION 17. VACANCIES**

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

The board of directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty of a director under New Hampshire law.

Directors may be removed without cause by a majority of the directors then in office.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the attorney general.

Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these bylaws, or (3) a sole remaining director.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the board of directors or until his or her death, resignation, or removal from office.

**SECTION 18. NONLIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**SECTION 19. INDEMNIFICATION BY CORPORATION OF**

## **DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of New Hampshire law.

### **SECTION 20. INSURANCE FOR CORPORATE AGENTS**

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of New Hampshire law.

## **ARTICLE 4<sup>[11]</sup><sub>[SEP]</sub>**

### **OFFICERS**

#### **SECTION 1. NUMBER OF OFFICERS**

The officers of the corporation shall be a president, a secretary, and a chief financial officer who shall be designated the treasurer. The corporation may also have, as determined by the board of directors, a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, or other officers. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president or chairperson of the board.

#### **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any person may serve as an officer of this corporation. Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

#### **SECTION 3. SUBORDINATE OFFICERS**

The board of directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors.

#### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

#### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

#### **SECTION 6. DUTIES OF PRESIDENT**

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, he or she shall preside at all meetings of the board of directors. If applicable, the president shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

#### **SECTION 7. DUTIES OF VICE PRESIDENT**

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

## **SECTION 8. DUTIES OF SECRETARY**

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, 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.

Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these bylaws.

Keep at the principal office of the corporation a membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, the secretary shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

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 of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

## **SECTION 9. DUTIES OF TREASURER**

Subject to the provisions of these bylaws relating to the "Execution of Instruments, Deposits, and Funds," the treasurer shall:



Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

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 corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

## **SECTION 10. COMPENSATION**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 3, Section 6, of these bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

## **ARTICLE 5<sup>[1]</sup><sub>SEP</sub>**

### **COMMITTEES**

#### **SECTION 1. EXECUTIVE COMMITTEE OF THE BOARD**

The board of directors may, by a majority vote of directors, designate two (2) or more of

its members (who may also be serving as officers of this corporation) to constitute an executive committee of the board and delegate to such committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the board or on any committee that has the authority of the board.
- (c) The fixing of compensation of the directors for serving on the board or on any committee.
- (d) The amendment or repeal of bylaws or the adoption of new bylaws.
- (e) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (h) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

## **SECTION 2. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

## **SECTION 3. MEETINGS AND ACTION OF 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 bylaw 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 meetings of committees may be fixed by resolution of the board of directors or by the committee. The time for special meetings of committees may also be fixed by the board of directors. 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.

## **ARTICLE 6<sup>[1]</sup><sub>SEP</sub>**

### **EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

#### **SECTION 1. EXECUTION OF INSTRUMENTS**

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, 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 corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **SECTION 2. 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 corporation shall be signed by the treasurer and countersigned by the president of the corporation.

#### **SECTION 3. DEPOSITS**

All funds of the corporation shall 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 may select.

#### **SECTION 4. GIFTS**

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

## **ARTICLE 7<sup>[1]</sup><sub>SEP</sub>**

### **CORPORATE RECORDS, REPORTS, AND SEAL**

#### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors and committees of the board, indicating the time

and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

(d) A copy of the corporation's articles of incorporation and bylaws and any amendments to either of them.

## **SECTION 2. CORPORATE SEAL**

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

## **SECTION 4. ANNUAL REPORT**

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, which report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

(e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

**SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS**

This corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

Any transaction in which the corporation was a party and in which any director or officer of the corporation had a direct or indirect material financial interest (a mere common directorship shall not be considered a material financial interest and salaries of officers approved by the directors need not be reported).

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the directors.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

**ARTICLE 8<sup>[1]</sup><sub>[SEP]</sub>**

**FISCAL YEAR**

**SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE 9<sup>[1]</sup><sub>[SEP]</sub>**

**CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES**

**SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess

benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **SECTION 2. DEFINITIONS**

### (a) Interested Person.

Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

### (b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- (2) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **SECTION 3. CONFLICT OF INTEREST AVOIDANCE PRODEDURES**

### (a) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### (b) Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS**

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **SECTION 5. COMPENSATION APPROVAL POLICIES**

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- (a) the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.
- (b) all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
  1. is not the person who is the subject of compensation arrangement, or a family member of such person;



2. is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
  3. does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
  4. has no material financial interest affected by the compensation arrangement; and
  5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- (c) the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
  2. the availability of similar services in the geographic area of this organization
  3. current compensation surveys compiled by independent firms
  4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- (d) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
1. the terms of the compensation arrangement and the date it was approved
  2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member
  3. the comparability data obtained and relied upon and how the data was obtained.
  4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board

or committee shall record in the minutes of the meeting the basis for its determination.

5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.
6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

## **SECTION 6. ANNUAL STATEMENTS**

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **SECTION 7. PERIODIC REVIEWS**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on

competent survey information, and the result of arm's-length bargaining.

- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

**SECTION 8. USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE 10<sup>[L]</sup><sub>[SEP]</sub>**

**AMENDMENT OF BYLAWS**

**SECTION 1. AMENDMENT**

These bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the board of directors.

**ARTICLE 11<sup>[L]</sup><sub>[SEP]</sub>**

**PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

**SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the board of directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. Upon dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this corporation and not otherwise



**Upper Valley Lake Sunapee Regional Planning Foundation**

**Bylaws**

## **Article I. Articles of Agreement**

1.1. Name; Location. The name, location of the registered office, the registered agent, and the purposes of the Corporation shall be as set forth in the Articles of Agreement, and these Bylaws.

1.2. Purpose; Powers. The purposes and powers of the Corporation and its directors, and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Agreement, and the Articles of Agreement are hereby made a part of these Bylaws.

1.3. Reference. All references in these Bylaws to the Articles of Agreement shall be construed to mean the Articles of Agreement of the Corporation as from time to time amended.

## **Article II. Directors**

2.1. Responsibilities. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation, and shall have the power to appoint and remove all officers and employees and prescribe their duties, not inconsistent with the provisions of these Bylaws, and generally shall have full power to do, or require to be done everything deemed necessary or expedient for the welfare of the Corporation.

2.2. Number. The number of directors of the Corporation shall be equal to seven (7). The Board of Directors shall at all times include (i) the six members of the Upper Valley Lake Sunapee Regional Planning Commission (“UVLSRPC”) Executive Committee (as such Executive Committee is described in Article XI, Section 4 of the UVLSRPC bylaws) (the “Affiliated Directors”), and (ii) one member who is not a member of the UVLSRPC board of directors and who is appointed by the Affiliated Directors (the “Unaffiliated Director”). In the event of a change in the membership of the UVLSRPC Executive Committee, the corresponding change in the Corporation’s directors will be immediately effective.

2.3. Committees. The Board of Directors may designate one or more committees of the Board. A committee must include at least one director among its members. A committee shall have the powers granted to it by these Bylaws or as delegated to it by the Board of Directors. A director may be a member of more than one committee.

2.4. Meetings; Notice; Waivers. The directors may hold meetings in such place or places, within or without the State of New Hampshire, as the Board of Directors may determine from time to time. The Board of Directors shall hold its annual meeting during the month of June for the organization, election of officers, and consideration of any other business that may properly come before the meeting.

Special meetings of the Board of Directors may be called by the President or at the written request of any two (2) Board members.

Notice of the date, time, and place of an annual or a special meeting shall be given to each director at least two (2) days prior to each meeting. Such notice may be oral if reasonable under

the circumstances; otherwise, such notice shall be in writing. Notice of a special meeting shall include, in addition to the foregoing information, the purpose for which it is called. Notice may be waived by a director in writing signed either before or after the meeting for which such notice was required to be given, and shall be deemed waived by any director who attends the meeting for which such notice was required to be given, unless such attendance is for the express purpose of objecting to the holding of the meeting and such director does not thereafter vote for or assent to action taken at the meeting.

2.5. Quorum; Voting. A majority of the directors then in office shall constitute a quorum for the transaction of any business. The affirmative vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except as the Articles of Agreement, these Bylaws or New Hampshire law shall otherwise require.

2.6. Telephone Etc. Meetings and Written Consents. Any action required or permitted to be taken at any meeting of the Board of Directors or committees thereof may be taken through the use of any means of communication, including telephone conference call, by which all directors participating may simultaneously hear each other during the meeting, and may also be taken without a meeting if two-thirds of the members of the Board of Directors or committee, as the case may be, consent to such action in writing and the writing or writings are filed in the minute book of the board or committee. Writings may include electronic communications (email).

2.7. Vacancies. If a vacancy occurs on the Board of Directors for any reason, such vacancy may be filled by UVLSRPC. A director so chosen shall hold office for the unexpired term of his or her predecessor, or until his or her earlier death, resignation or removal.

2.8. Resignation and Removal of Directors. A director may resign at any time by giving written notice to the Board of Directors. The resignation will take place upon receipt by the Corporation. The Unaffiliated Director may be removed for cause by the Affiliated Directors, at a meeting called for that purpose and upon a vote of two-thirds (2/3) of the Affiliated Directors. Any of the Affiliated Directors may be removed for cause by UVLSRPC by removing such Affiliated Director from the UVLSRPC Executive Committee. A person who is removed from directorship shall not engage in any activities related to the Corporation or represent himself or herself as a member thereof.

2.9. Advisory Members. The Board of Directors may have advisory members who shall be allowed to attend Board meetings, but who shall not have any vote. Advisory members shall be elected by a majority vote of the Board of Directors at any regularly scheduled meeting or at a special meeting called for that purpose.

### **Article III. Officers; Executive Director**

3.1. Officers. The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer. The Corporation may have such other officers, including without limitation, Vice Presidents, Assistant Secretaries, or Assistant Treasurers, as may be appointed by the Board of Directors. The officers of the Corporation shall be elected at the annual meeting to serve for a

period of one (1) year or thereafter until he or she resigns, is removed, or until his or her successor is appointed.

3.2. President. The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and the Corporation. The President shall be the chairman of any executive committee created by the Board of Directors, and a member, ex officio, of all other committees constituted by the Board of Directors.

3.3. Vice President. The Vice-President, if any, shall in the absence or disability of the President perform the duties of the President and act in his or her stead.

3.4. Secretary. The Secretary shall, in addition to any duties imposed upon him or her by virtue of his or her office pursuant to these Bylaws, keep an attested copy of the Articles of Agreement and amendments thereto, and of these Bylaws with a reference on the margin of said Bylaws to all amendments thereof and custody of all other valuable papers of the Corporation, all of which documents and books shall be kept at the registered office of the Corporation or the office of the Secretary. The Secretary shall keep, at the registered office of the Corporation or his or her office, a record of the meetings of the directors and a record of all actions of the directors taken without a meeting. The Secretary shall give or cause to be given such notice as may be required of and all meetings of the Board of Directors, and shall keep the seal of the Corporation in safe custody and affix it to any instrument when such action is incident to his or her office or is authorized by the Board of Directors. The Secretary shall be responsible for authenticating records of the Corporation. The Assistant Secretary, or if there are more than one, the Assistant Secretaries, in the order determined by the Secretary, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors and the Secretary may from time to time prescribe.

3.5. Treasurer. The Treasurer shall, subject to the direction and under the supervision of the Board of Directors, be responsible for the financial affairs of the Corporation, prepare all necessary reports concerning same, keep an accurate record of funds, pay all bills as presented, and make such investments as the directors shall approve, and have the authority to endorse for deposit or collection all notes, checks, drafts and other obligations for the payment of money payable to the Corporation or its orders, and to accept drafts on behalf of the Corporation; and shall keep, or cause to be kept, accurate books of account, which shall be the property of the Corporation. If no Treasurer is elected or appointed, the President shall undertake such duties. The Treasurer shall make a regular report to the Board of Directors on the state of the Corporation's finances. A copy of all financial records shall be kept on file at such a place as the Board of Directors ordains. The Assistant Treasurer, if any, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors and the Treasurer may from time to time prescribe and shall be responsible to and shall report to the Treasurer.

3.6. Other Powers and Duties. Subject to these Bylaws, each officer shall have, in addition to the duties and powers specifically set forth in these Bylaws, such duties and powers as the Board of Directors or the President may from time to time delegate to him or her.



3.7. Resignation and Removal of Officers. Any officer may resign at any time upon delivery of his or her resignation in writing to the Corporation. Such resignation shall be effective upon delivery unless specified to be effective at a later date. Any officer may be removed at any time for cause or without cause by the Board of Directors. Neither notice nor a hearing need be given to any officer proposed to be so removed.

3.8. Vacancies. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors at any time, in the same manner as provided for ordinary elections of officers by directors, and an officer so chosen shall hold office until the next regular election for that office, or until earlier death, resignation or removal.

3.9. Salaries. The salaries of all officers shall be fixed from time to time by the Board of Directors.

#### **Article IV. Notes, Checks, Drafts, and Contract**

4.1. Notes, Checks, and Drafts. The notes, checks and drafts of the Corporation shall be signed by such persons as the Board of Directors may designate from time to time. Manual signature or signatures shall be required on all notes, drafts and checks of the Corporation.

4.2. Contracts. Contracts of the Corporation shall be executed by such person or persons as may be designated by the Board of Directors.

#### **Article V. Indemnification**

5.1. Definitions. For purposes of this Article:

- a. A “Director” means an individual who is or was a director of the Corporation.
- b. “Expenses” means the reasonable costs (including reasonable attorneys’ fees) incurred in connection with a Proceeding.
- c. A “Proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal.

5.2. Right to Indemnification. The Corporation shall indemnify a wholly successful Director, on the merits or otherwise, in defense of any Proceeding to which he or she was a party because he or she is or was a director of the Corporation for his or her expenses in connection with the Proceeding. Except as limited by law, the Corporation may indemnify its Directors against all Expenses incurred by them in connection with any Proceedings in which they are made a party as a result of their service as a Director if the Director (i) conducted himself or herself in good faith, (ii) reasonably believed that his or her conduct in official capacity was in the Corporation’s best interests and all other capacities was at least not opposed to the Corporation’s best interests and (iii) with respect to a criminal proceeding, had no reasonable cause to believe the conduct was unlawful and was finally found not to have engaged in a reckless or intentional unlawful act. The Corporation may not indemnify a Director in connection with a Proceeding by or in the right

of the Corporation in which the Director was adjudged liable to the Corporation or in connection with any other Proceeding charging and adjudicating liability for improper personal benefit to the Director.

5.3. Advance Payments. Except as limited by law, Expenses incurred by a Director who is a party to any Proceeding may be paid by the Corporation to said Director in advance of final disposition of the Proceeding upon receipt of a written affirmation of the Director's good faith belief that he or she has met the standards of conduct set forth in Sections 5.2(i), (ii) and (iii) above; and a written undertaking executed personally by or on behalf of the Director to repay such amount if it is ultimately determined that the Director did not meet such standards of conduct; and those parties entitled to make such determination under Section 5.4 hereof determine that no other provision of law precludes indemnification. The foregoing written undertaking shall be an unlimited general obligation but need not be secured and may be accepted without reference to the financial ability to make repayment; provided, however, that no such advance payment of Expenses shall be made if it is determined pursuant to Section 5.4 of this Article based on the facts known at that time that said Director is ineligible for indemnification.

5.4. Determinations; Payments. The determination of whether a Director is eligible or ineligible for indemnification under any provision of this Article shall be made in each instance by (i) the Directors by a majority vote of a quorum consisting of directors who are not parties to the Proceeding; or (ii) if a quorum of directors cannot be obtained, then by a majority vote of a committee of at least two (2) directors who are not partners to the Proceeding, which committee shall be duly designated by the Directors, or (iii) independent special legal counsel appointed by a majority of such Directors or committee thereof, or if there are none, by a majority of the Directors in office. Notwithstanding the foregoing, a court having jurisdiction (which need not be the court in which the Proceeding in question was brought) may grant or deny indemnification in each instance under the provisions of law and this Article.

5.5. Insurance. The Corporation may purchase and maintain insurance on behalf of any director, officer, employee or agent of the Corporation against any liability asserted against or incurred by him or her in serving in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability or cost.

5.6. Non-Exclusivity. The provisions of this Article shall not be construed to limit the power of the Corporation to indemnify its Directors to the full extent permitted by law or to enter into specific agreements, commitments or arrangements for indemnification permitted by law.

5.7. Officers, Employees, and Agents. An officer of the Corporation who is not a director is entitled to mandatory indemnification to the same extent as a director under Section 5.4 of this Article and may apply for court-ordered indemnification under Section 5.4 of this Article. The Corporation shall have the power to indemnify any of its officers, employees or agents who are not Directors on any terms not prohibited by law that the Corporation deems to be appropriate. The absence of any express provision for indemnification herein shall not limit any right of indemnification existing independently of this Article.

5.8. Savings Clause. If Sections 5.1 through 5.7 of this Article V or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each director and officer and may indemnify any other person entitled to indemnification as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation, to the full extent permitted by any applicable portion of these Bylaws that shall not have been invalidated and to the full extent permitted by applicable law.

## **Article VI. Miscellaneous**

6.1. Review of Records. 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 inspect and at such person's expense, make copies from the relevant books and corporate records of accounts, minutes and records of the Corporation, including the Corporation's financial records.

6.2. Public Records. The Corporation's annual information return shall be made available for public inspection for a three (3) year period beginning with the due date for the return. In like fashion, the Corporation shall make available for public inspection one (1) copy of the application for recognition of Federal tax exemption on form 1023 and one (1) copy of any papers submitted in support of the application and any letter or other document issued by the Internal Revenue Service with respect to such application.

6.3. Fiscal Year. The fiscal year of the Corporation shall be from July 1 to June 30.

6.4. Policies. The Board shall establish a statement of Corporation policies, and no Board member, committee, or committee member, officer or employee shall initiate, foster, or carry on any kind or manner of activity that shall conflict with the Corporation's policies. No Board member, committee or committee member, officer or employee may commit the Corporation to a policy, measure, attitude, or expense until the plan, project, or work shall have been considered and approved by the Board of Directors.

6.5. Amendments. These Bylaws may be altered, amended, or repealed by a vote of the majority of the directors then in office at any annual, regular or special directors' meeting. Any bylaw, whether made, altered, amended or repealed by the directors, may be repealed, amended or reinstated, as the case may be, by the directors as aforesaid.

## **By Laws of TASC: Transportation Assistance for Seacoast Citizens**

### **Article I: Name**

The name of the Corporation shall be Transportation Assistance for Seacoast Citizens, doing business as "TASC".

### **Article II: Purpose**

The purpose TASC shall be to mobilize and coordinate a network of volunteer drivers to provide rides to eligible residents of the towns of Exeter, Greenland, Hampton, Hampton Falls, North Hampton, Rye, Seabrook and Stratham, New Hampshire. Eligible residents shall include ambulatory senior citizens and other ambulatory adults whose health, physical challenges or disability prevent them from driving. Additional towns may be added at the discretion of the Board of Directors. The overall goal of this effort shall be to allow eligible residents to access medical care and other life sustaining services; to fulfill essential needs such as grocery shopping; and to participate actively in their communities.

### **Article III: Meeting of Incorporators**

There shall be a meeting of the Incorporators, upon filing the Articles of Incorporation with the State of New Hampshire; the Incorporators shall act to appoint a Board of Directors.

### **Article IV: Board of Directors**

#### Sections 1: General Powers

The business and affairs of the Corporation shall be managed by its Board of Directors. The Directors shall, in all cases, act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and management of the Corporation as they may deem proper, not inconsistent with these Bylaws and laws of the State of New Hampshire.

#### Sections 2: Number

The number of Directors of the Corporation shall at all times be at least three (3), with the maximum number as is deemed necessary by the Board.

#### Section 3: Qualifications

Directors shall be of the age of majority of the State of New Hampshire. A Director may be any person from the communities served by TASC, or from outside these communities who subscribes to the purposes of the Corporation.

#### Section 4: Tenure

Directors shall be elected by the affirmative vote of a majority of the Directors present at a duly held meeting of the Board, except that no Director shall vote for his/her own election. Each Director shall hold office for a period of one year and may serve no more than five consecutive one year terms.

### Section 5: Removal from Office

A Director may be removed from office, with or without cause, by an affirmative vote of the majority of Directors present at a duly called meeting, provided that not less than five days and not more than thirty days notice of such meeting, stating that removal of such Director is to be on the agenda, shall be given to each Director.

### Section 6: Duties

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and except as otherwise provide in these Bylaws, prescribe the duties of all officers, agents, and employees of the Corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses and e-mail addresses with the Secretary of the Corporation and notices of meetings mailed, e-mailed or delivered to them at such addresses shall be valid notices thereof.

### Section 7: Compensation

No compensation shall be paid to any members of the Board of Directors for services as a member of the Board, except that, by resolution of the Board, Directors may be reimbursed for expenses incurred on behalf of the Corporation.

### Section 8: Regular Meetings

The Board of Directors must hold regular meetings at least three (3) times a year at such times and places as a majority of the Directors in office determine. The Board may delegate this determination to the President. The regular meeting immediately prior to the end of the fiscal year shall be the annual meeting.

### Section 9: Special Meetings

Special meetings of the Board of Directors may be called at any time upon request of the President, any two Directors, or the Executive Director/ Coordinator, provide that such request shall specify the purpose of the meeting.

### Section 10: Notice of Meetings

Written notices (electronic or hard copy) stating the date, time and place of all meetings shall be sent to each Director at least five (5) days before each meeting. In the event an emergency meeting must be called and time constraints do not allow for the five-day notice, any meeting at which all the Directors are present, or of which the absent Directors waive notice, shall be a legal meeting, as though called as herein provided (See Article V). The absent Directors must waive notice, in writing, within ten (10) days after the meeting has been held.

### Section 11: Quorum

The presence of a simple majority of the Directors at any duly constituted meeting shall constitute a quorum for the transaction of business at all meetings.

### Section 12: Manner of Acting

The act of a majority of the Board of Directors, a majority of the Directors then in office, shall be necessary and sufficient to constitute a quorum for the transaction of business.

### Section 13: Newly Created Directorships and Vacancies:

Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring on the Board for any reason may be filled by majority vote of the remaining members of the Board of Directors. A Director elected to fill a vacancy caused by resignation, death or removal, shall be elected to hold office for the unexpired term of his/her predecessor.

### Section 14: Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President, or, in the absence of the President, by a person chosen by a majority of Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meeting of the Board, recording minutes. In the absence of the Secretary, the presiding officer shall appoint another person to act as Secretary of the Meeting.

### Section 15: Attendance at Meetings

Attendance records of the Board of Directors' meetings shall be kept by the Secretary. All Directors are expected to attend regular meetings and are expected to provide sufficient reason for any absence to the President or Executive Director. Any Director with three unexcused absences may be removed from the Board.

## **Article V: Officers**

### Section 1: Number

The officers of the Corporation shall be a President, a Secretary, and a Treasurer, each of whom shall be elected by the Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Directors.

### Section 2: Election and Term of Office

The officers of the Corporation shall be elected at the first meeting of the Board of Directors, and annually thereafter, by an affirmative vote of the majority of the Board present at a duly held meeting.

### Section 3: Removal

Any office may be removed, with or without cause, by an affirmative vote of the majority of the Directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given in advance of such meeting.

### Section 4: Vacancies

A vacancy in any office because of death, resignation, or removal may be filled by majority vote of the Directors for the unexpired portion of the term.

### Section 5: Duties of President

The President shall be the principal executive officer of the Corporation. Subject to the control of the Directors, the President shall, in general, supervise and control all of the business and affairs of the Corporation. S(he) shall, when present, preside at all meeting, act as a liaison between the Board and the executive Director, and in general shall perform all duties incident to the office of President and such other duties as may be determined by the Board.

### Section 6: Duties of the Secretary

The Secretary shall keep the minutes of the Directors' meetings, see that all notices are duly given in accordance with the provisions of these Bylaws, or, as required, be custodian of the corporate records. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

### Section 7: Duties of the Treasurer

The Treasurer shall have charge and custody and be responsible for all funds of the Corporation; receiving and keeping the monies of the Corporation and disbursing funds as authorized. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors.

## **Article VI: Executive Director**

The Board of Directors may employ an executive Director and other employees as necessary to carry out the programs of the Corporation. The executive Director shall perform all duties as may be assigned by the President from time to time. The Board of Directors shall fix the salary of the executive Director.

## **Article VII: Contracts, Loans, Checks, and Deposits**

### Section 1: Contracts

The Directors may authorize an officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

## Section 2: Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness be issued in its name unless authorized by a resolution of the Directors. Such authority may be general or confined to specific instances.

## Section 3: Checks and Drafts

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such office or officers, agent or agents of the Corporation and in such a manner as shall from time to time be determined by resolution of the Directors.

## Section 4: Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Directors may select.

## Section 5: Maintenance of Corporate Records

The Corporation shall keep at its principal office:

- (a) Minutes of all meetings of Directors and committees of the Board
- (b) Adequate and correct books and records of account
- (c) A copy of the Corporation's Articles of incorporation and Bylaws amended to date.

## **Article VIII: Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of January of each year.

## **Article IX-Amendments**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Directors present at the annual meeting. However, in no event may any amendments be made which would affect the Corporation's qualification as a tax exempt organization pursuant to Section 501 (c)(3) of the Internal Revenue Service Code or corresponding section of any future federal tax code.

## **Article X: Non-discrimination**

The Corporation shall not discriminate against any person in any manner on the basis of sex, race, age, religion, handicap or ethnic origin.



### **Article XI: Limitation of Liability**

Unless otherwise expressly authorized by the Board, the Directors and officers shall serve without compensation; and pursuant to Section 508:16 of New Hampshire Revised Statutes Annotated (RSA), shall not be liable for bodily injury, personal injury, and property damage if the claim for such damages arises from an act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the purposes of the Corporation.

The Directors and Officers of the Corporation shall not be liable to the Corporation for monetary damages for breach of their fiduciary duties to the full extent permitted by N.H. RSA 292.

### **Article XII: Indemnification**

The Corporation shall indemnify and hold its Directors and officers harmless from and against all suits, claims, injuries or damages asserted against them, so long as the Director or officer to be indemnified has not acted in bad faith or engaged in intentional misconduct or knowing violation of the law, or derived an improper personal benefit.

### **Article XIII: Conflict of Interest**

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Corporation shall be disclosed to the Board in writing, 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 exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5000) in a fiscal year, a two-thirds vote of disinterested Directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two thirds vote of the disinterested Directors and publication the newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and actual vote itself. Every new member of the Board shall be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging understanding of, and agreement with this policy. The 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 XIV: Policies**

Policies may be submitted to the Directors for adoption at any regular or special meeting by simple majority.

Policies adopted by the Directors shall apply to the governing and operation of the organization.

### **Article XV: Distribution of Assets**

Upon the dissolution of this Corporation, its assets remaining after payment or provision of payment of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. Such distribution shall be made in such proportion as the Board of Directors shall determine, in accordance with all applicable provisions of the laws of this state.

Adoption of Bylaws

We, the undersigned, are all of the initial Directors of this Corporation, and we consent to, and hereby do adopt the foregoing Bylaws, consisting of six (6) preceding pages, as the Bylaws of this Corporation.

Signature :

Date:

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## **BYLAWS OF NH SEACOAST GREENWAY ALLIANCE**

### ARTICLE I — NAME AND PURPOSE

*Section 1 — Name:* The name of the organization shall be New Hampshire Seacoast Greenway Alliance (NHSGA). It shall be a nonprofit organization incorporated under the laws of the State of New Hampshire.

*Section 2 — Purpose:* The New Hampshire Seacoast Greenway Alliance is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

The purpose of the NHSGA is to provide for regional coordination on policy development, management, maintenance, fundraising and promotion for the New Hampshire Seacoast Greenway. In so doing the NHSGA will provide on-going stewardship of the Greenway as a regional recreation facility. The Greenway is to be developed for the benefit the citizens of the seven corridor communities of Seabrook, Hampton Falls, Hampton, North Hampton, Rye, Greenland and Portsmouth; as well as the surrounding Seacoast region.

Through its activities the NHSGA will provide to the public a high quality non-motorized recreational trail and linear park offering recreational, educational, community development and health opportunities and other activities incidental to providing its purpose.

### ARTICLE II — MEMBERSHIP

*Section 1 — Membership:* Membership shall consist of the board of directors. New directors may be nominated and voted in by existing directors.

### ARTICLE III — BOARD OF DIRECTORS

*Section 1 — Board role, size, and compensation:* The board is responsible for overall policy and direction of the NHSGA, and delegating responsibility of day-to-day operations to the members and committees, and engaging outside professional services as it deems appropriate. The board shall have no fewer than 5 and no more than 15 members. Directors shall primarily be recruited from the seven corridor communities, and the NHSGA shall make reasonable efforts to have representation from all seven communities. Directors receive no compensation other than reimbursement for reasonable expenses.

*Section 2 — Terms:* All directors shall serve two-year terms, but are eligible for re- election for up to five consecutive terms.

*Section 3 — Meetings and notice:* The board of directors shall meet as necessary, and at least once annually. An official board meeting requires that each director have written or email notice at least 3 business days in advance indicating the meeting time and place.

*Section 4 — Board elections:* During the last quarter of each fiscal year of the NHSGA, directors shall elect new directors and officers to replace those whose terms will expire at the end of the fiscal year. The fiscal year of the NHSGA shall be the calendar year. This election shall take place during a regular meeting of the board of directors, called in accordance with the provisions of these bylaws.

*Section 5 — Election procedures:* New directors and officers shall be elected by a majority of the members present at such a meeting, provided there is a quorum present. Directors and officers so elected shall serve a term beginning on the first day of the next fiscal year.

*Section 6 — Quorum:* At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned 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 7 — Officers and Duties:* There shall be four officers of the board of directors, consisting of a President, Vice-President, Secretary and Treasurer. If desired by the board, the offices of Secretary and Treasurer may be filled by a single individual. Their duties are as follows:

*The President* shall convene regularly scheduled board meetings, shall preside or arrange for another officer to preside at each meeting in the following order: Vice-President, Secretary, Treasurer.

*The Vice-President* shall lead the board in the President's absence and shall chair committees on special subjects as designated by the board.

*The Secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each director, and assuring that corporate records are maintained.

*The Treasurer* shall make a report at each regularly scheduled board meeting. The treasurer shall: ensure that all disbursements of funds are accurate and appropriate, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to directors and the public.

*Section 8 — Vacancies:* When a vacancy on the board or in an officer position exists mid-term, the secretary must receive nominations for new members from present directors two weeks in advance of a board meeting. These nominations shall be sent out to directors with

the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular director's term.

*Section 9 — Resignation and termination:* Resignation from the board must be in writing and received by the secretary. A director may be removed with cause at any time by the vote of a majority of the directors in office. Any officer may be removed with or without cause at any time by the vote of two thirds of the directors then in office.

*Section 10 — Special meetings:* Special meetings of the board shall be called upon the request of the President, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each director at least three business days in advance.

*Section 11 - Action by Vote:* When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization or the bylaws.

*Section 12 - Action by Writing:* Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing, including via email, and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

*Section 13 - Presence through Communications Equipment:* Unless otherwise provided by law or the articles of organization, directors may participate in a meeting of the board of directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

*Section 14 –Financial Records and Expenditures:* The financial records of the organization are public information and shall be made available to Directors and the public. The Treasurer shall ensure that funds are deposited and disbursed appropriately and that accurate records are retained for all transactions. Any single expenditure exceeding \$500, or any group of expenditures to the same vendor within a one month period exceeding \$1,000 must be countersigned by the Treasurer and at least one other officer. A financial summary of receipts and expenses shall be distributed to the board at least once per quarter, and upon request of any director.

#### ARTICLE IV — COMMITTEES

*Section 1 — Committee formation:* The directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers except for the power to amend the articles of incorporation and bylaws. However any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise determine, committees shall conduct their affairs in the same manner as is provided in these bylaws for the directors. The members of any committee shall remain in office at the pleasure of the directors.

## ARTICLE V — CONFLICT OF INTEREST POLICY:

*Section 1 – Conflict of Interest:* Any possible conflict of interest on the part of any member of the Board shall be disclosed in writing to the board and made a matter of record through notification to all directors in writing within 7 calendar days of discovery of the possible conflict. A “possible conflict of interest” is defined as any transaction, activity or outcome that could be perceived by an objective third party as resulting in tangible benefit (valued at greater than \$100) to a director. Where the possible conflict of interest involving a director is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested members is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested directors and appropriate public notice, such as publication in the local newspaper, will be required.

If a conflict of interest is found the board shall have the right to take action up to and including requesting the resignation of the impacted director. In the case of a director refusing to resign under these circumstances, the director may be removed by a two thirds vote of the disinterested directors. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every 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 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 VI – LIMITATION OF LIABILITY

*Section 1 – Liability Limited:* Pursuant to RSA 508:16 or any similar, succeeding statute, the board, trustees 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 NHSGA.

The directors and officers of the NHSGA shall not be liable to the NHSGA for monetary damages for breach of their fiduciary duties to the full extent permitted by N.H. RSA 292.

## ARTICLE VII – INDEMNIFICATION

*Section 1 – Indemnification:* Each present and future director and officer, whether or not then in office, shall be indemnified by the NHSGA 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 director or officer of the NHSGA; except in relation to matters as to which he or she shall have actually adjudged in such action suit or

proceeding to be liable of negligence of misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any other by-law, agreement, or as a matter of law or otherwise.

## ARTICLE VIII – GENERAL PROVISIONS

*Section 1 – Pecuniary Benefit Transactions:* No part of the net earnings of the NHSGA shall inure to the benefit of, or be distributable to its board, directors, officers, or other private persons, except that the NHSGA 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 I hereof.

*Section 2 – Political Activity:* No substantial part of the activities of the NHSGA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the NHSGA 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.

*Section 3 – Prohibited Activities:* Notwithstanding any other provision of these Articles, the NHSGA 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.

## ARTICLE IX – DISSOLUTION OR SALE OF ASSETS

*Section 1 – Dissolution or Sale of Assets:* A two-thirds vote of the board of directors shall be required to sell or mortgage the assets of the NHSGA not in the regular course of business or to dissolve the NHSGA.

Upon dissolution of the NHSGA, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law, that would further the purpose of the New Hampshire Seacoast Greenway Alliance. No part of the net assets or net earnings of the NHSGA shall inure to the benefit of, or be paid or distributed to, an officer, director, member, employee, or donor of the organization.

## ARTICLE X - AMENDMENTS

*Section 1 – Amendments:* These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on \_\_\_\_\_.

Signed:

Date:

\_\_\_\_\_  
President

\_\_\_\_\_

\_\_\_\_\_  
Vice President

\_\_\_\_\_

\_\_\_\_\_  
Secretary

\_\_\_\_\_

\_\_\_\_\_  
Treasurer

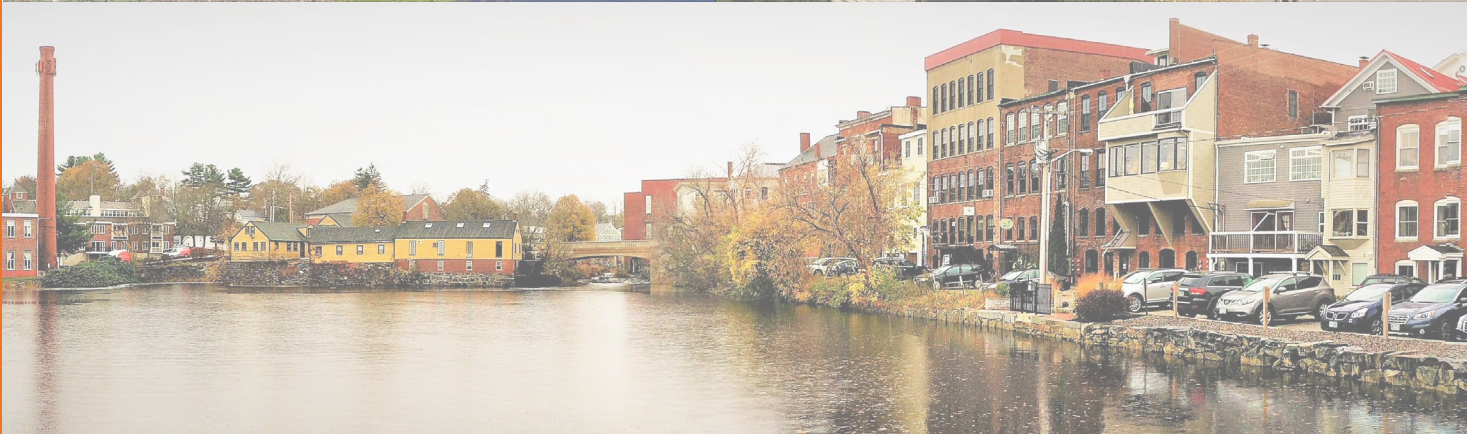
\_\_\_\_\_

\_\_\_\_\_  
Director

\_\_\_\_\_



## COMMISSIONER'S HANDBOOK



**THE ROCKINGHAM PLANNING COMMISSION**

156 Water Street, Exeter, NH 03833

Phone: 603-778-0885 Email@therpc.org TheRPC.org

**Welcome and congratulations** on your appointment as a Commissioner of the Rockingham Planning Commission.

Being an RPC Commissioner is a rewarding and impactful experience, allowing you to help guide the region to a sustainable and resilient future. Your most important duty as RPC Commissioner is to represent the needs and interests of your community as we work in collaboration to plan for the region. As a Commissioner, you provide a conduit for two-way communication between the Commission and your community.



The Commission serves three main purposes: 1) to provide member communities with individual technical assistance in planning; 2) carry out regional land use and transportation planning as required by statute; and 3) to facilitate communication and cooperation among our Members to help solve problems transcend municipal boundaries.

As a Commissioner you will also serve as a representative to the Rockingham Metropolitan Planning Organization (MPO) Policy Committee. Serving in this capacity, you will be involved in the regional transportation planning process and will help prioritize transportation needs in the region.

Our meetings are usually held on the second Wednesday of the month resulting in approximately ten meetings a year. Our practice is to meet in various locations, such as town halls and community centers around the region. You will receive an email the week before each meeting which includes the meeting location, agenda and related materials.

I invite you to read the attached Commissioner's Handbook in order to learn more about your duties as a commissioner, how the commission functions, allocation of your community's dues, and opportunities to participate in RPC committees. Additionally, the Handbook provides links to access the RPC website at [www.theRPC.org](http://www.theRPC.org) to see more information about the Commission, your role as Commissioner, how the agency operates, the RPC communities and our current work plan including regional transportation planning.

We would be pleased to answer any questions you may have, either in person, by email or by phone. If there is anything else you need, or if you have questions along the way, please don't hesitate to call.

Sincerely,



Tim Roache, Executive Director

**Welcome to the RPC Commissioner’s Handbook. This Handbook is for you!**

Your participation and the contributions you make while working with the Commission will be of great value to our region as well as for your community. Most importantly, your city or town appointed you as their representative and they are counting on you to take advantage of the benefits and services available to your community as a Member of the RPC.

In this Handbook you will find information about the Rockingham Planning Commission and the Rockingham Metropolitan Planning Organization, your role as a Commissioner, opportunities to participate on the RPC Committees, and how to access more information.

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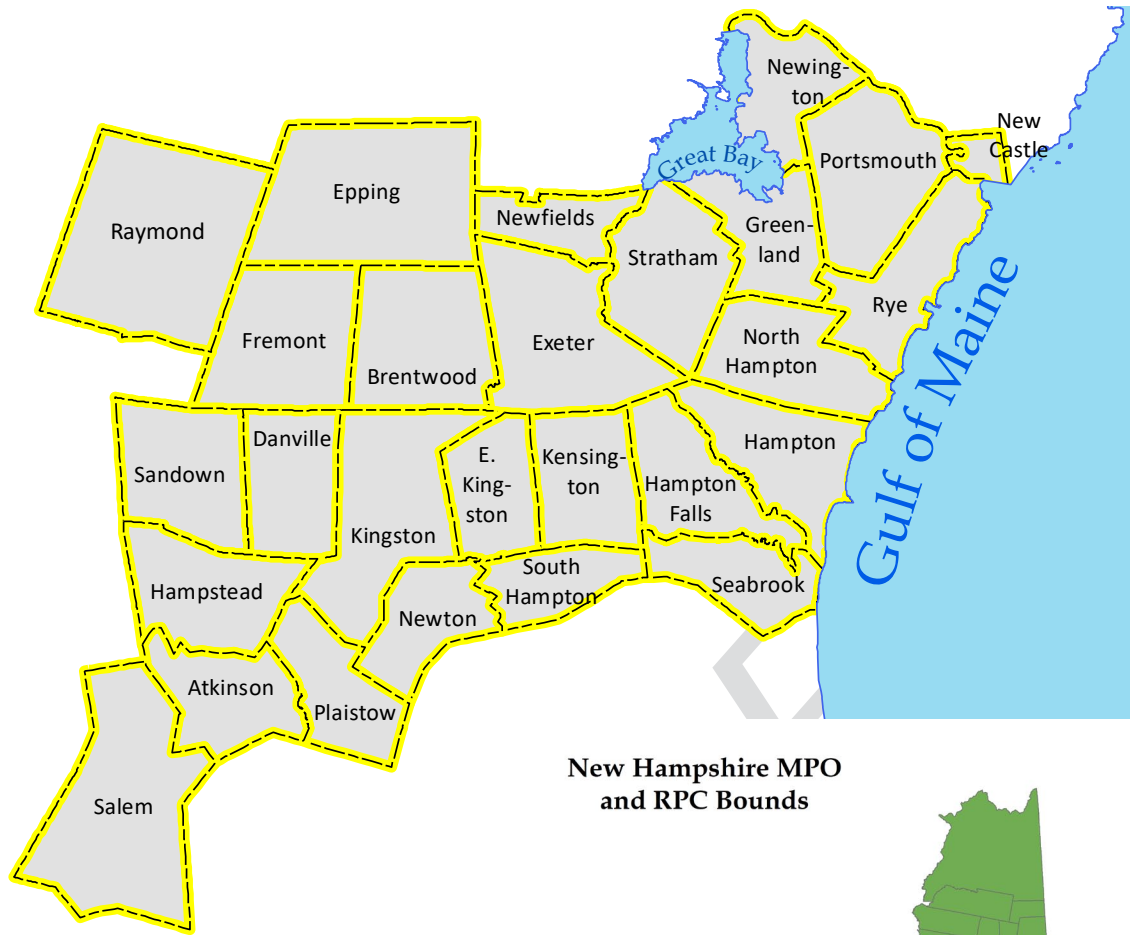
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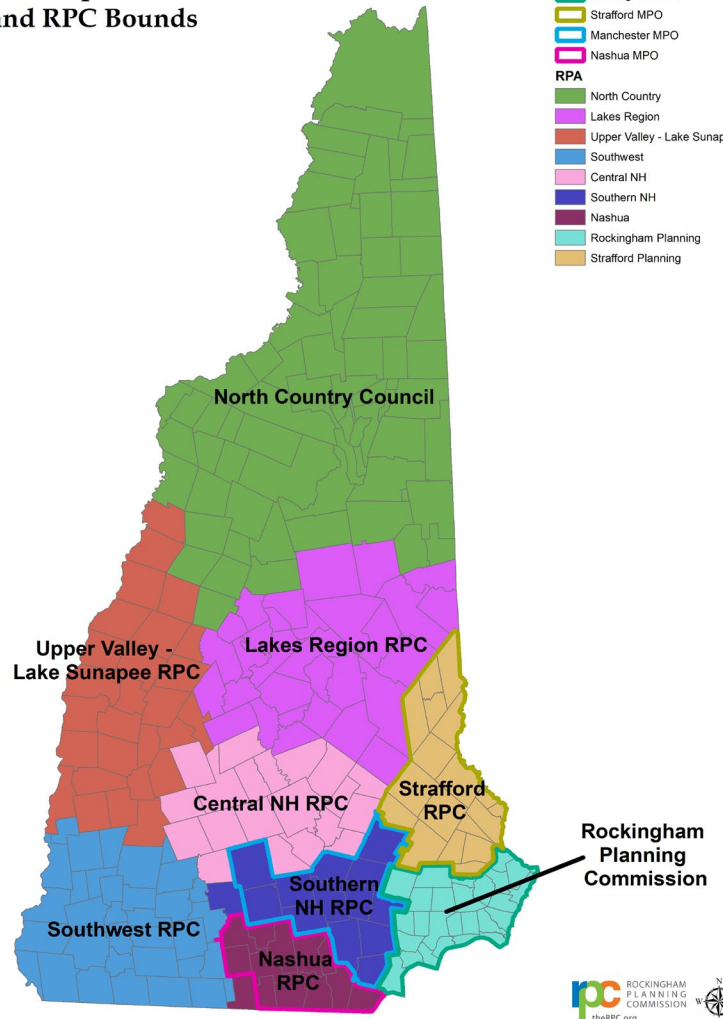
# THE RPC COMMUNITIES



**New Hampshire MPO and RPC Bounds**

- Rockingham MPO
- Strafford MPO
- Manchester MPO
- Nashua MPO
- RPA**
- North Country
- Lakes Region
- Upper Valley - Lake Sunapee
- Southwest
- Central NH
- Southern NH
- Nashua
- Rockingham Planning
- Strafford Planning

DRAFT



## WHAT IS THE ROCKINGHAM PLANNING COMMISSION?

**T**he **Rockingham Planning Commission** (the RPC) is one of nine regional planning commissions in New Hampshire. Established by RSA 36:46 in 1982, our region is comprised of 27 member communities in southern New Hampshire. Operating as a political subdivision of the State of New Hampshire, the Commission serves in an advisory role to local governments in order to promote coordinated planning, orderly growth, efficient land use, long range transportation planning, and environmental protection.

Commissioners are volunteers nominated by their local Planning Boards and appointed by Select Boards or the City Council. The term of office is 4 years; the member community may choose to appoint an alternate commissioner to vote when the delegated commissioner is absent; alternate members are encouraged to fully participate in

meetings. We meet about 10 times a year to adopt and oversee the annual work program and budget, establish Commission policies on a variety of land use and transportation planning issues important in the region, and to discuss current planning topics. The Commission is funded by membership dues, service contracts with individual municipalities for the preparation of special documents and projects, and state and federal grants aimed at strengthening local and regional planning.



## WHAT IS THE METROPOLITAN PLANNING ORGANIZATION?

**A**s a Commissioner you are also a member of the Policy Committee of the Rockingham Metropolitan Policy Organization (MPO), which is the federally designated transportation planning agency for 27 communities in southeastern New Hampshire. The MPO is part of a regional partnership with the United States Department of Transportation, New Hampshire Department of Transportation and other state agencies, regional transit agencies, community leadership, local planning and public works officials, the business community, and citizens across the planning area.



The MPO leads in the development of the region's long-range transportation plan and short-range Transportation Improvement Program (TIP) and contributes to ongoing conversations about land use, economic development, climate change, the environment, safety and security, and public health issues.

In cooperation with the New Hampshire Department of Transportation, the MPO works to plan, prioritize, and select transportation projects in our region for federal funding appropriated through the United States Department of Transportation Federal Highway Administration and Federal Transit Administration 10-year plan, and is responsible for ensuring the region is in compliance with federal planning requirements and national ambient air quality standards. In all of its programs and activities, the MPO also complies with Title VI of the Civil Rights Act of 1964, the Americans with Disabilities Act (ADA), and other federal and state non-discrimination statutes and regulations related to transportation.

For a list of current [Commissioners](#) you can visit our website.

## What is Your Role?

As a commissioner you will be acting as an agent both of the Rockingham Planning Commission and the municipality you represent. Your role is to act as a liaison between your community and the Commission. We want you to share your knowledge of your community and in turn take information about the RPC back to

your community. Most importantly, you are in a position to recognize opportunities for the RPC to provide information and planning services for the municipality you represent. You will also be asked to contribute to the Commission through decision-making and policy setting.

## What kind of Input Will Be Asked of Commissioners?

You are expected to make your opinion heard and support the nature and scope of the Commission's regional and local work programs. Review and approve the Commission's annual operating budget which will be spent to support the work activities outlined in the work program. Provide input on what you think the Commission's policies should be in specific areas like natural resources, land use, local technical assistance, water resources, housing, transportation, recreation, and open space.



Review staff produced plans and reports and communicate that information to your community when needed.

## When Do We Meet ?

Commission meetings are usually held on the second Wednesday of each month at the Commission's office or at different communities in the region. We meet on average ten times a year. In addition, an Executive Committee meets monthly and is empowered to make decisions about the operation of the Commission within

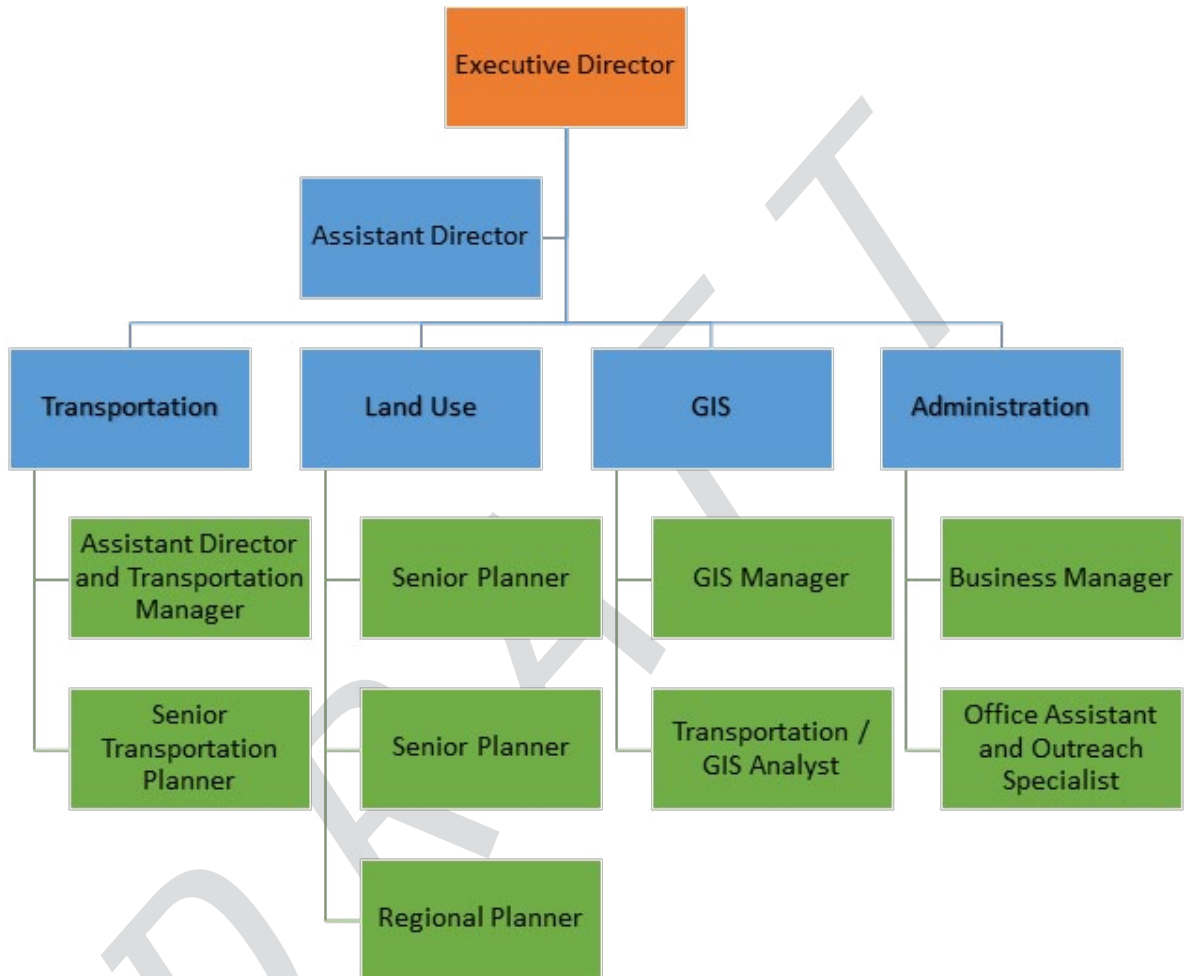
the prescribed limits outlined in the by-laws. Some Commission meetings (about four per year) are also designated as MPO Policy meetings at which non-member towns and certain state and federal agencies involved with transportation are included in the decision making.





The RPC relies upon their staff members to carry out the work needed by our communities and the state. For a current list [Staff Members](#) you can visit our website.

**Staff Organization Chart**



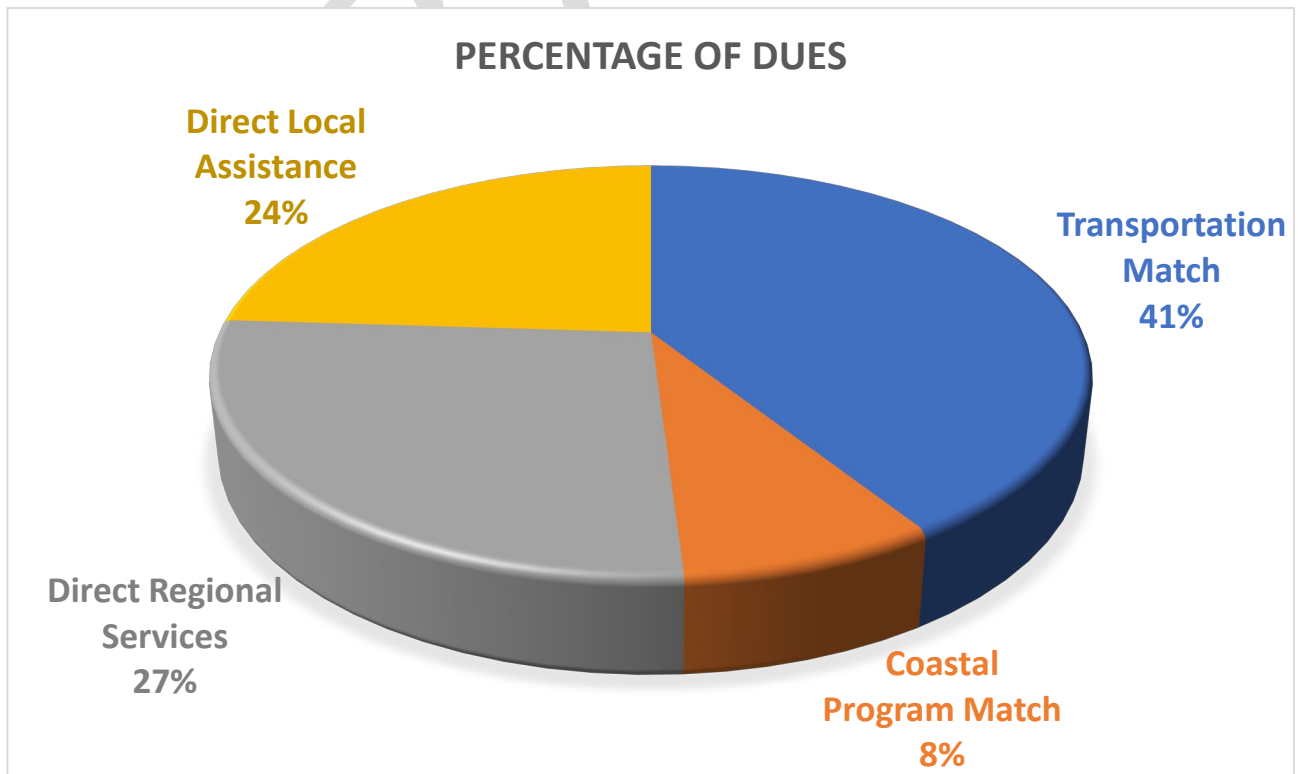
## WHERE DO YOUR DUES GO?

Membership dues are used to support regional planning programs, the largest of which is our transportation planning program. Under federal law and state directive the RPC serves as the Metropolitan Planning Organization (MPO) for the region. A typical distribution of annual dues across our programs is shown in the table below.

The RPC in its role as the MPO is responsible for administering the Federal Transportation Planning process and coordinating it with the States Ten Year Transportation Plan. The funding for this comes from the Federal Highway Administration and requires a non-federal match. In a typical fiscal year, the RPC uses approximately 41% of the local dues collected to match the federal funds and support this function. If the dues were not available to support this role, transportation construction dollars would be frozen in the region impacting progress on paving and transportation improvements region-wide.

The remainder of the dues are used to support other programs of community and regional interest. These include the coastal program work, standard map sets, projects of regional benefit like developing model ordinances and our electricity aggregation program. Dues can also be used to support a member community with technical assistance, which generally takes the form of Geographic Information Systems services, review of ordinances, grant writing, providing information services and other tasks that require a fixed number of hours of staff time assistance.

Dues paying members of the RPC are eligible to receive technical planning assistance. In addition, member municipalities may engage the RPC to support larger task items, such as Master Plan updates and other services that require a significant amount of a planners' time and effort to complete. Non-dues paying communities can contract for services at a non-member rate.





Commissioners are encouraged to participate in additional RPC activities. Contact the executive director if you have an interest in joining a committee. The Executive Committee appoints committee members.

**Executive Committee**

The Executive Committee oversees the Commission work program, the policy action of the commission and is responsible for the Commission in the interim between regular meetings. Its authority is established by the Commission to include carrying out the policies of the Commission, acting on personnel changes, taking action on routine monthly financial statements and executing contracts. The Executive Committee shall report all its activities to the Commission at the next regular Commission meeting.



consists of five (5) members. The members are nominated by the Nominating Committee and elected annually by the Commission.

The Executive Committee consists of the officers of the Commission, including Chair, Vice-Chair, Secretary, Treasurer and immediate Past-Chair, as well as eight at-large members, provided that not more than two members shall be from the same community. A quorum

The nominating committee submits recommendations for Commissioners who have been especially active for their communities to serve on the Executive Committee. The full Commission appoints members of the Executive Committee at the Annual Meeting.

**Legislative Policy Committee**

The Legislative Policy Committee consists of a Chair, Vice Chair and up to 7 members as appointed by the Executive Committee. The function of the Legislative Policy Committee is threefold: to monitor and recommend positions on proposed legislation that is of specific interest or concern to the Commission members and the region generally; to develop Legislative Policies subject to adoption by

the Commission; and, to periodically organize a Legislative Forum on topics of interest to legislators, commissioners and municipal officials. The Committee tracks various legislative bills that may have impacts on our communities or the RPC, and provides letter of testimony on some bills.

The Committee meets on an as needed basis.



**Regional Impact Committee**

The Regional Impact Committee was established to assist in carrying out the requirements of RSA 36:54-58 – Developments of Regional Impact. The purposes of the Regional Impact Committee are: to fulfill the Commission’s responsibilities and obligations under the Developments of Regional Impact statute; provide notice to potentially affected municipalities concerning proposed developments which are likely to have impacts beyond the boundaries of a single municipality;

provide opportunities for the Commission and the potentially affected municipalities to furnish timely evaluation and recommendations to the municipality having jurisdiction; and, to encourage the interests of neighboring municipalities and the region to be considered during deliberations and decision-making. The Regional Impact Committee meetings occur as needed based on the receipt of a notice of regional impact from a municipality.

**Regional Master Plan Committee**

The Regional Master Plan Committee is responsible for overseeing the development and updating of the comprehensive Regional Master Plan, as defined by RSA 36:47. The Committee consists of at least three members but is open ended in number. Members are appointed by the Executive Committee. Meetings are as needed; the committee is required to report annually to the Commission.



**Communications Committee**

The Communications Committee meets as needed to address the Communication Plan for the RPC. Members discuss community outreach, branding, and the website. The committee welcomes contributions on how to better disseminate

information about the RPC to our communities, transit authorities and other agencies. Once a month a newsletter is sent to subscribers, we welcome members to share any items that is of interest.

**Personnel Committee**

The personnel committee conducts the annual review and salary recommendations of the Executive Director; establishes and maintains the Personnel policies of the Commission and when needed to coordinate the search for qualified

candidates for Executive Director. The Personnel Committee shall also serve as an appeals body for personnel matters that involve appeals by staff to a decision or action taken by the Executive Director.

**Nominating Committee**

A Nominating Committee of five representatives, including the Chair as ex officio, shall be appointed by the Executive Committee of the Commission at least 60 days in advance of the Commission’s Annual Meeting. Each representative of this Committee shall be from a different member municipality. The nominating committee may select one or more

candidates for each office. The report of the Committee shall be distributed to all voting Commission representatives no less than 30 days in advance of the annual meeting. In addition, Nominating Committee may, at its discretion, submit nominations to fill vacancies in standing committees and nominations for Commission annual awards.

### Ad Hoc Committees

From time to time, Ad Hoc Committees will be established when needed to address concerns such as review of bylaws or strategic planning.

### The MPO Policy Committee

The MPO Policy Committee is charged with providing policy level recommendations, approvals and endorsements of the Rockingham MPO concerning transportation issues that have a bearing on the MPO's continued, comprehensive, and coordinated transportation planning process. This includes activities such as:

- Establishing the policy direction of the MPO through its adopted plans and policy statements;
- In cooperation with the New Hampshire Department of Transportation (NHDOT), establishing procedures and requirements whereby Section 112 (PL) and FTA Section 5303 (Metropolitan Transit Planning) funds will be allocated and made available.
- Adopting and amending the Unified Planning Work Program (UPWP), the Long Range Transportation Plan, and the Transportation Improvement Program (TIP);
- Reviewing and commenting on individual projects, programs, plans, and reports relative to the adopted transportation policies and positions;
- Reviewing and endorsing technical reports and studies prepared by the MPO staff or consultants;
- Ensuring compliance with the provisions of the Clean Air Act Amendment of 1990 by making conformity determinations for MPO TIPs and MPO transportation plans, with assistance from NHDOT.
- Adopting and/or revising plans, policies and findings recommended by the Technical Advisory Committee, including technical reports and memoranda;



- Providing a mechanism to facilitate and broaden public involvement in transportation planning and decision making processes.

Voting membership on the Policy Committee includes Planning Commission board members (local representatives appointed in accordance with RSA 36:41 and 36:46), plus representatives appointed by the NHDOT, NHDES (Air Resources Division), COAST, MTA/CART, UNH Wildcat Transit, the Pease Development Authority, and RPC non-member communities.

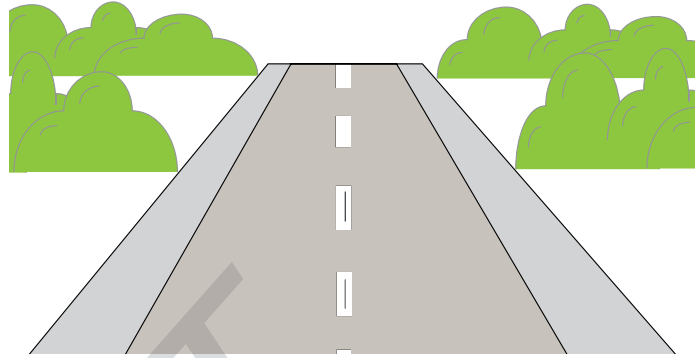
Non-voting members include federal transportation agency representatives, neighboring MPOs/RPCs, non-public transportation providers, and other state and federal transportation officials and other participants. The MPO Prospectus provides a detailed listing of the Policy Committee and Technical Advisory Committee membership broken down by voting and non-voting status.





## Transportation Advisory Committee

The Technical Advisory Committee (TAC) is established by the Policy Committee as a standing committee of the MPO. The main purposes of the TAC are to provide technical guidance and recommendations to the RPC staff and the Policy Committee concerning transportation issues that have a bearing on the MPO's 3C's planning process, to review major work products prepared by staff as part of the transportation planning program, to provide a forum for individual members to bring transportation related issues and concerns to the attention of the MPO staff and Policy Committee, and to advise the staff and Policy Committee on major transportation issues in the region. The TAC does not establish policies for the MPO but may make both technical and policy recommendations to the organization.



Membership on the MPO TAC includes a representative from each of the 27 Study Area communities (Including communities that are not currently RPC members) plus staff from RPC, NHDOT, NHDES, COAST, CART, UNH Wildcat Transit, Pease Development Authority, and other state and federal planning partners and other participants.

## WHERE TO FIND MORE INFORMATION

- The [RPC Bylaws](#) have information the RPC's authority and purpose, membership, officers, what constitutes a quorum and voting procedures, election of officers, adoption and amendment of bylaws, meetings and hearing, order of business, finances, committees, employees, and the history of the organization.
- The [Meetings](#) page has agendas, minutes and meeting documents
- The [RPC communities](#) are featured on our website where maps and other relevant documents can be found.
- The [RPC Regional Master Plan](#) serves as a resource to RPC municipalities in developing local master plans, in recommending regional priorities, goals and actions, and identifying areas of potential regional collaboration and cooperation. The plan focuses on the subjects of land use, transportation, economic development, housing, infrastructure, energy, and cultural, historic, and natural resources.
- Further details about the MPO, the Long Range Transportation Plan, the Technical Advisory Committee, Bicycle and Pedestrian plans, and more, visit: [RPC Transportation](#)
- [Environmental](#) information including land conservation, water resources, waste management and other resources
- [Maps and Data](#) resources: the RPC has maintained a Geographic Information System (GIS)
- Find us on social media: [Facebook](#) and [Twitter](#)

TITLE III  
TOWNS, CITIES, VILLAGE DISTRICTS, AND UNINCORPORATED PLACES  
CHAPTER 36  
REGIONAL PLANNING COMMISSIONS  
Regional Planning Commissions

Section 36:46

36:46 Formation of Regional Planning Commissions. –

I. If no regional planning commission exists in any specific planning region as delineated by the office of strategic initiatives, then 2 or more municipalities in said planning region and having planning boards may, by ordinance or resolution adopted by the respective legislative bodies of said municipalities, form a regional planning commission.

II. If a regional planning commission already exists in any specific planning region as delineated by the office of strategic initiatives, then any municipality in said planning region and having a planning board may, by ordinance or resolution adopted by the respective legislative body of said municipality, become a member of the regional planning commission. A regional planning commission may also include municipalities located in an adjacent state.

III. Each municipality which shall become a member of a regional planning commission shall be entitled to 2 representatives on said commission. A municipality with a population of over 10,000 but less than 25,000 shall be entitled to have 3 representatives on said commission and a municipality with a population of over 25,000 shall be entitled to have 4 representatives on said commission. Population as set forth in this section shall be deemed to be determined by the last federal census. Representatives to a regional planning commission shall be nominated by the planning board of each municipality from the residents thereof and shall be appointed by the municipal officers of each municipality. Representatives may be elected or appointed officials of the municipality or county. In any county or counties in which a regional planning commission has been formed, the county may, by resolution of its county commissioners, become a member of said regional planning commission and shall be entitled to appoint 2 representatives on said commission. The terms of office of members of a regional planning commission shall be for 4 years, but initial appointments shall be for 2 and 4 years. In municipalities entitled to 3 or more representatives, initial appointment shall be for 2, 3 and 4 years. Vacancies shall be filled for the remainder of the unexpired term in the same manner as original appointments. Municipalities and counties may also appoint alternate representatives. A representative to a regional planning commission shall, when acting within the scope of his official duties and authority, be deemed to be acting as an agent of both the regional planning commission and of the municipality or county which he represents. In addition, regional planning commissions are encouraged to consult, at their discretion, with agencies and institutions operating within the region whose activities influence planning and development in that region.

Source. 1969, 324:1. 1991, 72:4, eff. July 12, 1991. 2000, 200:3, eff. July 29, 2000. 2003, 319:9, eff. July 1, 2003. 2004, 257:44, eff. July 1, 2004. 2017, 156:64, eff. July 1, 2017.

## History 1972-1974

In 1972, Governor Preston, through Executive Order No. 15, combined the seventeen (17) regions in New Hampshire into six (6) Sub-State Planning Regions for the purpose of reducing administrative duplication and creating more sustainable regional planning agencies. Strafford Regional Planning Commission, (headquartered in Dover); Southeast New Hampshire Regional Planning Commission, (headquartered in Exeter); and Southern Rockingham Regional Planning District, (headquartered in Salem) were merged into Sub-State Region Number #6. This action took effect on July 1, 1972.



In March 1974, the towns through town meeting vote and cities through action of the City Councils, voted to administratively combine the Strafford Regional Planning Commission, the Southern NH Planning Commission, the Southern Rockingham Planning District to form a single administrative entity called the Strafford-Rockingham Regional Council which conformed to the area defined as Sub-State District 6. With this vote, municipalities gained dual membership in both their respective regional planning commission and in the Council, and their representatives became members of both organizations.

## History 1975-1982

Executive Order Number 82.7, dated June 16, 1982, merged the Southeast Regional Planning Commission and the Southern Rockingham Planning Commission, into the present Rockingham Planning Commission, serving 27 municipalities within Rockingham County, and which remained Sub-State Planning District 6. The third planning commission, the Strafford Regional Planning Commission, became an independent regional planning commission to serve Strafford County as well as the Towns of Newmarket, Nottingham and Northwood in Rockingham County, and was established as a new Sub-State Planning District 7.

Following this separation, the Strafford Rockingham Regional Council, given the absence of the Strafford County municipalities, voted to rename itself the Rockingham Planning Commission. Because the Rockingham Planning Commission maintained the designation as Sub-State Planning District 6, membership was deemed to be continuous from the date of the first municipal vote to join either the Southern Rockingham or Southeast Regional Planning Commission, most of which votes date from 1969 through 1973.

## History – 1983-2016

On July 21, 2007, Governor John Lynch, by letter to the Federal Highway Administration approved the re-designation of the Salem-Plaistow-Windham and Seacoast MPOs which each covered portions of the RPC region, into a single MPO co-terminous with Sub-State Planning District 6. At the request of the Town of Windham, Executive Order Number 2013-2 dated January 24, 2013, was issued transferring Windham from Sub-State Planning District 6 to Planning District 5b (the Southern NH Planning Commission). At the request of the Town of Raymond, Executive Order Number 2016-7 dated November 2, 2016, was issued expanding the Rockingham Planning Commission to include Raymond.

**ROCKINGHAM PLANNING COMMISSION**

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