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

Meeting: DATE: 11/24/2025 - 9:00 -10:30
City Hall - Conference Room A

Agenda

- Approval of 10/27/2025 Minutes
- Finance Report - Status of Accounts
- Conservation Assessment Updates
- Documents for IRS Submission
- Other Business
- Adjourn

You are invited to a Zoom meeting.
When: November 24, 2025 09:00 AM Eastern Time (US and Canada)

Register in advance for this meeting:

https://us06web.zoom.us/j/81885
365389

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

October 27, 2025 Meeting Minutes

Archiving Committee on Creating a Public/Private Historical Archive
Portsmouth NH City Hall Conference Room A, 9 - 10:30am

Attending: Alan Cohen, Charles Doleac, Elizabeth Farish, Tom Hardiman, Jeff Keefe, Vincent Lombardi, Kristen Peterson and Emma Stratton.

Absent: Richard Candee and Christine Friese

Guests: George Dumas, Portsmouth Resident; Linnea Grim, Strawbery Banke Museum and Andrew Goldstein, Albacore Museum.

Proposed Name: Portsmouth Archive Center

Meeting Opened by Vincent Lombardi: 9:14am

MOTIONED and **SECONDED** to accept September 22, 2025, Meeting Minutes. All in favor; no opposition.

Discussion of:

Financial/Status of Accounts

Our account has over $6,000, which should be enough to fund the IRS approval.

Conservation Assessment Updates

The city site visit was done.

Needs for IRS Submission/Correspondence from Dan Hershey, Hurwit Associates

Correspondence with Dan Hersey within the past month. We need to supply him with information from the Legal Committee.

Review of what needs to be submitted

Jeff: It will take us some time to gather answers to Mr. Hersey's questions, as the scope is larger than expected.

Other Business

- Founding Member group will meet following the (below) Bylaw approval (November).
- The Blue Ribbon Committee sunsets at a date to be determined.
- City representative: Staff member and a Council person or a citizen representative. The Mayor will determine.
- Trevor feels the City Manager needs to sign off on the Bylaws, as it's a contract. A meeting with Karen Conard will be set in the near future, preferably with the Mayor at the same meeting.
- Vince to meet with Nathan, to discuss the assessment contract, and that the city should be the fiscal "Agent", migrating from the Portsmouth Athenaeum.
- A meeting of the Legal Committee with Trevor quickly, to discuss loose ends.

Next meeting confirmed: November 24, 2025

Meeting Adjourned by Vincent Lombardi: 9:35am

Form 1023. Part VI - Financial Data
A. Statement of Revenues and Expenses

		Current Tax Year	2 Succeeding Years		TOTAL
		From 9/2025 to	From 1/1/2026	From 1/1/2027	
REVENUE					
1	Gifts, grants, and contributions received (do not include	$ 13,850.00	$ 100,000.00	$ 103,000.00	$ 216,850.00
2	Membership fees received	$ -	$ 324,500.00	$ 334,235.00	$ 658,735.00
3	Gross investment income				$ -
4	Net unrelated business income				$ -
5	Taxes levied for your benefit				$ -
6	Value of services or facilities furnished by a				$ -
7	Any revenue not otherwise listed above or in lines 9–12				$ -
8	Total of lines 1 through 7	$ 13,850.00	$ 424,500.00	$ 437,235.00	$ 875,585.00
9	Gross receipts from admissions, merchandise sold or				$ -
10	Total of lines 8 and 9	$ 13,850.00	$ 424,500.00	$ 437,235.00	$ 875,585.00
11	Net gain or loss on sale of capital assets (attach an				$ -
12	Unusual grants (attach an itemized list)				$ -
13	Total Revenue Add lines 10 through 12	$ 13,850.00	$ 424,500.00	$ 437,235.00	$ 875,585.00
EXPENSES					
14	Fundraising expenses		$ 5,000.00	$ 5,150.00	$ 10,150.00
15	Contributions, gifts, grants, and similar amounts paid				$ -
16	Disbursements to or for the benefit of members (attach				$ -
17	Compensation of officers, directors, and trustees				$ -
18	Other salaries and wages (See Attached)		119,100.00	122,673.00	$ 241,773.00
19	Interest expense				$ -
20	Occupancy (rent, utilities, etc.)	$ -	$ 162,900.00	167,787.00	$ 330,687.00
21	Depreciation and depletion				$ -
22	Professional fees	$ 7,376.84	2,000.00	2,060.00	$ 11,436.84
23	Any expense not otherwise classified, such as program		$ 135,500.00	$ 139,565.00	$ 275,065.00

24	Total Expenses Add lines 14 through 23	$ 7,376.84	$ 424,500.00	$ 437,235.00	$ 869,111.84

Additional Details

Line 18 Detail - Staff costs		-
Staff Salaries	100,000.00	103,000.00
Payroll Tax	7,000.00	7,210.00
Workers Com	500	515
Health Insurance	9,000.00	9,270.00
Professional Development	1,000.00	1,030.00
NH Unemployment Tax	100	103
Payroll Processing	1,000.00	1,030.00
Volunteer Expenses	500	515
Total Line 18	119,100.00	122,673.00

Line 20 Detail - Rent, Utilities, etc		-
Rent	90,000.00	92,700.00
Electricity	15,000.00	15,450.00
Telephone	1,800.00	1,854.00
Water/Sewer	1,200.00	1,236.00
Alarm System/Security	5,000.00	5,150.00
HVAC	6,000.00	6,180.00
Cell Phone Service	2,400.00	2,472.00
Insurance	25,000.00	25,750.00
Office Supplies	2,000.00	2,060.00
Archival Supplies	6,000.00	6,180.00
Website / Internet / Software	2,500.00	2,575.00
Postage	1,000.00	1,030.00
Printing / Copying	5,000.00	5,150.00
Total Line 20	162,900.00	167,787.00

Line 23 Maintenance Detail		
Cleaning	12,000.00	12,360.00
Snow Removal	7,000.00	7,210.00
Building Supplies	2,500.00	2,575.00
Elevator Inspections	4,000.00	4,120.00
HVAC	10,000.00	10,300.00
Capital Improvrments	100,000.00	103,000.00
Total Line 23	135,500.00	139,565.00

(5)

Form **SS-4** (Rev. December 2023) Department of the Treasury Internal Revenue Service

Application for Employer Identification Number

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)

See separate instructions for each line. Keep a copy for your records.

Go to *www.irs.gov/FormSS4* for instructions and the latest information.

OMB No. 1545-0003

EIN

Type or print clearly.

1 Legal name of entity (or individual) for whom the EIN is being requested
Portsmouth Archive Center, Inc.

2 Trade name of business (if different from name on line 1)

3 Executor, administrator, trustee, "care of" name

4a Mailing address (room, apt., suite no. and street, or P.O. box)
The Office of the City Attorney, 1 Junkins Avenue

5a Street address (if different) (Don't enter a P.O. box.)

4b City, state, and ZIP code (if foreign, see instructions)
Portsmouth, NH 03801

5b City, state, and ZIP code (if foreign, see instructions)

6 County and state where principal business is located
Rockingham, NH

7a Name of responsible party
CITY OF PORTSMOUTH NH

7b SSN, ITIN, or EIN
ON FILE 02-6000 714

8a Is this application for a limited liability company (LLC) (or a foreign equivalent)? . . . . ☐ Yes ☑ No

8b If 8a is "Yes," enter the number of LLC members . . . .

8c If 8a is "Yes," was the LLC organized in the United States? . . . . ☐ Yes ☐ No

9a **Type of entity** (check only one box). **Caution:** If 8a is "Yes," see the instructions for the correct box to check.

- ☐ Sole proprietor (SSN) ____________
- ☐ Partnership
- ☐ Corporation (enter form number to be filed) ____________
- ☐ Personal service corporation
- ☐ Church or church-controlled organization
- ☑ Other nonprofit organization (specify) **Charitable, edcuational**
- ☐ Other (specify)
- ☐ Estate (SSN of decedent) ____________
- ☐ Plan administrator (TIN) ____________
- ☐ Trust (TIN of grantor) ____________
- ☐ Military/National Guard
- ☐ State/local government
- ☐ Farmers' cooperative
- ☐ Federal government
- ☐ REMIC
- ☐ Indian tribal governments/enterprises

Group Exemption Number (GEN) if any

9b If a corporation, name the state or foreign country (if applicable) where incorporated — State: **New Hampshire** — Foreign country:

10 **Reason for applying** (check only one box)

- ☑ Started new business (specify type) **Nonprofit tax-exempt entity**
- ☐ Hired employees (Check the box and see line 13.)
- ☐ Compliance with IRS withholding regulations
- ☐ Other (specify)
- ☐ Banking purpose (specify purpose) ____________
- ☐ Changed type of organization (specify new type) ____________
- ☐ Purchased going business
- ☐ Created a trust (specify type) ____________
- ☐ Created a pension plan (specify type) ____________

11 Date business started or acquired (month, day, year). See instructions.
September 11, 2025

12 Closing month of accounting year **June**

13 Highest number of employees expected in the next 12 months (enter -0- if none). If no employees expected, skip line 14.

Agricultural	Household	Other
0	0	0

14 If you expect your employment tax liability to be $1,000 or less in a full calendar year **and** want to file Form 944 annually instead of Forms 941 quarterly, check here. (Your employment tax liability will generally be $1,000 or less if you expect to pay $5,000 or less, $6,536 or less if you're in a U.S. territory, in total wages.) If you don't check this box, you must file Form 941 for every quarter. ☐

15 First date wages or annuities were paid (month, day, year). **Note:** If applicant is a withholding agent, enter date income will first be paid to nonresident alien (month, day, year) . . . .

16 Check **one** box that best describes the principal activity of your business.

- ☐ Health care & social assistance
- ☐ Wholesale—agent/broker
- ☐ Construction
- ☐ Rental & leasing
- ☐ Transportation & warehousing
- ☐ Accommodation & food service
- ☐ Wholesale—other
- ☐ Retail
- ☐ Real estate
- ☐ Manufacturing
- ☐ Finance & insurance
- ☑ Other (specify) **Nonprofit charitable, educational, literary**

17 Indicate principal line of merchandise sold, specific construction work done, products produced, or services provided.
Nonprofit charitable & educational activities to preserve documents and other artifacts relating to the history and culture of Portsmouth

18 Has the applicant entity shown on line 1 ever applied for and received an EIN? ☐ Yes ☐ No
If "Yes," write previous EIN here

Third Party Designee

Complete this section **only** if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form.

Designee's name
Valerie Sussman, Hurwit & Associates

Designee's telephone number (include area code)
617-630-6900

Address and ZIP code
1150 Walnut Street, Newton, MA 02461

Designee's fax number (include area code)
617-928-3441

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.

Applicant's telephone number (include area code)

Name and title (type or print clearly)

Applicant's fax number (include area code)

Signature

Date

BYLAWS

Of

PORTSMOUTH ARCHIVE CENTER, INC.

November 17, 2025

BYLAWS

of

PORTSMOUTH ARCHIVE CENTER, INC.

November 17, 2025

Table of Contents

BYLAWS

Of

PORTSMOUTH ARCHIVE CENTER, INC.

November 17, 2025

ARTICLE 1

General Provisions

Section 1.1 **Name.** The name of this corporation (referred to herein as the "corporation") is Portsmouth Archive 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 Strawbery 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, any act or omission that materially harms, or has the potential to materially harm, the corporation's reputation, mission, or operations.

Notwithstanding the notice provision of Section 3.4 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 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.

<u>Section 4.4</u> **<u>Notice</u>**. 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.

<u>Section 4.5</u> **<u>Meetings.</u>** 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.

<u>Section 4.6</u> **<u>Quorum and Voting.</u>** 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

<u>Section 4.7</u> **<u>Meetings by Remote Communication</u>**. 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.

<u>Section 4.8</u> **<u>Action Without a Meeting.</u>** 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.

<u>Section 4.9</u> **<u>Waiver of Notice for Meetings.</u>** 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.

<u>Section 4.10</u> **<u>Committees.</u>** 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 from the Board, with assignment of cause, by a vote of three-fourths of the directors then in office. No director 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 director whose removal is sought.

For the purposes of this provision, "for cause" shall include, but not be limited to, any act or omission that materially harms, or has the potential to materially harm, the corporation's reputation, mission, or operations.

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)