

BYLAWS
of the
THE NEW HAMPSHIRE CENTER FOR PUBLIC POLICY STUDIES
Revised December 21, 2005
Revised May 14, 2008
Revised July 2009
Revised October 2009

ARTICLE I

Name

The name of the corporation shall be THE NEW HAMPSHIRE CENTER FOR PUBLIC POLICY STUDIES, referred to hereinafter as the "Corporation".

ARTICLE II

Purposes

Section 1. The Corporation is organized and operated exclusively for charitable and educational purposes. Solely in furtherance of such purposes, it shall operate in a manner provided by ARTICLE 2 of the Articles of Agreement.

Section 2. The Corporation is not responsible for the personal views expressed by any of its authors, employees, officers, or directors unless these views have been affirmed or ratified by the Board of Directors.

ARTICLE III

Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors or officers or employees, except that it shall have the authority to pay reasonable compensation for personal services actually rendered. No substantial part of the activities of the Corporation shall consist of attempting to influence legislation, and it shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of any present or future laws of the State of New Hampshire governing or pertaining to the Corporation, the Corporation shall not engage in or carry on activities not permitted to be engaged in or carried on by a corporation described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

Offices

The principal office of the Corporation shall be located at such place as the Board of Directors shall from time to time designate. The Corporation may also maintain additional offices at such other places as the Board of Directors may from time to time designate.

ARTICLE V

Board of Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors and it shall exercise all powers not otherwise delegated by law, the Articles of Agreement, or these Bylaws.

Section 2. Number. The number of directors shall be not less than seven (7) and not more than twelve (12). The Board may be enlarged by resolution of the Board without an amendment to these Bylaws.

Section 3. Vacancies. Any vacancy in the authorized number of directors whether occurring by reason of death, resignation, removal; or increase in number shall be filled by the vote of a majority of the directors designated remaining in office; provided, however, that no decrease in the authorized number of directors shall be effective except upon expiration of a term. A director elected by the Board of Directors shall hold office until his or her successor is elected and qualified at the annual meeting of the Corporation.

Section 4. Election. Term of Office. Resignation and Removal. Directors shall be elected by a majority vote of the directors at the annual meeting. Each such director shall hold office for three (3) years or until his or her successor is elected and qualified, provided that directors shall be elected to initial terms of one (1), two (2) or three (3) years so that the terms of no more than 4 directors shall expire in any one year. Any director may resign by giving written notice to the Board of Directors or the Chair. The Board of Directors may, by two-thirds (2/3) majority vote of the entire Board, remove any director without cause.

Section 5. Meetings of the Board of Directors. The Board of Directors shall meet at such time and place as may be fixed by the Chair, or by resolution of the Board.

Section 6. Quorum and Manner of Acting. A majority of the Board of Directors shall constitute a quorum. All matters shall be decided at any such meeting, a quorum being present, except in cases where the presence or the vote of a greater number is required by law, the Articles of Incorporation, or by these Bylaws.

Section 7. Voting and Action by Written Consent. Each director shall, at every meeting, be entitled to one vote. The directors may take any action without a meeting,

which could be taken at a meeting thereof, by written unanimous consent, executed in the time and manner prescribed in a resolution of the Board.

Section 8. Attendance at Meetings through Electronic Means. Members of the Board of Directors unable to attend Board meetings in person may participate in such meetings by conference telephone or such other electronic means which enable all meeting participants to communicate with each other. For quorum, voting and other provisions for determining validity of actions taken by the Board, such participation shall be equivalent to attendance in person. [revised/updated October 2009]

Section 9 Consecutive Terms. Directors shall serve no more than two consecutive three-year terms, but shall be eligible to serve again after at least one year off the Board. Prior years of service of incumbent Directors at the time this section is approved shall not be counted toward this limit. [Section added December 2005]

ARTICLE VI

Officers

Section 1. Number. The officers of the Corporation shall be those elected by the Directors and may include: a Chair, a Vice Chair, a Secretary and a Treasurer. Any two positions may be held by the same person.

Section 2. Election. Term of Office and Qualifications. The officers of the Corporation shall be elected by the Board of Directors by a majority vote of the Board of Directors at the annual meeting. Each such officer shall hold office for one year or until his or her successor shall have been duly elected and qualified. No Director shall be elected to the same office for more than two consecutive years. Prior years of service of incumbent officers at the time this section is approved shall not be counted toward this limit. [Section was updated December 2005]

Election or appointment of an officer, employee or agent shall not itself create contract rights between any appointee and the Corporation. Nothing in these Bylaws may be construed to create any contract rights, written or implied, for the term of office, compensation or benefits for any officer, employee or agent.

Section 3. Removal. The Board of Directors may remove any officer from office without cause.

Section 4. Resignations. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors. Any such resignation shall take effect at the time specified therein, or if no time is so specified, upon its receipt by the Board; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office shall be filled by a majority vote of the Board of Directors at any regular or special meeting.

Section 6. The Chair. The Chair shall preside over meetings of the Board of Directors. The Chair is empowered to appoint committees as herein provided and shall, ex officio, be a member of all such committees. The Chair may sign, execute and deliver in the name of the Corporation all deeds, mortgages, bonds, contracts and other instruments, except in cases where such signing, execution or delivery thereof shall be expressly otherwise delegated by the Board of Directors, by these Bylaws or by law, and, in general, he or she shall perform all duties incident to the office of Chair and such other duties may from time to time be assigned to him or her by these Bylaws or the Board of Directors. [revised/updated October 2009]

Section 7. The Vice Chair. In the event of the temporary absence or disability of the Chair, the Vice Chair shall perform all of the duties of the Chair. At all other times, the Vice Chair shall perform such duties and exercise such powers as from time to time may be assigned to him or her by these Bylaws, the Board of Directors or the Chair.

Section 8. The Secretary. The Secretary shall be custodian of the seal of the Corporation and shall affix the seal to all such documents as may be required. He or she shall give notice of all meetings of the Directors in accordance with the provisions of these Bylaws, and shall keep copies of these Bylaws available for inspection by the Board. In general, he or she shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by these Bylaws, the Board of Directors or the Chair. The Secretary need not be a member of the Board of Directors.

Section 9. The Treasurer. The Treasurer shall cause regular books of account to be kept, and shall render to the Board of Directors, from time to time as may be required, an account of the financial condition of the Corporation, shall deliver an annual report at the annual meeting, and shall perform all other duties properly required of the Treasurer by the Board of Directors.

Section 10. Executive Director. The Executive Director shall be the chief executive officer of the Corporation and shall be responsible to the Board of Directors for proper operation thereof subject to policy and operational directives adopted by the Board, and applicable law. Notwithstanding Sections 1 and 2 of this Article VI, the Executive Director shall be selected by, and shall serve at the pleasure of the Board or under such other employment arrangements as the Board may determine, and shall receive such compensation as the Board may determine. The Executive Director shall carry out activities in accordance with the position description adopted by the Board, shall attend all meetings of the Board (except where such attendance may be excused by the Board), and shall provide such reports and respond to such questions as the Board may require. The Executive Director shall perform all duties incident to the office and such other duties as may from time to time be assigned by these Bylaws or by the Board. Except where these Bylaws or applicable law may otherwise require, the Board may delegate to the Executive Director such operational authority as it may see fit, including without limitation:

- A. Authority to sign, execute and deliver in the name of the Corporation all deeds, mortgages, bonds, contracts, evidence of indebtedness, required governmental filings, tax forms and other instruments;

- B. Authority, within the limits of funds made available by the Board, to retain, compensate, evaluate and terminate employees and consultants necessary to carry out the work of the Corporation. [entire Section added October 2009]

ARTICLE VII

Committees and Advisory Board

Section 1. Executive Committee. The Board of Directors may designate and appoint an Executive Committee which shall consist of such persons, for such terms, as it may prescribe by resolution; provided, however, at least one member thereof shall be the Chair, or in his or her absence, the Vice Chair of the Corporation. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation between meetings of the Board of Directors.

Section 2. Other Committees. The Board may establish such committees of the Board as it may see fit to recommend action to be taken by the Board. [Section added October 2009]

Section 3. Advisory Board. The Board of Directors may appoint an Advisory Board which shall advise the Board of Directors on all matters pertaining to the business and affairs of the Corporation. Any such Board shall be advisory only and actions, recommendations or opinion as individuals either individually or collectively, while serving on such Advisory Board shall not bind the Corporation, by agency or otherwise, unless ratified in writing by the Board of Directors.

ARTICLE VIII

Funds of the Corporation

Section 1. Voluntary Contributions. The activities and programs of the Corporation shall be supported by voluntary contributions, investment and exempt function income. All contributions shall be solicited and received in the name of the Corporation.

Section 2. Depositing of Funds. All funds of the Corporation shall be deposited from time to time to its credit in such banks or other depositories as the Board of Directors may select.

Section 3. Signing of Checks, Drafts, Orders for Payment. All checks, drafts, or other orders for the payment of money shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Bonding of Persons Handling Funds. Any persons (including professional fundraisers) handling substantial funds of the Corporation may be covered by bonds in such amounts as may be designated by the Board of Directors. In the handling of the funds of the Corporation, generally recognized accounting practices

shall be followed, and a full report of receipts and expenditures shall be available whenever the Board of Directors may require.

ARTICLE IX

Seal

The Corporation may have a seal, which shall bear its name in the margin thereof, and shall indicate the date of incorporation.

ARTICLE X

General

Section 1. Fiscal Year. The fiscal year shall end on December 31. However, the fiscal year may be altered by the Board of Directors and shall not require amendment of these Bylaws.

Section 2. Financial Statement. The Corporation shall issue an annual statement of its finances as of the close of the fiscal year to such persons the Board of Directors, in its discretion, prescribes.

Section 3. Designated Gifts and Contributions. The officers, directors, employees or other agent, authorized by the Corporation, may accept on its behalf any contribution, gift, bequest, or devise, of money or property, for its general purposes set forth in its Articles of Agreement hereunder or for any designated purpose described in Section 501(c)(3) of the Internal Revenue Code; provided, however, designations for contributions will only be honored at the direction of the Board of Directors and only if the designated purpose, project or activity set out by the donor is in furtherance of the Corporation's tax exempt purposes. Any limitation upon any contribution shall not be deemed to be legally binding upon the Corporation unless expressly accepted by it. If, upon the advice of counsel, it is determined that one or more contributions made to the Corporation are subject to an enforceable condition subsequent, requiring its use in the manner specified by the condition, and is not deemed to be a precatory or discretionary designation by such donor, the condition subsequent will be deemed to obligate the Corporation and will be honored only if the condition imposed by the donor is consistent with Section 501(c)(3) of the Internal Revenue Code. If not, such contribution shall be returned to the donor or otherwise disposed of in compliance with the condition subsequent. All contributions received by the Corporation, regardless of the designation or purpose for which solicited, shall be deemed for the general uses and purposes of the Corporation and may be commingled with all other corporate funds except for those funds or contributions deemed to be made subject to conditions subsequent.

Section 4. Indemnification of Officers, Directors, Employees, Etc.

Section 4.01. Claims by Third Parties.

The Corporation may indemnify any person who was or is a party to any pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against expenses (including attorney fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall indemnify any such person in such circumstances to the fullest extent permitted by law. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe his or her conduct was lawful.

Section 4.02. Claims by the Corporation.

Notwithstanding anything in this Section 4 to the contrary, the Corporation shall not indemnify any director, officer, employee or agent in connection with a proceeding by or in the right of the Corporation in which the director, officer, employee or agent was adjudged liable to the Corporation; or in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 4.03. Expenses.

To the extent that a director, officer, employee or agent of the Corporation has been wholly successful on the merits in defense of any action, suit, or proceeding referred to in this Section 4, he or she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him or her in connection therewith.

Section 4.04. Determination.

Any indemnification under this Section 4 (unless ordered by a court), as distinguished from Section 4.03 hereof, shall be made by the Corporation only as authorized in the specific case upon a determination in accordance with the terms of RSA 293-A:8.5058 that indemnification of the director, officer, employee

or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein.

Section 4.05. Funding of Expenses.

Expenses (including attorney fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in this Section 4 if:

- (a) the director, officer or employee furnishes to the Corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct required herein;
- (b) the director, officer or employee furnishes to the Corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct required herein; and
- (c) a determination in accordance with the terms of RSA 293-A:8.50- 58 is made that the facts then known to those making the determination would not preclude indemnification.

The undertakings required by this Section 4.05 must be an unlimited general obligation of the director, officer, employee, or agent, but need not be secured, and may be accepted without reference to financial ability to pay.

Section 4.06. Non-Exclusive Contracts Authorized.

The indemnification provided by this Section 4 shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, or vote of disinterested directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his or her official capacity and as to action in another capacity (held at the express request of the Corporation) while holding such office, and shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of heirs, executors, and administrators of such a person.

Section 4.07. Insurance.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under provisions of this Section 4.

Section 5. Provisions Relative to Directors and Officers. In the absence of bad faith, and except as otherwise expressly provided by statute, no contract or

transaction by this Corporation shall be void, voidable, or in any way affected by reason of the fact that the contract or transaction is (a) with one or more of its officers, (b) with a corporation, organization or other concern in which a Director or officer of this Corporation is an officer, Director, employee or in any way interested, or (c) one in which a Director or officer of this Corporation is in any way interested; and in the absence of bad faith or express statutory provision, no Director or officer of this Corporation shall be liable to this Corporation or creditor thereof or to any person for any loss incurred by reason of such contract or transaction or be accountable for any gains or profits realized as a result of such contract or transaction; and the provisions of this paragraph shall apply notwithstanding the fact that the presence of a Director or officer with whom a contract or transaction is made or entered into or who is an officer, Director, or employee of a corporation, organization or other concern with which a contract or transaction is made or entered into or who is in any way interested in such contract or transaction, was necessary to constitute a quorum at the meeting of the Board of Directors at which such contract or transaction was authorized and/or whose vote was necessary for the adoption of such contract or transaction.

Section 6. Pecuniary Benefit Transactions: Conflict of Interest Policy.

Section 6.01. Pecuniary Benefit Transactions.

The Corporation shall not engage in pecuniary benefit transactions, as defined in N.H. RSA 7: 19-a, I (c), *i.e.*, transactions with the Corporation in which a director or officer has a financial interest, direct or indirect, subject to the exceptions provided in the said statutory provision.

Section 6.02. Conflict of Interest.

At the beginning of each calendar year, directors and officers will provide to the Chair a list of all organizations, for-profit or not-for-profit, with which they have, or in the past year have had, an affiliation. Directors and officers shall promptly inform the Chair of any subsequent change in the lists. The Chair will see that such lists are distributed to the directors and officers. A listable affiliation exists whenever a director or officer, or that person's spouse or other immediate family member, is employed by, under contract with, or is an owner, partner, director, officer or trustee of an organization. A director shall refrain from participating in any decision of the Board of Directors involving an affiliated organization if a reasonable person would conclude that the affiliation could interfere with the director's exercise of independent judgment. However, the director may provide information if requested to do so by the Chair.

Section 7. Amendments. These Bylaws may be amended by a two-thirds (2/3) vote of the entire number of Directors then holding office at any meeting thereof.

CERTIFICATE

I hereby certify that the foregoing bylaws, consisting of ten (10) pages, including this page, constitute the bylaws of The New Hampshire Center For Public Policy Studies, adopted by the incorporators of the corporation as of October 15, 1996

Donna Sytek /s/

Chair

Note: This document is a scanned version of the originally signed Bylaws. In the original, there were 14 pages due to spacing and set up. All text from the original was scanned herein. January 4, 2006 cka Updated with changes voted at December 21, 2005 meeting. Updated with change in Treasurer text May 2008. Updated October 2009.