

NEW HAMPSHIRE BUSINESSES FOR
SOCIAL RESPONSIBILITY

AMENDED AND RESTATED BY-LAWS

Dated as of June 18, 2019 (the "Effective Date")

ARTICLE I.

Name

The name of the Corporation shall be New Hampshire Businesses for Social Responsibility.

ARTICLE II.

Purpose

New Hampshire Businesses for Social Responsibility convenes, inspires and supports businesses and their community stakeholders to build a more sustainable and prosperous state for all.

ARTICLE III.

Board of Directors

Section 1. Powers. The Board of Directors shall have responsibility for control and management of the Corporation and its property and may exercise any and all of the Corporation's powers.

Section 2. Number. The Board of Directors ("Board") shall consist of not less than seven (7) nor more than eighteen (18) Directors (individually referred to as "Director," collectively referred to as "Directors").

Section 3. Election. The initial members of the Board of Directors shall be elected by the Incorporators of the Corporation. Terms of the office for the initial Board members shall be staggered, with one-half (1/2) being for one a (1) year term and one-half (1/2) being for a two (2) year term. Thereafter, subsequent to the Effective Date, terms of office for new and re-elected Directors shall be for three (3) years, provided that if the size of the Board is increased in accordance with these By-laws, the initial terms of additional positions will be staggered so as to assure that approximately one-third (1/3) of the Board is elected each Fiscal Year (as defined herein). A Director may not serve more than five (5) consecutive terms. A Director who has completed five (5) consecutive terms shall be eligible for re-election to the Board one (1) year after completion of the Director's last consecutive term. Notwithstanding the foregoing, the Board, for good reason, may extend the maximum number of consecutive terms a particular Director may serve for up to two (2) additional terms beyond the five (5) terms provided for in this Section 3 by an affirmative vote of two-thirds (2/3's) of the then currently serving Directors (not including the Director whose term is being extended) at a meeting of the Board duly called for such purpose.

Section 4. Quorum. A quorum for conducting a meeting of the Board shall be a majority of the Directors; but if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. The Board of Directors shall determine and approve minimum meeting attendance requirements for Board members.

Section 5. Removal. A Director may be removed from office, with or without cause, by a majority vote of all Directors then in office, at any regularly scheduled meeting or any meeting called for that purpose.

Section 6. Resignation. Any Director may resign by delivering his or her written resignation to an Officer of the Corporation. Such resignation shall be effective upon receipt unless otherwise specified in the resignation.

Section 7. Annual Meeting. The annual meeting shall be held in March or at such other time as the Board may set.

Section 8. Regular Meetings. Regular meetings of the Board may be held at such times and places as shall, from time to time, be fixed by the Board and no notice need be given of such regular meetings held at the times and places so fixed.

Section 9. Special Meetings. Special meetings of the Board may be called by the Chair, Secretary or any two Directors and shall be held at the place designated in the notice or call thereof.

Section 10. Notice. Written or printed notice stating the place, day, and hour of any Special Meeting of the Board shall be delivered either personally, by mail, or by electronic mail to each Director, no less than five (5) days before the date of such meeting, by or at the direction of the Chair, the Secretary or the Officers or persons calling the meeting. Any Director waives notice of any meeting by attending such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the Special Meeting needs to be specified in the notice or waiver of notice of such meeting in accordance with applicable law or these By-laws.

Section 11. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these By-laws. The Board may also act without a meeting if written consent setting forth the action taken thereto is signed by all the Directors and filed with the records of the Board meetings. Such consent shall be treated as a vote of the Directors for all purposes.

Section 11.1. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these By-laws) may be taken without a meeting by consent in writing (*i.e.*, mail, electronic mail, or fax), provided that all Board Members in office unanimously consent to the action. Such consents shall have the same force and effect as a unanimous vote of the Board.

Section 12. Residuary Powers. The Board shall have all powers and duties necessary or appropriate for the administration of the affairs of the Corporation. All powers of the Corporation set forth in the Articles of Agreement or these By-laws shall be vested in the Board.

Section 13. Compensation. Directors shall not receive any compensation for their services as Directors, but may be reimbursed for incidental expenses incurred in carrying out their duties as Directors or attending Board meetings.

Section 14. Committees. The Board may, by vote of a majority of the Directors then in office, elect an Executive Committee or such other committees as it may determine and may, by like vote, delegate to any such committee some or all of the powers of the Corporation except those which by law, the Articles of Agreement, or these By-laws, it is prohibited from delegating. Unless otherwise determined by the Board, any such committee may make rules for the conduct of its business but, unless otherwise provided in its rules, the committee's business shall be conducted as nearly as possible in the same manner as provided in these By-laws for the Directors. The Board shall have the power to fill vacancies in, change the membership of or disband any such committee, which powers may, upon the unanimous consent of the Board, be delegated by the Board to the Executive Director.

Section 15. Telephone Conference Meetings. The Directors or the members of any committee may participate in a meeting of the Board or such committee by means of a conference telephone call or similar means of communication by which all persons participating in the meeting can hear each other at the same time, and participating in such a manner shall constitute presence in person at the meeting.

Section 16. Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of any Director unless (i) it will not violate any applicable law, and (ii) the Board provides advance unanimous written consent.

ARTICLE IV. Officers

The Officers of the Corporation shall be a Chair, Vice Chair, Treasurer and Secretary; provided, however, the Board may, upon unanimous written consent of the then currently serving Directors at a meeting of the Board duly called for such purpose, replace the "Vice Chair" position with the position of "Co-Chair". The Officers of the Corporation may also include one or more Assistant Treasurers, Assistant Secretaries and/or an Executive Director at the discretion of the Board. The Officers shall be elected annually by a majority vote of the Board. The Board may elect or appoint such other Officers as it deems desirable and such other Officers shall have the authority and duties prescribed by the Board. Offices or official positions may be combined and held by one person at the Board's discretion.

ARTICLE V. Powers of Officers

Section 1. Chair. The Chair shall preside at all meetings of the Directors and shall determine the agenda for each meeting. The Chair shall nominate all members of Board committees. The Chair shall serve as an *ex officio* member of each committee without vote. The Chair shall not be an employee of the Corporation.

Section 2. Vice Chair. The Vice Chair shall serve as an assistant to the Chair and shall preside at all meetings at which the Chair is not present. In the absence of the Chair, the Vice Chair may perform the duties and exercise the powers of the Chair.

Section 3. Secretary. The Secretary of the Corporation shall be present at all meetings of the Board and shall keep accurate records of the meetings in books provided for that purpose. The books of the Corporation shall be open at all reasonable times for the inspection of any Director. The Secretary shall perform all duties commonly incident to the office and shall perform such other duties and have such other powers as the Board from time to time may designate. In the absence of the Secretary at any meeting of the Board, the Assistant Secretary, if any, or a secretary *pro tempore* may be chosen to record the proceedings thereof.

Section 4. Assistant Secretary. The Board may appoint an Assistant Secretary to perform the duties and exercise the powers of the Secretary in his or her absence and to perform such other duties as the Board shall prescribe.

Section 5. Treasurer. The Treasurer shall have care and custody of the funds of the Corporation and shall exercise, under supervision of the Board, all the powers and duties commonly incident to the office. The Treasurer and the Executive Director shall each have the power to sign all deeds, leases, contracts, notes or other instruments to be executed on behalf of the Corporation. The Treasurer shall have custody of all the money, funds and financial records of the Corporation. The Treasurer, Executive Director, or any of their designees, shall deposit all funds of the Corporation into such bank, trust company or with such other firms as the Board may from time to time designate. The Treasurer or Executive Director shall, on behalf of the Corporation, endorse for deposit (if necessary) all checks, notes and other obligations payable to the Corporation or its order and may accept drafts on behalf thereof. The Treasurer shall keep accurate books of account of all corporate transactions, which books shall be the property of the Corporation, and, together with all of its other property in the Treasurer's possession, shall be subject at all times to the inspection and control of the Board. All receipts and vouchers for payment made to the Corporation, and checks, drafts and notes for payment of money by the Corporation shall be signed by the Treasurer or the Executive Director, except as the Board may otherwise specifically provide.

Section 6. Assistant Treasurer. The Board may appoint an Assistant Treasurer to perform such duties and have such powers as the Board or the Treasurer may from time to time designate.

Section 7. Election and Term of Office.

(a) The Officers of the Corporation shall be elected by the Board at its Annual Meeting or as soon thereafter as feasible. New offices may be created and filled at any regular meeting of the Board. Unless having resigned or been removed, each Officer shall hold office until the next annual election of the Board and until a successor shall have been duly elected and shall have qualified.

(b) The term of office shall be one (1) year. Election of Officers shall take place at the annual Board meeting and shall be by ballot cast by qualified Directors. Majority of the votes cast shall elect. Any Officer may be re-elected by the Directors to hold office for additional one (1) year terms.

Section 8. Removal. Any Officer elected or appointed by the Board may be removed by the Board by two-thirds (2/3) vote of the remaining Directors whenever, in its judgement, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 9. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board by majority vote for the unexpired portion of the term.

ARTICLE VI.
Executive Director

Section 1. Executive Director. The Board of Directors may employ an Executive Director upon such terms and conditions, including hours, compensation and employment benefits, as the Board may determine. The Executive Director shall attend all Board meetings but shall not be a Director.

Section 2. Duties. The Executive Director shall report to the Board of Directors and shall have the following duties and responsibilities:

- (a) To act as chief administrator of the Corporation and to attend to all day-to-day administrative functions of the Corporation.
- (b) To coordinate all Board and committee meetings and to help prepare agendas and materials for each.
- (c) As directed by the Board or Chair, to represent the Corporation at conferences, roundtables and such other activities and events as the Board may determine from time to time.
- (d) To act as liaison for the Corporation with other organizations and executives.
- (e) To recruit sponsors for the Corporation and its activities.
- (f) To maintain all corporate records and data files in an organized manner.
- (g) To assist the Chair and of the Board and other Officers of the Corporation in the performance of their responsibilities and duties.
- (h) To communicate to the Board in a timely manner on all operational matters concerning the Corporation.
- (i) To assist all Committees and Committee Chairs with meetings and activities as needed.
- (j) To perform such other duties as the Board may, from time to time, assign.

Section 3. Term of Employment. The Executive Director shall serve at the pleasure of the Board. The Executive Director may be terminated from employment by a majority vote of a quorum of the Board at any meeting held in accordance with the By-laws. At least two (2) weeks' notice of termination shall be given to the Executive Director unless termination is for dishonesty or other misconduct.

ARTICLE VII.

Members

Membership in the Corporation shall be open to corporations, organizations and individuals which support the mission and goals of the Corporation. Classifications of membership shall include: Founder; Leader/Innovator; Sustainer; Partner; Social Entrepreneur and Steward. Membership dues for each classification shall be as determined by the Board of Directors.

ARTICLE VIII.

Dissolution and Disposition of Assets

Section 1. Dissolution. The Corporation shall be dissolved in accordance with RSA 292.

Section 2. Disposition of Assets. The provision for disposition of the Corporate assets in the event of dissolution of the Corporation, including the prioritization of rights to Corporate assets are as follows:

In the event of dissolution of the Corporation, the Board of Directors, after paying or making provisions for payment of all liabilities of the Corporation, shall distribute, in any proportion considered prudent, all the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes and, at the time, qualifying as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX.

Amendments

These By-laws may be amended and/or restated by a majority vote of the Board at any regular meeting or any special meeting called for that purpose at which a quorum is present. Written notice of any meeting at which a By-law amendment is to be considered must be given to each Director in accordance with the notice provision contained in Section 10 of Article III above. The text or substance of the proposed amendment or restatement must be contained in the notice given to Directors. Any such amendment or restatement, duly enacted, shall become effective upon passage unless some other time is specified by the Board in its vote.

ARTICLE X.

Additional Powers

Section 1. Contracts. The Board may authorize any Officer or Officers, agent or agents, of the Corporation, in addition to the Officers so authorized by these By-laws to enter into contracts or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or specific to a particular transaction.

Section 2. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such depositories as the Board may select.

Section 3. Gifts. The Board 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 XI.

Books and Records

The Corporation shall obtain complete and accurate books and records of account and shall keep minutes of the proceedings of the Board and all committees having any authority of the Board. The Secretary shall keep a record of the names, addresses, telephone numbers and other data of the Directors. All books and records of the Corporation may be inspected by any Director, or any Director's agent or attorney, for any purposes at any reasonable time. The Board, if it deems prudent, shall cause an audit of the records of the Corporation to be made by a competent auditor. The Board shall cause the Treasurer to prepare an annual financial statement of the Corporation and such financial statements shall be provided to each Director.

ARTICLE XII.

Personal Liability

The Directors and Officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, or contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any debt, damages, judgement or decree, or of any money that may otherwise come due or payable to them from the Corporation.

ARTICLE XIII.

Fiscal Year

The fiscal year of the Corporation shall begin on July 1st and end on June 30th in each year.

ARTICLE XIV.

Gender Singular and Plurals

The use of the masculine, feminine or neuter gender and the use of the singular or plural shall not be given the effect of any exclusion or limitation and the use of the words "person" or "party" shall mean and include any individual, trust, corporation, partnership or other entity.

ARTICLE XV.

Seal

The Board may adopt a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal."