



City of Portsmouth Blue Ribbon Task Force
Establishment of a Public Private Historical Archive

Meeting: DATE: 04/28/2025 - 9:00 -10:30
City Hall - Conference Room A

Agenda

- Approval of 03/24/2024 Minutes
 - There was not a quorum so there are no minutes
- Organizations' Conservations Assessments
- City's Conservation Assessments
 - Update Space Needs per Organization
- 501(c)(3) Update
 - Review of 501(c)(3) Document Suggestions from Member Organizations
 - Schedule next meeting with Hurwit Associates
- Search for Location
- Other Business

You are invited to a Zoom meeting.

When: April 28, 2025 09:00 AM Eastern Time (US and Canada)

Register in advance for this meeting:

<https://us06web.zoom.us/j/81885365389>

After registering, you will receive a confirmation email containing information about joining the meeting.

Draft **BYLAWS**
Of
THE CENTER FOR ARCHIVAL RESEARCH
OF PORTSMOUTH, INC.

DATE

Draft BYLAWS
of
THE CENTER FOR ARCHIVAL RESEARCH
OF PORTSMOUTH, INC.
DATE

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Draft BYLAWS

Of

**THE CENTER FOR ARCHIVAL RESEARCH
OF PORTSMOUTH, INC.**

DATE

ARTICLE 1

General Provisions

Section 1.1 Name. The name of this corporation (referred to herein as the “corporation”) is The Center for Archival Research of Portsmouth, Inc..

Section 1.2 Offices. The principal business office of the corporation shall initially be at **ADDRESS**. The corporation may also have offices at such other places as the corporation may require.

Section 1.3 Fiscal Year. The fiscal year of the corporation shall begin on **January 1** and end on the following **December 31**.

ARTICLE 2

Statement of Purposes

The corporation is organized exclusively for charitable, scientific, educational, and literary purposes, including but not limited to **the preservation, maintenance, and display of documents and other artifacts relating to the history and culture of Portsmouth, NH for the use, education, and enjoyment of scholars, researchers, artists, and the general public**. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under the provisions of the New Hampshire Revised Statutes Annotated, Chapter 292 and which are not inconsistent with the corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE 3

Members

Section 3.1 Members. The corporation shall have four voting members. The initial members of the corporation shall be the City of Portsmouth, a New Hampshire municipality; the Strawberry Banke Museum, a nonprofit entity organized under the laws of the state of New Hampshire; the Portsmouth Historical Society, a nonprofit entity organized under the laws of the state of New Hampshire; and the Portsmouth Athenaeum, a nonprofit entity organized under the laws of the state of New Hampshire. The members shall determine the number of members and the manner by which new members are nominated and appointed.

Section 3.2 Terms. The members shall determine the length and number of terms to be served by members.

Section 3.3 Powers and Rights. The members, by majority vote except where noted, shall have the following powers and rights of the corporation: to elect directors of the corporation as provided in Article 4.2 of these Bylaws; to approve all amendments to the Articles of Agreement of the corporation; to approve all amendments to these Bylaws as provided in Article 13; to approve, by a two-thirds vote of the entire membership, all sales or other disposition of all or substantially all of the property of the corporation and consolidation or merger; such other powers and rights as are vested in members by law, by the Articles of Agreement and by these Bylaws; and such other powers and rights as the members may designate.

Section 3.4 Meetings. The members shall hold annual meetings each year and may elect the time and place for annual and other meetings. Meetings of the members may be called by the members, the president of the board of directors of the corporation, or by a majority of the directors then in office, by giving written notice of the date, time, place, and purpose of such meeting to the members at least seven (7) days in advance of such meeting. Notice of meetings may be made by mail, in person, by electronic means, or any other means by which it is reasonably anticipated that the member shall receive it at least 7 days in advance of such meeting.

Section 3.5 Quorum and Action at Meetings. A majority of the members shall constitute a quorum for the transaction of business at any meeting of the members. At any meeting of the members at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law, the Articles of Agreement, or these Bylaws.

Section 3.6 Proxy Voting. At all meetings of the members the vote of each member may be cast by written proxy. Proxies shall be filed with the clerk of the meeting before being voted. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise, in which event the burden of proving invalidity shall rest on the challenger.

Section 3.7 Meetings by Remote Communication. One or more members may attend any annual, regular, special, or committee meeting of the board through telephonic, electronic, or other means of communication by which all members have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 3.8 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all persons comprising the members with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the members.

Section 3.9 Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any member under the Articles of Agreement, these Bylaws, or the laws of New Hampshire, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 3.10 Resignation and Removal. Any member may resign as such at any time by written notice to the clerk of the corporation. Any member may be removed from the corporation, with or without assignment of cause, by a vote of three-fourths of the entire membership. No member shall be removed from the corporation unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the member whose removal is sought.

Section 3.11 Membership Fees. There shall be no fee required for voting membership in the corporation.

ARTICLE 4

Board of Directors

Section 4.1 Authority. The business and affairs of the corporation shall be controlled and governed by the board of directors, which shall have the right to exercise all powers of the corporation as permitted by law that are not expressly reserved to the members of the corporation by these Bylaws.

Section 4.2 Composition. There shall be eleven (11) directors. Eight (8) of the directors shall be appointed by the members of the corporation, with each member appointing two (2) of the eight directors. Candidates for the remaining three (3) directors shall be recommended to the members by **[FILL IN NAME OF NOMINATOR(S)]** and elected by majority vote of the members. At no time shall there be fewer than five (5) directors.

Section 4.3 Terms of Office. The board of directors shall determine the length and number of terms to be served by directors.

Section 4.4 Notice. Whenever written notice to one or more directors is required under these bylaws, and unless otherwise provided by applicable law, such notice may be delivered by hand-delivery, express or overnight delivery service, by regular mail, or by electronic mail ("email"), to the most recent physical or email address provided by that director, and it shall be the responsibility of each director to provide a current physical and email address to the clerk of the corporation and to update his/her addresses promptly when changes are made.

Section 4.5 Meetings. The board of directors shall hold annual meetings each year and may select the time and place for annual and other meetings of the board. Other meetings of the board of directors may be called by the president or by a majority of the directors then in office by delivering notice in writing of the date, time, place, and purpose of such meeting to all directors at least three (3) days in advance of such meeting.

Section 4.6 Quorum and Voting. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the board of directors at which a quorum is present, majority vote of those directors present shall decide any matter, unless a different vote is specified by law, the Articles of Agreement, or these Bylaws, such as in Section 4.13 regarding the removal of a director, Section 5.4 regarding the removal of an officer, and Article 10 regarding conflicts of interest

Section 4.7 Meetings by Remote Communication. One or more directors may attend any annual, regular, special, or committee meeting of the board through telephonic, electronic, or other means of communication by which all directors can hear each other at the same time and have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 4.8 Action Without a Meeting. Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the directors with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the board of directors.

Section 4.9 Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any director under the Articles of Agreement, these bylaws, or the provisions of the New Hampshire Revised Statutes Annotated, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 4.10 Committees. The board of directors may create such standing and special committees as it determines to be in the best interest of the corporation. The board of directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the board of directors at such meetings as the board may designate, a report of the actions and recommendations of such committees for consideration and approval by the board of directors. Any committee may be terminated at any time by the board of directors.

Section 4.11 Compensation. Directors as such shall not receive any compensation for their services on the board, but directors shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation.

Section 4.12 Resignation. Any director may resign by delivering a written resignation to the corporation at its principal office or to the president or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Section 4.13 Removal. Any director may be removed, with or without assignment of cause, by a vote of a majority of all members at any meeting of the members, or by a vote of two-thirds of the entire board of directors at any meeting of the board of directors. No director shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought. Notwithstanding the notice provision of Section 4.4 above, written notice shall be delivered to all directors at least fourteen (14) days in advance of a meeting at which removal is sought.

Section 4.14 Vacancies. Any vacancy occurring in the board of directors shall be filled by the members in accordance with Section 4.2 above. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE 5

Officers

Section 5.1 Officers. The officers of the corporation shall be a president, treasurer, and clerk and such other officers as may be elected in accordance with the provisions of this Article.

Section 5.2 Election. The officers of the corporation shall be elected annually by the board of directors at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.

Section 5.3 Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term.

Section 5.4 Removal. Any officer may be removed, with or without assignment of cause, by a vote of a majority of the entire board of directors at any meeting of the board of directors. No officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought. Notwithstanding the notice provision of Section 4.4 above, written notice shall be delivered to all directors at least fourteen (14) days in advance of a meeting at which removal is sought.

Section 5.5 President. The president shall preside at all meetings of the board of directors. The president, or other proper officer or agent of the corporation authorized by the board of directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 5.6 Treasurer. The treasurer, or other proper officer or agent of the corporation authorized by the board of directors, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the board of directors.

Section 5.7 Clerk. The clerk shall keep the minutes of the meetings of the board of directors in one or more books, or in a permanent electronic format with adequate back-up and security protection, provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the board of directors.

ARTICLE 6

Corporate Transactions

Section 6.1 Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these bylaws, 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 by specific instances.

Section 6.2 Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the president or treasurer, or such other officer or agent of the corporation as from time to time may be determined by the board of directors. In the absence of such determination of the board, such instruments shall be signed by the president or treasurer of the corporation.

Section 6.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, brokerages, or other depositories as the board of directors shall select.

Section 6.4 Contributions. The board of directors or any authorized officer or agent may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE 7

Books and Records

The corporation shall keep at the principal office of the corporation correct and complete books and records of account; minutes of the proceedings of board of directors; and a register of the names and addresses of the directors of the corporation, and these may be maintained in electronic format as appropriate provided that adequate backup and security methods are employed. All books, and records, in whatever format, of the corporation may be inspected by any director, or agent, or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE 8

Restrictions on Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall neither participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, neither the corporation nor any director, officer, employee, agent, or any other person/representative acting on behalf of the corporation shall carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 9

Dissolution

In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation to the extent assets of the corporation permit, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors shall determine, in such manner as required by Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with provisions of the New Hampshire Revised Statutes Annotated.

ARTICLE 10

Conflicts of Interest

Whenever a member, director, or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE 11

Personal Liability

No officer, director, or member of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer, director, or member notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer, director, or member to the extent that such liability is imposed by applicable law (i) for a breach of the officer's or director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer, director, or member derived an improper personal benefit.

ARTICLE 12

Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or member of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the corporation and the indemnified persons. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 13

Amendments to Bylaws

These bylaws may be amended or repealed by a majority vote of the members. These bylaws may also be amended or repealed by a majority vote of the entire board of directors if such amendment or repeal is subsequently also approved by a majority vote of all members.

(End of Bylaws)

THIRD: The provisions for establishing membership and participation in the corporation are:

The initial members of the Corporation shall be the following:

City of Portsmouth
1 Junkins Avenue
Portsmouth, NH 03801

Strawbery Banke Museum
17 Hancock Street
Portsmouth, NH 03801

Portsmouth Historical Society
10 Middle Street
Portsmouth, NH 03801

Portsmouth Athenaeum
P.O. Box 366
Portsmouth, NH 03801

Further provisions may be made in the Corporation's bylaws governing the criteria, procedures, and participation of members of the Corporation as well as any other aspects of membership.

Fourth: The provisions for disposition of the corporate assets in the event of dissolution of the corporation including the prioritization of rights of shareholders and members to corporate assets are:

In the event of dissolution of the Corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation to the extent assets of the Corporation permit, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, as the board of directors shall determine, in such manner as required by Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with provisions of the New Hampshire Revised Statutes Annotated.

Seventh: Provision eliminating or limiting the personal liability of a director, an officer or both, to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, an officer or both is:

No officer, director, or member of the Corporation shall be personally liable to the Corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer, director, or member notwithstanding any provision of law imposing such liability; provided,

however, that the foregoing shall not eliminate or limit the liability of an officer, director, or member to the extent that such liability is imposed by applicable law (i) for a breach of the officer's or director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer, director, or member derived an improper personal benefit.

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or member of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the Corporation and the indemnified persons. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

State of New Hampshire

Recording fee: \$25.00
Use black print or type.

Form NP-1
RSA 292:2

ARTICLES OF AGREEMENT OF A NEW HAMPSHIRE NONPROFIT CORPORATION

THE UNDERSIGNED, being persons of lawful age, associate under the provisions of the New Hampshire Revised Statutes Annotated, Chapter 292 by the following articles:

FIRST: The name of the corporation shall be The Center for Archival Research of Portsmouth, Inc.

SECOND: The object/purpose for which this corporation is established is:

The Corporation is organized and shall be operated exclusively for charitable, scientific, educational, and literary purposes, including but not limited to the preservation, maintenance, and display of documents and other artifacts relating to the history and culture of Portsmouth, NH for the use, education, and enjoyment of scholars, researchers, artists, and the general public. The Corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a nonprofit corporation formed under the laws of the State of New Hampshire and which are not inconsistent with the Corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code (the "Code") or corresponding section of any future tax code.

THIRD: The provisions for establishing membership and participation in the corporation are:
Please see attached Continuation Pages.

FOURTH: The provisions for disposition of the corporate assets in the event of dissolution of the corporation including the prioritization of rights of shareholders and members to corporate assets are:
Please see attached Continuation Pages.

FIFTH: The New Hampshire principal address at which the business of this corporation is to be carried on is

TBD
(no. & street) (city/town) (state) (zip code)

Principal Mailing Address (if different): TBD
(no. & street) (city/town) (state) (zip code)

Business Email: TBD

☐ Please check if you would prefer to receive the courtesy Nonprofit Report Reminder by email.

SIXTH: The amount of capital stock, if any, or the number of shares or membership certificates, if any, and provisions for retirement, reacquisition and redemption of those shares or certificates are:
The Corporation shall not have capital stock.

SEVENTH: Provision eliminating or limiting the personal liability of a director, an officer or both, to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, an officer or both is (Note 1) Please see attached Continuation Pages.

EIGHTH: Signatures and post office address of each of the persons associating together to form the corporation: (Note 2)

<u>Signature and Name</u>	<u>Post Office Address</u>
1. _____ Signature	1150 Walnut St. Street
Steven Gold Name (please print)	Newton MA 02461 City/Town State Zip
2. _____ Signature	1150 Walnut St. Street
Daniel Hershey Name (please print)	Newton MA 02461 City/Town State Zip
3. _____ Signature	1150 Walnut St. Street
Christopher Leigh-Manuell Name (please print)	Newton MA 02461 City/Town State Zip
4. _____ Signature	1150 Walnut St. Street
Valerie Sussman Name (please print)	Newton MA 02461 City/Town State Zip
5. _____ Signature	1150 Walnut St. Street
Jocelyn Bishop Name (please print)	Newton MA 02461 City/Town State Zip

Notes: 1. If no provision eliminating or limiting personal liability, insert "NONE".


2. At least five signatures are required.

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mailing Address - Corporation Division, NH Dept. of State, 107 N Main St, Rm 204, Concord, NH 03301-4989
Physical Location - State House Annex, 3rd Floor, Rm 317, 25 Capitol St, Concord, NH

Initial documents for the Center for Archival Research

From Steve Gold <sgold@hurwitassociates.com>
Date Wed 3/26/2025 11:45 AM
To Trevor McCourt <tmccourt@portsmouthnh.gov>
Cc Councilor Vincent Lombardi <councilor.lombardi@portsmouthnh.gov>

 3 attachments (198 KB)

CARP Articles of Agreement DRAFT 02.28.25.pdf; CARP Articles of Agreement Attachment DRAFT 02.28.25.docx; CARP Bylaws DRAFT 02.28.25.docx;

Hi Trevor and Vince. My apologies for taking some time to be in touch with you. This month became unexpectedly busy.

I am attaching to this email some documents for your review that will establish the Center for Archival Research of Portsmouth as a new nonprofit corporation. Those documents are the Articles of Agreement (and attachment) and bylaws. Please review these documents and feel free to share them with the other interested parties in the Center for their review and feedback. I would be glad to address any questions or concerns anyone has about any part of these documents, so please don't hesitate to raise them.

I want to draw your attention to a few elements of these documents in particular:

- **Purpose Statement:** You'll notice that both the Articles and bylaws include a purpose statement for the corporation (identical in each). This statement should accurately reflect the contemplated mission and activities of the Center. It does not need to include all possible activities, but it should be broad enough to include the things the Center plans to do in the future. The statement will also be important with regard to qualifying for federal tax-exempt status as well as local property tax exemption. Please provide feedback on this statement and any changes you would like to see made to it.
- **Membership:** The Articles and bylaws identify each of the organizations creating the Center as the initial members of the corporation, who will have ultimate control of the Center. The bylaws are drafted to give the members of the corporation the authority to determine how many members there may be, who may be a member, the terms of membership, etc. Please let me know if you would like to provide specific rules relating to membership in the bylaws rather than leaving it to the members' discretion. It is important to remember for these purposes that "member" does not refer to people who associate with the Center and used its services, but the entities who exercise control over the Center.
- **Incorporators:** I have prepared the Articles with the names of individuals at Hurwit & Associates listed as the people associating to form the corporation just for convenience. If you would prefer for individuals associated with the Center to be the signatories, this can be changed.
- **Directors:** Significant details regarding the board of directors remain to be decided. I have drafted the bylaws to permit each of the four members to appoint two directors, as you requested. For the remaining three directors, I suggest having candidates recommended to the members for election to the position rather than having these directors directly appointed by an outside group. Either way, that group will still need to be defined in some way for inclusion in the bylaws. Alternatively, the bylaws could be drafted to permit the members to seek nominations for election to these three director seats, but not require it. In

that case, the bylaws would not need to include a definition of an outside group to nominate candidates.

Please take what time you need to review these documents. When you're ready, I will be happy to answer any questions or discuss options further. Please feel free to reach out to me anytime.

Regards,
Steve

Steven M. Gold (he/him)

HURWIT & ASSOCIATES

Legal Counsel for Philanthropy and the Nonprofit Sector

T 617-630-6900 | F 617-928-3441

1150 Walnut Street

Newton, MA 02461

sgold@hurwitassociates.com

www.hurwitassociates.com

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