



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

Meeting: DATE: 06/23/2025 - 9:00 -10:30
City Hall - Conference Room A

Agenda

- Approval of 04/28/2024
 - There was not a quorum so there are no minutes (and no meeting in May)
- Organizations' Conservations Assessments
- City's Conservation Assessments
 - Update Space Needs per Departnemt
- 501(c)(3)
 - Review and finalize BY-LAWS
 - Review of 501(c)(3) Review and finalize ARTICLES OF AGREEMENT
 - Review and finalize APPLICATION FOR 501(c)(3)
 - Provide information of INCORPORATORS
 - Schedule next meeting with Hurwit Associates
- Other Business

You are invited to a Zoom meeting.

When: June 23,, 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.

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 Portsmouth Archival Research Center, Inc.

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

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 and the Pisquataqua region 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.

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

The Office of the City Attorney, 1 Junkins Avenue	Portsmouth	NH	03801
(no. & street)	(city/town)	(state)	(zip code)

Principal Mailing Address (if different): _____
(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.

Signature

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.

Signature

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	_____ Street
_____ Name (please print)	_____ City/Town State Zip
2. _____ Signature	_____ Street
_____ Name (please print)	_____ City/Town State Zip
3. _____ Signature	_____ Street
_____ Name (please print)	_____ City/Town State Zip
4. _____ Signature	_____ Street
_____ Name (please print)	_____ City/Town State Zip 02461
5. _____ Signature	_____ Street
_____ Name (please print)	_____ City/Town State Zip 02461

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

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

The initial members of the Corporation, referred to as the Founding Members, shall be the following:

City of Portsmouth
1 Junkins Avenue
Portsmouth, NH 03801

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

Portsmouth Historical Society
10 Middle Street
Portsmouth, NH 03801

Strawbery Banke Museum
17 Hancock Street
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 the dissolution of the corporation, the directors shall, after paying or making provision for the payment of all liabilities of the corporation to the extent assets permit, dispose of all remaining assets of the corporation exclusively for the purposes of the corporation, in such manner as the directors shall determine, consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), and in accordance with the applicable provisions of the New Hampshire Revised Statutes Annotated. Further, any real property (including land and improvements thereon) held by the corporation at the time of dissolution shall be transferred only to one or more organizations that are organized and operated exclusively for charitable, religious, educational, or scientific purposes and that qualify as tax-exempt under Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit or other entity with a substantially similar charitable purpose, as determined by the directors and approved by the Director of Charitable Trusts of the State of New Hampshire, if required.

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.

Draft **BYLAWS**
Of
PORTSMOUTH ARCHIVAL RESEARCH CENTER, INC.
DATE

Draft BYLAWS
of
PORTSMOUTH ARCHIVAL RESEARCH CENTER, INC.
DATE

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Draft BYLAWS

Of

**PORTSMOUTH ARCHIVAL RESEARCH
CENTER, INC.**

DATE

ARTICLE 1

General Provisions

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

Section 1.2 Offices. The principal business office of the corporation shall initially be at The Office of the City Attorney, 1 Junkins Avenue, Portsmouth, NH 03801. 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 July 1 and end on the following June 30.

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 and the Pisquataqua region 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, hereinafter referred to as the “Founding Members” The Founding Members of the corporation shall be the City of Portsmouth, a New Hampshire municipality; the Portsmouth Athenaeum, 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 Strawberry Banke Museum, a nonprofit entity organized under the laws of the state of New Hampshire. The Founding Members shall determine the number of Founding Members and the manner by which new Founding Members are nominated and appointed; provided, however, that no new Founding Members shall be appointed without the written consent of all of the Founding Members listed herein. Any new Founding Member so appointed shall have the same rights described herein that are expressly reserved to the Founding Members.

Section 3.2 Terms. The Founding Members shall serve indefinitely, subject to any other provisions herein regarding removal of Founding Members.

Section 3.3 Powers and Rights. The Founding 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, and to appoint new Founding Members as provided in Section 3.1 of these Bylaws. All powers not expressly reserved to the Founding Members as provided herein shall be held by the directors.

Section 3.4 Meetings. The Founding Members shall hold annual meetings each year and may elect the time and place for annual and other meetings. Meetings of the Founding 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 Founding 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 Founding 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 Founding Members shall constitute a quorum for the transaction of business at any meeting of the members. At any meeting of the Founding 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 Founding 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 Founding 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 Founding 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 Founding 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 Founding 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 Founding Member may resign as such at any time by written notice to the clerk of the corporation. Any Founding Member may be removed from the corporation, with assignment of cause, by a vote of three-fourths of the Founding Members. No Founding 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.

For the purposes of this provision, “for cause” shall include, but not be limited to:

1. Material violation of the corporation’s Articles of Agreement, Bylaws, or written policies adopted by directors;
2. Conduct detrimental to the mission or best interests of the corporation, including actions that disrupt meetings, damage the Corporation’s reputation, or impair its relationships with key stakeholders;
3. Failure to meet eligibility requirements for membership as set forth in the Bylaws or other governing documents;
4. Inactivity or failure to participate in required meetings, votes, or organizational functions, if such participation is a condition of membership;
5. Misappropriation of funds or property of the corporation or its affiliates by an individual associated with such Founding Member;
6. Conviction of a felony or any offense involving dishonesty or breach of trust by an individual associated with such Founding Member;
7. Harassment, discrimination, or abusive conduct toward other members, directors, officers, staff, or beneficiaries of the corporation by an individual associated with such Founding Member.

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 Founding Members of the corporation by these Bylaws.

Section 4.2 Composition. There shall be eleven (11) directors. Eight (8) of the directors (the “Appointed Directors”) shall be appointed by the Founding Members of the corporation, with each Founding Member appointing two (2) of the eight directors. Candidates for the remaining three (3) directors (the “Elected Directors”) shall be recommended to the Founding Members by the Nominating Committee established herein, and elected by majority vote of the Founding Members. At no time shall there be fewer than five (5) directors.

Section 4.3 Terms of Office. Appointed Directors shall serve terms of such length as may be determined from time to time by the Founding Members. Appointed Directors may be reappointed for successive terms without limitation, unless otherwise restricted by the Founding Members.

Elected Directors shall serve for a term of three (3) years and shall hold office until the expiration of the term and until a successor has been duly elected and qualified, or until earlier resignation or removal. Elected Directors may serve no more than two (2) consecutive terms, for a maximum of six (6) consecutive years. An individual who has served the maximum number of consecutive terms may be re-elected as an Elected Director after a one-year absence from the Board.

To promote continuity and effective governance, the terms of Elected Directors shall be staggered such that, to the extent practicable, one (1) Elected Director is elected each year. The Board may initially assign Elected Directors to shorter or longer initial terms as necessary to establish the staggered structure. Thereafter, all successors shall be elected to full three-year terms unless elected to fill a vacancy.

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; provided, however, that the directors shall establish an Executive Committee and a Nomination Committee as described herein. 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. All members of board committees must be directors of the corporation, unless otherwise authorized by a two-thirds vote of the entire board of directors.

Executive Committee. The Executive Committee shall consist of the corporation's officers and at least two additional directors, as determined by the directors, and one such officer shall be named the Chair of the Executive Committee by the directors. Between meetings of the full board of directors, the Executive Committee is authorized to act on behalf of the directors in all matters, except as limited by law, the Articles of Agreement, or these Bylaws.

The Executive Committee shall not: 1) Amend the Articles of Agreement or Bylaws; 2) Approve the annual budget or major financial transactions exceeding limits set by the directors; 3) Hire or terminate the Executive Director (if any); Approve dissolution, merger, or sale of all or substantially all assets of the corporation.

The Executive Committee shall meet as needed, with meetings called by the Chair or any two Committee members. A majority of the Committee members shall constitute a quorum. Decisions shall be made by a majority vote of those present. Meetings may be held in person or via electronic means, provided all participants can communicate simultaneously. All actions taken by the Executive Committee shall be reported to the full board of directors at its next regular meeting.

Nomination Committee. The Nomination Committee shall consist of no fewer than three (3) directors, including at least one Appointed Director and one Elected Director, if practicable. Members shall be appointed annually by the directors. The Nomination Committee shall: 1) Identify and vet candidates for election to the board of directors; 2) Ensure a diverse, qualified, and mission-aligned pool of nominees; 3) Present a slate of nominees for Elected Director positions to the Founding Members (or the directors, as applicable) in accordance with the nomination and election procedures set forth in these Bylaws; 4) Recommend directors for officer positions and committee assignments, as requested by the board of directors. The Nomination Committee may adopt its own procedures, subject to the approval of the directors, and shall maintain a commitment to transparency and fairness in its processes.

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 the dissolution of the corporation, the directors shall, after paying or making provision for the payment of all liabilities of the corporation to the extent assets permit, dispose of all remaining assets of the corporation exclusively for the purposes of the corporation, in such manner as the directors shall determine, consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), and in accordance with the applicable provisions of the New Hampshire Revised Statutes Annotated. Further, any real property (including land and improvements thereon) held by the corporation at the time of dissolution shall be transferred only to one or more organizations that are organized and operated exclusively for charitable, religious, educational, or scientific purposes and that qualify as tax-exempt under Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit or other entity with a substantially similar charitable purpose, as determined by the directors and approved by the Director of Charitable Trusts of the State of New Hampshire, if required.

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. No Director may receive any pecuniary benefit from any transaction with the Corporation, except as permitted under New Hampshire law and only if: 1) The transaction is disclosed in advance to the full Board; 2) The Director abstains from voting and any attempt to influence the decision; 3) The Board determines that the transaction is in the Corporation's best interests and is fair and reasonable to the Corporation; and 4) The transaction complies with the conflict of interest policy adopted by the Board, if any.

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 entire board of directors.

(End of Bylaws)