

FRIENDS OF THE SOUHEGAN VALLEY RAIL TRAIL

DRAFT

BYLAWS

ARTICLE I

ARTICLES OF INCORPORATION

The name of this organization, the principal purpose (“Mission”) for which it is established, and the location of its principal place of business shall be as set forth in the Articles of Incorporation, and these Bylaws, as each may from time to time be amended. The powers of the Board of Directors and all matters concerning the conduct and regulation of the Friends shall be subject to such provisions, if any, as are set forth in the Articles of Incorporation. The Articles of Incorporation are incorporated into these Bylaws by reference.

ARTICLE II

NAME

The name of this corporation shall be the Friends of the Souhegan Valley Rail Trail (the “Friends”). It shall be a non-profit corporation organized pursuant to RSA Chapter 292.

ARTICLE III

MISSION

The objects for which the Friends is established are to:

- (1) Promote, support, publicize, maintain, and assist in the development of the Souhegan Valley Rail Trail or Rail-With-Trail (“Trail”) in the municipalities of Wilton, Lyndeborough, Milford, Amherst, Hollis, Merrimack, and Nashua, New Hampshire and adjoining facilities and areas associated with the trail.

The Trail is envisioned as a continuous, primarily off-street trail, roughly following the Hillsborough Branch Line. The Trail is intended to be a four-season paved “shared use path”, designed and constructed using best practices that are current, and for the use of bicyclists, pedestrians, skiers, snowshoers, other non-motorized users, and motorized mobility devices for the disabled, and to be universally accessible to the extent practicable.

It is intended the Trail serve transportation and recreation purposes, connecting communities, providing access to adjacent open space, and inviting health and fitness opportunities.

- (2) To raise money and encourage volunteers to accomplish these objectives in a manner consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, (as

from time to time amended, the "Code") or corresponding provisions of any subsequent Federal tax laws, and,

- (3) To engage in any lawful act or activity permitted, provided, however, that the Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax code.

ARTICLE IV OFFICES

The principal office of the Friends in the State of New Hampshire shall be located at 30 Temple Street, Suite 310, Nashua NH 03060. The Friends may have such other offices, located either within or outside the State of New Hampshire as the Board of Directors may designate or as business of the Friends may from time to time require.

ARTICLE V MEETING OF INCORPORATORS

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

ARTICLE VI MEMBERSHIP

The Friends shall not have any members.

ARTICLE VII BOARD OF DIRECTORS

Section 1. General

The Board of Directors "BOD" shall consist of an odd number not less than seven Directors and not more than fifteen. The Friend's incorporators shall select the initial BOD. When the term of any Director is about to expire, the vacancy shall be filled by a majority vote of the BOD at the annual meeting.

Section 2. Term of Office

The BOD shall serve staggered three-year terms, with a limit of two consecutive terms for a total of six years. If elected or appointed to a partial term, a Director's service during that partial term shall not count as part of the six consecutive years sequence. After a one-year hiatus, a previous Director may serve again.

Section 3. Control and Power

The BOD shall have the exclusive control and power to manage the activities, property, and affairs of the Friends and shall determine the manner in which the funds of the Friends, both

principal and income, shall be applied within the limitations of the Friends Articles of Incorporation, these Bylaws, the Internal Revenue Code and applicable laws of the State of New Hampshire.

Section 4. Removal

Any Director may be removed with or without cause at a Special (Article VII.7.B) Meeting of the BOD duly called for such purpose by a two-thirds (2/3) majority vote of the disinterested members of the BOD.

Section 5. Resignation

Any Director may resign at any time by giving written notice to the Chair or the Secretary. Any such notice shall take effect as of the date of such notice or at any later specified time. Such resignation notice shall be shared and documented in the minutes of the next board meeting.

Section 6. Vacancies

If the office of any Director shall become vacant the remaining members of the BOD, by a majority vote at a meeting where a quorum exists, shall elect a successor for the unexpired term of the Director.

Section 7. Meetings

A. Regular meetings:

- The BOD will annually determine the meeting schedule for the coming year.
- There will be no less than six meetings over the course of the year.

B. Special Meetings:

- Special Meetings of the BOD may be called by the Chair or at the request of two-thirds (2/3) of the membership of the BOD and shall be held at such time and place as may be set forth in a notice thereof, provided at least five (5) days advance notice.
- Such notices shall be sent to the preferred address of each Director shown on the records of the Friends. Such notice may be by email.
- No Board business other than the cause for the Special Meeting shall be conducted.

C. Annual Meeting:

- The Annual Meeting of the BOD shall be held at such a place and time in the month of February as determined by the Board. The election of officers will occur at this meeting.

D. Quorum:

- At all meetings of the BOD a majority of the Directors will constitute a quorum.
- If a quorum is not present at any meeting of the BOD, the Directors present may adjourn the meeting, from time to time, without notice.
- Attendance at a meeting may include physical or electronic presence (e.g., phone, internet, etc.).

Section 8. Action without Meeting

Any action required or permitted to be taken at a BOD meeting may be taken without a meeting if:

- A. All Directors consent in writing or by email that a vote on taking such action is necessary and may be conducted without a meeting.
- B. There is an affirmative vote by a simple majority of all participating Directors to take such action.
- C. All votes and abstentions on the action shall be submitted in writing or by email to the Chair and shall be duly recorded in minutes and those minutes approved at the next BOD meeting.

Section 9. Committees

The BOD may designate or dissolve one (1) or more standing committees and ad hoc committees as needed, by the resolution(s) passed by a simple majority. Such committees(s) shall consist of two (2) or more Directors and shall have a written and BOD-adopted job description that defines its powers and duties. Each committee shall identify and recommend a member to be appointed by the BOD as committee chair. Upon approval of the BOD by simple majority a non-director may be appointed to serve on a committee.

The standing committees of the board shall be:

1. **Advancement:** The Advancement Committee is responsible for ongoing review and recommendations to enhance the corporation's visibility and regional presence to attract additional resources to support the mission and vision. The work of the committee focuses on marketing, fundraising (individual, business, foundations, municipalities, planned giving, and special events) and outreach.
2. **Finance:** The Finance Committee is responsible for the ongoing review and recommendations to enhance the financial stability of the organization. The work of the committee revolves around the following major areas: strategic financial planning and financial management: oversight and control.
3. **Governance and Compliance:** The Governance Committee is responsible for the ongoing review and recommendations to ensure a strong, engaged, and well-informed leadership team guides the organization. The work of the committee revolves around providing the Board with guidance and recommendations regarding the following four major areas: roles and responsibilities of the board, composition of the board, knowledge and educational needs of the board, and effectiveness of the board. Compliance duties include filing the required "annual reports" with the Corporation Division of the NH Secretary of State, yearly filings (if any) required by the Director of Charitable Trusts, tax filings with the Internal Revenue Service, etc.

Section 10. Compensation; Reimbursement

No Director shall receive compensation for services on the BOD. Such provision for reimbursement for expenses reasonably incurred on behalf of the Corporation may be established as the BOD deems appropriate.

ARTICLE VIII OFFICERS

Section 1. General

The Corporation shall have as executive officers a Chair, a Vice Chair, a Secretary, and a Treasurer, each of whom shall be elected by the BOD at the annual meeting. Officers are elected annually within the term limits previously stated in Article 7 Section 2.

Section 2. Chair

The Chair shall preside over meetings of the BOD and shall be responsible for the agenda and general conduct of such meetings. He/she may represent the Friends at local, civic, and community activities which require the Corporation's attendance.

Section 3. Vice Chair

The Vice Chair shall, in the absence or inability of the Chair to perform duties and exercise the powers of the Chair, perform such other duties and exercise other powers as the BOD may from time to time prescribe.

Section 4. Secretary

The Secretary shall keep the minutes and records of the Friends in appropriate books, see that all notices are given in accordance with these Bylaws or as provided by law, keep the seal of the Corporation and affix same to corporate documents, and in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the Chair or the BOD. Oversee and be a member of the Governance and Compliance Committee.

Section 5. Treasurer

The Treasurer shall serve as chair of the Finance Committee and is responsible for the general supervision of the financial affairs of the Corporation. He/she will assure the timely distribution of clear and useful financial statements and review of them by the BOD; ensure that financial checks and balances are established and followed; and serves as a signatory on notes, drafts, and checks as needed.

Section 6. Removal

Any officer may be removed without cause, from such office by a two-thirds (2/3) majority vote of the disinterested members of the BOD at a Special Meeting (Article VII.7.B) of the BOD for such a purpose.

Section 7. Resignation

Any officer may resign at any time by giving written notice to the BOD or the Chair or the Secretary of the Friends. Any such notice shall take effect as of the date of such notice or at any later time specified therein.

Section 8. Vacancies

If the office of any Officer shall become vacant the remaining members of the BOD, by a majority vote at a meeting where a quorum exists, shall elect a successor for the unexpired term of the Officer.

ARTICLE IX

GENERAL PROVISIONS

Section 1. Corporate Seal

The BOD may authorize a corporate seal which shall bear the name of the corporation and the state and year of incorporation.

Section 2. Fiscal Year

The fiscal year of the Friends shall end on the last day of December in each year unless otherwise determined by the BOD.

ARTICLE X NON-DISCRIMINATION

The Friends shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, the appointment to and termination from its Board of Directors, hiring and firing of staff or contractors, selection of volunteers, selection of vendors, and providing of services.

ARTICLE XI LIMITATION OF LIABILITY

Unless otherwise expressly authorized by the BOD, the Directors and Officers shall serve without compensation and, pursuant to RSA 508:14, shall not be liable for personal injury and property damage during an activity carried on to accomplish the purposes of the corporation.

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

ARTICLE XII INDEMNIFICATION

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

ARTICLE XIII CONFLICTS OF INTEREST

Any possible actual or appearance of conflict of interest on the part of any Director of the BOD, Officer, or employee of the Friends, shall be disclosed in writing to the BOD and made a matter of record through an annual procedure and when the interest involves a specific issue before the

BOD. Where the transaction involving a Director or Officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested Directors is required. Where the transaction exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested Directors and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself.

Every new Director will be advised of this policy upon entering the duties of his or her office and shall sign a statement acknowledging understanding of and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made part of this policy statement.

ARTICLE XIV DISSOLUTION

The Friends may be dissolved at a Special Meeting (Article VII.7.B) of the BOD by a 2/3 majority vote of the Directors present at the meeting, and such an assent shall be recorded in writing and signed by a 2/3 majority of the BOD.

Upon dissolution of the Friends, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and shall be distributed to one or more exempt entities which are organized exclusively to support the creation of multipurpose trails and alternative transportation corridors in the Souhegan River Valley in New Hampshire, if any such organizations exist, and if not, then to any such organization in the State of New Hampshire.

No assets shall be distributed to any Officer, Director, or employee of the Friends.

ARTICLE XV AMENDMENTS

These Bylaws may be altered, amended, repealed and new Bylaws may be adopted at a Special Meeting (Article VII.7.B) of the BOD by a 2/3 majority vote of the Directors at a meeting where a quorum exists. However, in no event may amendments be made which could affect the corporation's qualification as a tax-exempt organization pursuant to Section 501(C)(3) of the IRS Code or corresponding section of any future federal tax code.

ADOPTED BY UNANIMOUS VOTE, ON JUNE X, 2021