

## **NOTICE OF MEETING**

**WHO: Nashua Regional Planning Commission**

**WHEN: Wednesday – June 17, 2020 – 7:00 P.M.**

**WHERE: Remote Meeting via Zoom**

## **AGENDA**

7:00 pm - Call to Order

1. Welcome and Introductions (7:00)
2. Privilege of the Floor (7:05)
3. Approval of Minutes – December 18, 2019 public (***action required***) (7:10)
4. Approval of Minutes – May 13, 2020 public (***action required***) (7:15)
5. Annual Business Meeting: (7:20)
  - a) FY 2021 Budget and Work Program (***action required***)
  - b) Annual Grant and Contract Authorization (***action required***)
  - c) Setting of FY 2022 Dues (***action required***)
  - d) Election of FY 2021 Executive Committee Officers (***action required***)
6. Proposed NRPC Bylaws Amendments (***action required***): (7:45)
7. Proposed NRPC Foundation 501(c)(3) (***action required***): (8:00)
8. Transportation Project Updates: (8:15)
9. General Updates: (8:25)
10. Commissioners Roundtable (8:30)
11. Adjourn (9:00)

***Next Meeting – The next NRPC Commission meeting is scheduled for  
Wednesday, September 16, 2020 at 7:00 pm***



**DRAFT – MINUTES  
NASHUA REGIONAL PLANNING COMMISSION  
Held at the NRPC Office  
30 Temple Street, Suite 310, Nashua, NH  
December 18<sup>th</sup>, 2019**

**Members Present:**

Susan Ruch, Amherst  
Tamara Sorell, Brookline  
Robert Larmouth, Hollis  
Venu Rao, Hollis  
James Battis, Hudson  
Kim Queenan, Litchfield  
Tim Tenhave, Merrimack  
Janet Langdell, Milford  
Chris Constantino, Milford

Tim Berry, Mont Vernon  
Mary-Ann Melizzi-Golja, Nashua  
Ed Weber, Nashua  
Dave Hennessey, Pelham  
Hal Lynde, Pelham  
Kermit Williams, Wilton  
Jim Kofalt, Wilton

**Others Present:**

Tim White, NH DES  
Michael Croteau, Town of Litchfield  
Camille Pattison, NTS  
Suzanne Fournier, Brox Environmental  
Citizens

**Staff Present:**

Jay Minkarah, Executive Director  
Sara Siskavich, Assistant Director  
Kate Lafond, Business Manager  
Matt Waitkins, Transportation Planner

**Welcome and Introductions:**

Battis opened the meeting at 7:00 p.m.

**Privilege of the Floor:**

No members of the public wished to speak.

**Approval of the Minutes – June 19<sup>th</sup>, 2019**

Minkarah noted that the minutes from the June 19<sup>th</sup> meeting were tabled in September as no one was identified as having made or seconded the motion to adopt the Public Involvement Process. The meeting notes were reviewed however they provided no additional information.

Ruch motioned with a second from Hennessey,

THAT the minutes of June 19<sup>th</sup>, 2019 be approved as written and placed on file.

The motion **carried** with abstentions from Constantino, Queenan, Rao, and Williams.

### **Approval of the Minutes – September 18<sup>th</sup>, 2019**

Battis suggested that the presentation slides noted on page 2 of the minutes be attached to the minutes. It was agreed that listing the URL where the slides can be accessed would be sufficient.

Tenhaven motioned with a second from Ruch,

THAT the minutes of September 18<sup>th</sup>, 2019 be approved as amended and placed on file.

The motion **carried** with abstentions from Larmouth, Lynde, Queenan, and Rao.

### **Public Hearing - Proposed adoption of the 2019 Regional Housing Needs Assessment**

Battis opened the public hearing at 7:10 p.m.

Minkarah presented an overview of the draft NRPC Regional Housing Needs Assessment. Minkarah noted that a presentation was given at the September Commission meeting since that time additions and changes were made based on comments received.

Presentation slides can be accessed [here](#).

The floor opened to questions and discussion:

Hennessey commented that the statistics understate the problem and noted that seniors aren't moving into 55+ housing as fast as we thought they would, and we are seeing more out of state people moving into these units. Hennessey thinks that age-restricted housing should be inventoried. Hennessey continued to talk about absorption rates noting that the housing market is seeing historic listing lows. The lack of inventory is driving the cost of housing up.

Lynde commented that residents in Pelham voted on eliminating 55+ housing.

Williams noted that this presentation speaks to the low vacancy rates for rental housing but shows the need for more single-family houses rather than rentals. Minkarah noted that there is not enough historical data to reflect the need for rental housing however towns should consider changing their regulations to allow for it.

Weber noted that Nashua has increasing rental housing on Groton Road which also connects to trails, so this is a plus-plus.

Minkarah reviewed comments received from the City of Nashua and the Nashua Soup Kitchen and noted changes that would be made to address some of the comments.

It was asked if HUD takes into account property taxes. Minkarah stated that as he understands it yes, averages.

Langdell asked that the plan be updated with the most recent data prior to publishing.

Hennessey urged that the document be reviewed and updated when we have next year's census data.

Battis closed the public hearing at 7:43 p.m.

Ruch motioned with a second from Hennessey,

THAT the Regional Housing Needs Assessment be adopted with the proposed amendment.

The motion **carried** unanimously.

### **Presentation – Matt Waitkins, Senior Transportation Planner: Nashua Region Transit System Service Expansion Study**

Presentation slides can be accessed [here](#).

Waitkins presented an overview of the Nashua Region Transit System Service Expansion Study.

Hennessey asked if the surveys given to Hitchner Manufacturing were given to all three shifts. Minkarah stated yes and noted that employers like Hitchner and Alene Candles are very interested in transit services to their location.

Williams asked how frequently the bus would run? Pattison spoke to how NTS currently runs and noted that some routes are under-performers which are evaluated by NTS but not all routes are going to be high performers as some are bringing riders in to connect with busier routes.

Hennessey discussed transit going into Massachusetts in order to receive some additional funding and long-range transit to Manchester Airport could be a benefit. Minkarah noted that another transit study will kick off in January which will look at connecting to the MBTA Commuter Rail/Lowell Regional Transit station (Gallager Terminal) in Lowell, UMass Lowell and the Alewife MBTA station in Cambridge.

It was noted that community and employer buy-in would be necessary to expand the transit expansion routes identified in this study. Minkarah agreed and noted that the lack of transit impacts economic development.

Weber suggested that it might behoove employers to change shifts to align with existing route times.

Hennessey asked if the bus route schedule links to Google. Pattison stated yes but not in real-time. NTS has a grant application in for a real-time app component. The benefit of increased ridership as a result of real-time technology was discussed.

Rao suggested that bike stands at bus stops could increase ridership. Minkarah noted that riders can store their bikes on the bus. Pattison indicated that NTS buses have racks that can hold two bikes.

### **Transportation Project Updates**

Minkarah indicated that the Governor's Advisory Commission on Intermodal Transportation (GACIT) has finished the Ten-Year Plan (TYP) public hearing process. At this point, the draft will go on to the Governor and Legislature for review and recommendations before final approval by the Governor. Minkarah identified projects in the region included in the draft TYP and noted that most projects have been advanced by one or two years. Some projects identified include an Amherst rail trail, Brookline Route 13, Nashua sidewalk and bike lanes, and Taylor Falls Bridge rehabilitation.

Minkarah described the Congestion Mitigation Air Quality (CMAQ) funded projects. Two sidewalk projects in Milford and a traffic reconfiguration in Nashua. Minkarah stated that he hopes more projects are applied for in the next round.

### **General Updates**

- At the last meeting, amending the Bylaws to comply with Transportation Management Area (TMA) requirements was discussed. Minkarah hopes to receive input in January from the recent TMA review process regarding our composition.
- The Annual Forum will be held Thursday, April 9<sup>th</sup> at Labelle Winery. The theme for this year's event is entrepreneurship.
- NRPC is in the process of updating the Regional Plan.

### **Commissioner's Roundtable**

Milford: Langdell is pleased that the town has received CMAQ funding for the two projects earlier identified. These projects will improve pedestrian mobility.

Nashua: Melizzi-Golja reported that after 20 years, funding for an update of the Master Plan was approved and the RFP has been put out. Also, Planning Director Roger Houston is retiring.

Amherst: Ruch reported that NRPC will be working with the town to complete their Master Plan update. She is looking forward to the process.

Pelham: Hennessey indicated that there is a Warrant Article that will essentially do away with cluster housing. Hennessey commented that this is disheartening given the housing needs in the region. Lynde expressed that he was happy with the projects that the town has taken on including the double stone arch bridge. Lynde continued that when people hear affordable housing, they think section 8 but Pelham is taking steps to loosen the regulations.

Hollis: Larmouth commented that Hollis' taxes have gone up as a result of school improvements and land purchases.

Brookline: Sorell attended the statewide meeting of commissioners. She found it interesting that some of the issues that our region is experiencing are statewide issues.

Wilton: Williams indicated that there is an interesting project developing with NRPC and the town's Economic Development Committee. Williams also noted that the town is addressing emergency dispatch services, he wishes that this was something that NRPC had a hand in but if other towns in the region are also dealing with contracting dispatch services and want to collaborate, he would like to talk. From his State Rep perspective, Williams added that there are several bills that will have an impact on towns, he encourages all to take a look.

Hudson: Battis reported that NRPC is assisting the town with its Master Plan update. He has been very encouraged by the community input.

Merrimack: Tenhave indicated that the town is still dealing with PFAs. There is also a large housing project (77 homes) going to the Planning Board. As part of this housing project, a sewer line that has had problems in the past would be corrected. Additionally, the town's Conservation Commission is kicking around the idea of creating a Conservation Officer as the town of Londonderry has.

Mont Vernon: Berry noted that the housing development that was reduced by 4 lots due to watershed protection requirements is going on to the ZBA.

Litchfield: Queenan reported that NRPC has assisted the town complete the Master Plan Transportation Chapter. Open space subdivisions have been a big topic like in other towns. The town's Capital Improvement Committee is updating its Capital Improvement Plan and the town has added five properties to the state historic register.

NHDES: The clean diesel program (DERA) solicitation received nine applications of which seven will be funded. This leaves funds available for another round of solicitation. Also, the RFP for charging stations can be found on the OSI website.

### **Adjourn**

Motion to adjourn was made by Ruch with a second from Constantino. The meeting ended at 9:15 pm. The next Commission meeting will be held on Wednesday, March 18<sup>th</sup>, 2020 at 7:00 p.m.

Respectfully submitted

Jay Minkarah, Executive Director: \_\_\_\_\_



**DRAFT – MINUTES  
NASHUA REGIONAL PLANNING COMMISSION  
Held via Zoom  
March 13<sup>th</sup>, 2020**

**Members Present:**

Susan Ruch, Amherst  
Tamara Sorell, Brookline  
Robert Larmouth, Hollis  
James Battis, Hudson  
Kim Queenan, Litchfield  
Karin Elmer, Merrimack  
Tim Tenhave, Merrimack

Janet Langdell, Milford  
Tim Berry, Mont Vernon  
Mike Fimble, Mont Vernon  
Ed Weber, Nashua  
Hal Lynde, Pelham  
Jim Kofalt, Wilton

**Others Present:**

William Rose, NHDOT

**Staff Present:**

Jay Minkarah, Executive Director  
Sara Siskavich, Assistant Director  
Kate Lafond, Business Manager  
Gregg Lantos, Principal Transportation Planner/MPO Coordinator  
Matt Waitkins, Transportation Planner  
Mason Twombly, Regional-Environmental Planner

**Welcome and Introductions:**

Elmer opened the meeting at 6:00 p.m. Minkarah reviewed the Zoom meeting procedures and protocols. A roll call attendance was then conducted.

**Privilege of the Floor:**

No members of the public wished to speak.

**Discussion of proposed Bylaws Amendments**

Minkarah reviewed RSA 36:46 Formation of Regional Planning Commissions. Minkarah indicated that the NRPC Bylaws are based on this RSA. NRPC is also a Metropolitan Planning Organization (MPO). The Bylaws were amended to reflect and comply with the MPO designation in 2011. Additionally, there is an MPO Transportation Planning Prospectus that outlines the MPO structure and responsibilities, however, a record of adoption cannot be found. Finally, in 2012 we became a Transportation Management Area (TMA) because the region's population surpassed 200,000 in the 2010 Census. As a TMA, the NRPC MPO is the lead agency to select and program projects within the Nashua urbanized area (UZA). Federal rules govern the TMA structure including the structure of its governing body. Most importantly, these rules require that public transit agencies operating in the region are represented on the governing body of the MPO along with appropriate state and federal officials. To bring us into compliance, the proposed amendments would add a representative from the Nashua

Transit System (NTS) and Souhegan Valley Transportation Collaborative (SVTC) to the MPO policy board. Minkarah continued that the proposed amendments to the Bylaws would also provide for a clearer distinction between the structure and responsibilities of the Commission and the MPO Policy Board. Minkarah reviewed the amended Bylaws noting that to delineate between Commission business and MPO business, the MPO Policy Board would have its own business item on the agenda.

Battis asked if rail transit was expanded would Massachusetts Bay Transportation Authority (MBTA) become a member of the MPO. Minkarah stated that he would have to look into that further, if the expansion were to happen he does not know who the operator would be.

Langdell pointed out that the TMA structure in the Code of Federal Regulations states the TMA shall consist of locally elected officials. Minkarah indicated that his interpretation of #3 of the highlighted section of the Code of Federal Regulations in the agenda packet (excerpt below) reconciles this and allows for duly appointed officials via NH RSA 36:46.

*“(3) Representation. (i) Designation or selection of officials or representatives under paragraph (d)(1) of this section shall be determined by the MPO according to the bylaws or enabling statute of the organization.”*

Langdell asked regarding residency. Minkarah stated that it is clear under state statute that a Commissioner has to be a resident of the appointing community.

Ruch thought it may be problematic to have the NTS and SVTC representatives also be the municipal representative, she would like the town to give their ok for the individual to serve as both. Fimbel asked why, is it a concern of balance of power. Minkarah clarified for Ruch that the town's interest and the transportation provider's interest may differ. Tenhave noted that in this instance we refer to the position as a municipal representative but questioned if this could be changed to Commissioner as that is the term used throughout the document. Minkarah stated yes.

Discussion ensued regarding the proposed MPO Policy Committee Business standing item on the agenda. Tenhave asked if for this would there be a separate vote and a separate set of minutes. Minkarah agreed that would be appropriate as the MPO is a decision-making body.

Fimbel asked if there was a hierarchy amongst the Executive Committee, Commission, and MPO. Minkarah stated no, each has different decision-making authorities.

Elmer asked that the minutes from this meeting be provided in the June agenda packet. Weber made a few suggestions regarding commenting and voting for the next meeting. Fimble thanked Minkarah for his research and work in this undertaking. Ruch agreed that this process has been a lot of work and the draft Bylaw amendment reflects the many comments that were taken into consideration. Ruch added that what is proposed looks like a good approach.

### **Discussion of proposed formation of Nashua Regional Planning Commission Foundation 501(c)(3)**

Minkarah began by explaining that the formation of a non-profit would be to support NRPC. Doing so would enable us to access grants and foundation donations that are only awarded to 501(c)(3)'s. Minkarah noted that Southern New Hampshire Planning Commission and more recently Upper Valley Lake Sunapee Regional Planning Commission have formed non-profits. Minkarah continued that he



reached out to the attorney who helped draft the presented Articles of Agreement and Bylaws. The Bylaws are simple, the non-profit would be a separate legal entity with a small 5 member Board of Directors. The composition of the Board of Directors would include the current Commission chair, vice chair, treasurer, and two other members would be appointed by the Executive Committee and confirmed by the full Commission.

Tenhaven asked if additional duties would be too much for the Chair, Vice Chair and Treasurer. Ruch indicated that she personally wouldn't view it as particularly burdensome and overlapping makes sense. Langdell pointed out that the Chair, Vice Chair, and Treasurer don't have to serve as President of the non-profit.

Fimble commented having been Treasurer of a non-profit, there would be entirely separate accounting and reporting so does the Commission have a say or is decision making limited to the directors of the non-profit. Minkarah stated that decisions would be limited to the Board of Directors but this is why the Bylaws provide for overlapping membership. Minkarah envisions the non-profit applying for and receiving funds and granting them to NRPC.

Minkarah reviewed the Bylaws for the proposed 501(c)(3) and pointed out they are very much coterminous with the Commission Bylaws. Ruch questioned the 2/3 vote aspect of Article III, Section 7 which address removal of a board member, 2/3 would be 4 of the 5 members. Langdell suggested having a 7 member member board. Minkarah noted that would make for more representation. Langdell suggested the 2 additional members be from outside the Commission which may provide for more connections. Several Commissioners present agreed with this. Minkarah stated that the change to the structure of the non-profit will be made. Tenhaven suggested that in Article III, Section 9 which addresses filling vacancies the vacancy be filled until the Commissions next meeting.

### **Adjourn**

With no further comments or concerns regarding the documents Minkarah informed those present that both topics would go before the full Commission at the June meeting for a formal vote. Susan suggested that Commissioners may want to get input from the communities that they represent prior to the June meeting. Fimble asked if this is something that goes before the municipalities. Minkarah stated that the Commission is the deciding board and a 2/3 vote is need to adopt the amended Bylaws. Minkarah stated that outreach to the Town Administrators and Boards of Selectmen can be done. Langdell suggested sending to the Planning Boards as well.

Motion to adjourn was made by Ruch with a second from Langdell . The meeting ended at 7:01 p.m. The next Commission meeting will be held on Wednesday, June 17<sup>th</sup>, 2020 at 7:00 p.m.

Respectfully submitted

Jay Minkarah, Executive Director: \_\_\_\_\_

PROPOSED FY 21 NRPC REVENUE		FY20 Adopted	FY21 Proposed
<b>2000 Local Dues</b>			
2000 Local Dues		\$ 163,000	\$ 163,000
<b>Federal Contracts</b>			
9011 EPA Brownfields Grant		\$ 98,000	\$ 162,000
9055 EDA Grant		\$ -	\$ 12,654
9082 HSEM Hazard Mit.		\$ 18,570	\$ 20,000
<i>Total Federal Contracts</i>		\$ 116,570	\$ 194,654
<b>Grants</b>			
6300 NRSWMD - HHW		\$ 241,450	\$ 216,605
7516 NH Housing - GIS Support		\$ 4,648	\$ 3,000
9025 EPA Healthy Communities		\$ 12,484	\$ -
<i>Total Grants</i>		\$ 258,582	\$ 219,605
<b>Local Planning Contracts</b>			
100 - Electricity/Energy			
200 - Special Projects			
300 - GIS/Tax mapping			
400 - Municipal Services			
2142 Hudson MP		\$ 19,378	\$ -
2150 Mason CR		\$ 5,000	\$ 5,040
2176 Hollis Asset Mgmt Support		\$ -	\$ 3,600
2245 Litchfield CIP		\$ -	\$ -
2250 Litchfield CR		\$ 18,000	\$ 18,000
2361 MVD GIS		\$ 3,000	\$ 3,200
2362 MVD Service Mapping			\$ -
2534 Nashua Ped/Bike Transport Study			\$ 6,500
2554 Pelham Master Plan		\$ 2,000	\$ -
2556 Pelham CIP		\$ -	\$ 2,000
2565 Pelham MS4 Support		\$ 2,000	\$ -
2610 Wilton CR		\$ 18,000	\$ 18,000
2640 Wilton MP 4		\$ -	\$ 10,000
<i>Total Local Planning Contracts</i>		\$ 67,378	\$ 66,340
<b>Other Income</b>			
8000 Pubs/Map Sales		\$ 1,800	\$ 2,000
Interest Income		\$ 6,000	\$ 4,000
<i>Total Other Income</i>		\$ 7,800	\$ 6,000
<b>State Contracts</b>			
1000 OSI TBG		\$ 11,111	\$ 11,111
XXXX NH Geodata Portal		\$ -	\$ 40,000
3000 DOT Highway Planning			
100 MPO ADMIN & TRAINING		\$ 72,000	\$ 40,595
200 POLICY & PLANNING		\$ 173,250	\$ 217,544
300 PUBLIC INVOLV & COORD		\$ 52,200	\$ 47,523
400 PLAN SUPPORT		\$ 270,450	\$ 263,237
500 TECHNICAL ASSIST & SUPPORT		\$ 156,119	\$ 126,871
600 NASHUA TRANSIT EXPANSION STUDY		\$ 28,105	\$ 50,346
3000 DOT Highway Planning		\$ 752,124	\$ 746,115
3100 Transit SPR 5305		\$ 27,000	\$ -
3250 LTS		\$ 6,767	\$ -
3500 DOT 5310 SVTC		\$ 190,039	\$ 206,140

PROPOSED FY 21 NRPC REVENUE		FY20 Adopted	FY21 Proposed
	4430 CTAP	\$ 16,000	\$ 21,944
<i>Total State Contracts</i>		\$ 1,003,041	\$ 1,025,310
<b>Total RESOURCES</b>		\$ 1,616,371	\$ 1,674,910
PROPOSED FY 21 NRPC EXPENSE		FY20 Adopted	FY21 Proposed
Annual Forum		\$ 5,000	\$ 4,890
Audit		\$ 15,900	\$ 16,250
Bank Service Charges		\$ 250	\$ 250
Capital Equipment		\$ 5,000	\$ 5,000
Dues & Subscriptions		\$ 10,000	\$ 7,410
Employee Benefits			
	C Dental Insurance	\$ 7,507	\$ 7,614
	C Health Ins.	\$ 71,535	\$ 67,340
	C HSA Contribution	\$ 3,750	\$ 4,375
	C LTD Insurance	\$ 1,386	\$ 1,166
	C Retirement 401	\$ 22,600	\$ 24,715
	C STD Insurance	\$ 2,750	\$ 2,643
	P/R Taxes (Indirect)	\$ 57,383	\$ 55,351
<i>Total Employee Benefits</i>		\$ 166,911	\$ 163,204
Equipment Maintenance		\$ 1,750	\$ 1,750
GIS		\$ 18,000	\$ 17,700
Insurance		\$ 11,740	\$ 11,870
Internet Access/Telephone		\$ 6,840	\$ 8,400
IT Service		\$ 5,500	\$ 5,930
Janitorial		\$ 3,600	\$ 3,300
Legal Notices		\$ -	\$ 1,000
Legal		\$ 2,500	\$ 2,500
Marketing and Outreach		\$ 5,000	\$ 2,500
Misc		\$ 4,130	\$ 12,264
Office Expenses		\$ 16,750	\$ 11,302
Postage		\$ 2,000	\$ 1,800
Printing		\$ 6,500	\$ 6,650
Professional Services		\$ 427,485	\$ 515,440
Rent & CAM		\$ 86,515	\$ 89,375
Reserve Fund		\$ 21,730	\$ 23,015
Salaries		\$ 750,102	\$ 723,545
Small Equipment		\$ 5,950	\$ 5,950
Staff Development		\$ 10,000	\$ 8,500
Meeting Expenses		\$ 2,300	\$ 2,300
Mileage and Travel		\$ 10,850	\$ 8,500
Vehicle Expenses		\$ 1,000	\$ 1,000
Utilities		\$ 13,068	\$ 10,600
Depreciation		\$ -	\$ 2,715
		\$ 1,616,371	\$ 1,674,910



## **ANNUAL GRANT AND CONTRACT AUTHORIZATION FY 2021**

On an annual basis, the full Commission must affirm that the Executive Director is authorized to file applications, sign contracts and implement the annual work program.

**Proposed Motion:** THAT the Executive Director be authorized to file applications with federal, state and local governmental units and other agencies to implement the FY 2021 work program of the Commission, and to execute agreements to receive funds for such purposes.



## PROPOSED NRPC FY 2022 LOCAL DUES ASSESSMENT

July 1, 2021 - June 30, 2022

Municipality	2018 Estimated Population	% of Region	2019 Equalized Valuation	% of Region	Combined %	Adopted FY 21 163,000	Proposed FY 22 163,000
Amherst	11,545	5.43%	2,012,488,885	6.91%	6.17%	\$10,062	\$10,063
Brookline	5,355	2.52%	690,911,393	2.37%	2.45%	\$3,958	\$3,989
Hollis	7,901	3.72%	1,536,007,510	5.28%	4.50%	\$7,299	\$7,331
Hudson	25,458	11.98%	3,448,934,840	11.85%	11.92%	\$19,464	\$19,422
Litchfield	8,636	4.06%	1,062,570,238	3.65%	3.86%	\$6,245	\$6,288
Lyndeborough	1,726	0.81%	216,341,414	0.74%	0.78%	\$1,175	\$1,268
Mason	1,421	0.67%	181,379,597	0.62%	0.65%	\$1,072	\$1,053
Merrimack	25,747	12.12%	3,934,747,937	13.52%	12.82%	\$21,154	\$20,893
Milford	15,864	7.47%	1,762,723,343	6.06%	6.76%	\$10,797	\$11,021
Mont Vernon	2,545	1.20%	315,752,008	1.08%	1.14%	\$1,908	\$1,860
Nashua	88,706	41.75%	11,499,464,127	39.50%	40.63%	\$66,110	\$66,224
Pelham	13,824	6.51%	1,986,103,790	6.82%	6.66%	\$11,068	\$10,864
Wilton	3,725	1.75%	462,515,957	1.59%	1.67%	\$2,688	\$2,724
<b>Region</b>	<b>212,453</b>	<b>100.00%</b>	<b>29,109,941,039</b>	<b>100.00%</b>	<b>100.00%</b>	<b>\$163,000</b>	<b>163,000</b>



## NASHUA REGIONAL PLANNING COMMISSION

### BYLAWS

Amended and Approved June 1~~5~~<sup>7</sup>, 20~~11~~<sup>20</sup>

#### ARTICLE I. NAME

The name of this public agency shall be the Nashua Regional Planning Commission, hereinafter referred to as the Commission.

#### ARTICLE II. PURPOSE

The Commission shall have the purposes, rights, powers, and duties as are conferred or imposed upon it by the regional planning provisions of Revised Statutes Annotated (36:45-53) and any amendments thereto; and as set forth in Section 9 of the Federal-Aid Highway Act of 1962, as amended, and Section 134, Chapter I, Title 23, U.S.C.

#### ARTICLE III. MEMBERSHIP

Commission membership shall be of those municipalities which have chosen to join the Commission in accordance with provisions of the Revised Statutes Annotated. Commissioners and Alternates to the Commission shall be elected or appointed according to provisions of the Revised Statutes Annotated by municipalities in the region; said appointment or reappointment to the Commission shall be certified by the member municipality.

To fulfill the purpose and intent of the Commission's designation as the Metropolitan Planning Organization (MPO) for transportation planning in the region, the Commission shall establish an MPO Policy Committee whose membership shall include all Commissioners and one representative each from the New Hampshire Department of Transportation, The New Hampshire Department of Environmental Services, the Nashua Transit System (NTS) and the Souhegan Valley Transportation Collaborative (SVTC) and one non-voting representative each from the Federal Highway Administration and the Federal Transit Administration. NTS and SVTC representatives may also serve as municipal representatives. In the event a Commissioner or Alternate resigns, a copy of the resignation shall be filed with the Chair~~man~~ of the Commission.

#### ARTICLE IV. OFFICERS

- A. General:** The Commission officers shall include a Chair~~man~~, a Vice-Chair~~man~~ and a Treasurer who shall be elected at the Annual Meeting of the Commission and shall take office July 1 and serve until June 30 of the following year or until successors have been elected. No officer shall be eligible to serve more than two consecutive terms in the same office but may hold other offices at the will of the Commission. No individual shall hold more than one office at the same time.
- B. Election:** A Nominating Committee shall be appointed by the Chair~~man~~. Officers shall be

nominated by the Nominating Committee and elected by a majority vote of the Commissioners present at the Annual Meeting. The Nominating Committee shall also nominate at-large members to the Executive Committee. A Nominating Committee shall remain in effect until its successor has been appointed.

- C. Vacancies:** In the event a vacancy occurs in any office during the term of office, the Nominating Committee in effect shall nominate a replacement to be voted on at the next meeting of the Commission to fill the unexpired term of office.
- D. Removal:** An officer may be removed for cause from office by a two-thirds vote of the Commissioners present at a meeting after a petition by five (5) members representing three (3) member municipalities has been filed with the Chair~~man~~ and the officer concerned ten (10) days prior to the meeting.
- E. Chairman:** The Chair~~man~~ shall preside at all Commission meetings. The Chair~~man~~ shall call special meetings and shall have the right to vote on all matters which may come before the Commission. The Chair~~man~~ shall be a member ex-officio of all committees except the Nominating Committee.
- F. Vice-Chairman:** The Vice-Chair~~man~~ shall perform the duties of the Chair~~man~~ in the event of the absence or incapacitation of the Chair~~man~~. If both the Chair~~man~~ and the Vice-Chair~~man~~ are not present at a meeting, a quorum of the Commissioners shall select a Chair~~man~~ pro-tem from the members of the Executive Committee present.
- G. Treasurer:** The Treasurer, working with the Executive Director, shall oversee all financial matters of the Commission. The Treasurer shall provide, through the Executive Director, biannual reports to the Commission on the financial status of the Commission.
- H. Official Records:** The Executive Director shall be the Secretary and official keeper of the Commission records and shall not have a voting privilege.

## ARTICLE V. MEETINGS

- A. Schedule:** Unless otherwise specified by the Chair~~man~~ of the Commission, meetings shall be held quarterly. The Chair~~man~~ shall have the authority to call a special meeting. Special meetings shall also be held by petitions to the Chair~~man~~ by five (5) Commissioners, on 48 hours notice. The purpose of the special meeting will be the only subject on the agenda. The Annual Meeting shall be held in June for the purpose of electing officers, adopting the annual operating budget and any other business that may come before the Commission. A Commission or MPO Policy Committee quorum shall consist of eleven representatives or duly appointed alternates.
- B. Order of Business:**
  - I. Call to Order.

- II. Privilege of the Floor.
- III. Approval of Minutes.
  
- IV. Chairman's Report.
- V. MPO Policy Committee  
      Business
- VI. Regular Business.
  
- VII. Other Business.
- VIII. Items of Information.
- ~~IX~~ VIII. Commissioners' Roundtable.
- ~~X~~ IX. Adjournment.

All items on the agenda shall be given a separate number.

- C. Roll Call Vote:** A roll call vote shall be taken when called for by any Commissioner.
  
- D. Submittal of Additional Items:** All resolutions introducing new business and calling for action by the Commission shall be in writing and filed with the Executive Director no later than the 8<sup>th</sup> day preceding the date of the next Commission meeting. A Commissioner may also introduce new business at a meeting on which no action is called for at that meeting.
  
- E. Agenda:** The Chair~~man~~, after consultation with the Executive Director, shall decide what matters shall be placed on the agenda of the next meeting.
  
- F. Notice of Agenda:** The Executive Director shall send a copy of such agenda to all Commissioners along with accompanying materials and shall make copies of the agenda available to the press and to interested citizens who request them.
  
- G. Executive Director:** The Executive Director shall have the privilege of the floor at any time for the purposes of giving information to the Commission.
  
- H. Change in Order of Agenda:** The Chair~~man~~ shall have the discretion to change the order of agenda items at any meeting.

## ARTICLE VI. COMMITTEES

- A. General:** By a majority vote of the Commissioners present at a meeting, the Commission shall establish committees or subcommittees for such purpose and with such procedures as it deems necessary or desirable. A quorum for committee action shall be a majority of its members. Committees shall take action by vote of a simple majority of Commissioners present and constituting a quorum. Committees, other than the MPO Policy Committee, shall



be advisory to the Commission. The MPO Policy Committee shall be the decision-making body for all MPO Policy decisions.

- B. Executive Committee:** There shall be an Executive Committee which shall consist of the officers and six Commissioners at-large. Members shall be nominated for a ~~three-three~~-year term by the Nominating Committee and ratified by a majority vote of the voting members present at the Annual Meeting. Duly elected members of the Executive Committee shall serve for their ~~three-three~~-year term, or until they resign, and may be re-elected for an infinite number of terms. The Executive Committee shall conduct the affairs of the Commission at times when the Commission is not in session and shall report on its actions to the Commission at the next Commission meeting. The Executive Committee shall meet at least eight (8) times per year. ~~Beginning with the annual meeting in 2011, Election to the Executive Board shall be for a three-three-year term. Those members of the Executive Board currently serving and elected prior to 2011 shall have their positions converted to a three-year term. Those elected between 2003 and 2005 shall have their term expire in 2012. Those elected between 2005 and 2009 shall have their term expire in 2013. Those elected in 2009 shall have their term expire in 2012 and those elected in 2010 shall have their term expire in 2013.~~ In the event that a vacancy occurs in one of the positions and that vacancy occurs between Annual meetings, the executive board shall fill the position. Those appointed by the executive board shall serve until the next annual meeting of the commission at which time the nominating committee shall nominate someone for the Commission to elect for the balance of the term. The duties of the Executive Committee shall include the following:

1. In accordance with Article VIII D the Executive Committee shall employ auditors to conduct the annual audit of the books of the Commission and shall supervise the work of the auditors.
2. Oversee the administration of such personnel policies, administrative regulations, and financial procedures including the establishment of bond amounts for officers and staff, as may be needed within the pertinent General Statutes, federal requirements, the By-Laws, and the program and budget adopted by the Commission.
3. Consider and propose a budget for the work program, as prepared by the Executive Director, for approval to the Commission prior to July 1 of each year. During the course of the fiscal year, the Executive Committee shall review proposals for budget changes, amendments, and transfers of funds between accounts that may be made from time to time and shall have the authority to approve such changes, amendments, or transfers provided such changes, amendments or transfers do not increase the appropriations of the member municipalities of the Commission.
4. Review and approve procedures to be used in the purchase of supplies and

equipment as well as the award of contracts and the expenditures of all Commission funds.

5. In accordance with the Personnel Policies of the Commission, have the authority to recruit, select and fix the salary of the Executive Director subject to approval by the Commission.
6. Have the authority to compensate Commissioners for attending to the proper business of the Commission.
7. In accordance with the Personnel Policies of the Commission, assist in maintaining administrative and disciplinary control over staff upon recommendations of the Executive Director.

**C. Transportation Technical Advisory Committee:** There shall be a Transportation Technical Advisory Committee (TAC) which shall consist of one technical or staff level representative from each of the Commission's member municipalities plus representation from the New Hampshire Department of Transportation, the New Hampshire Department of Environmental Services, the Federal Highway Administration, the Federal Transit Administration, the Souhegan Valley Transportation Collaborative, and the Nashua Transit System. The Transportation TAC shall meet at least six (6) times per year to ensure that transportation related decisions of the ~~Commission~~MPO Policy Committee are based on technically sound principles as well as community goals and objectives. The Transportation TAC shall make regular reports to the MPO Policy Committee~~Commission~~. The duties of the Transportation Technical Advisory Committee shall include the following:

1. Render technical advice to the ~~Commission~~MPO Policy Committee regarding contemplated or ongoing projects in the form of written memoranda and presentations at MPO Policy Committee~~Commission~~ meetings.
2. Assist staff in identifying transportation issues in the region.
3. Provide recommendations to the ~~Commission~~MPO Policy Committee and the New Hampshire Department of Transportation on project funding priorities.
4. Make recommendations to the ~~Commission~~MPO Policy Committee regarding the utilization of the media to provide information which will keep the citizens of the region well informed of transportation plans and the planning process.
5. Organize workshops and public information sessions to provide opportunities for public input into the transportation planning process.

## **ARTICLE VII. VOTING**

- A. **General:** A majority vote of the Commissioners present, when a quorum has been established, is required to approve all formal Commission and MPO Policy Committee actions.
- B. **Roll Call:** Any Commissioner may request a roll call vote on any matter.
- C. **Comprehensive Master Plan:** The Comprehensive Master Plan, or any part thereof as required by RSA 36:47, shall be adopted by no less than eleven votes in the affirmative.
- D. **Alternates:** An alternate shall have voting privileges in the absence of one or more of the Commissioners of the respective member.

### ARTICLE VIII. FINANCES

- A. **General:** Gifts, bequests or contribution, may be accepted at a meeting of the Commission, provided such gifts or contributions are to be utilized at the discretion of the Commission. Requests for grants-in-aid from the State or Federal government shall be approved by the Commission; approval of such requests shall include the authorization of the Executive Director to sign such agreements or contracts within the scope of the requests of the Commission. All expenditures in excess of \$1,000 (One Thousand Dollars) shall be authorized by the Chair~~man~~, Vice-Chair~~man~~, or Treasurer and the Executive Director; expenditures of \$1,000 (One Thousand Dollars) or less may be authorized by the Executive Director, or in his absence, the Chair~~man~~, Vice-Chair~~man~~, or Treasurer and shall be within the terms of the Commission's budget. The Commission's fiscal year shall be from July 1 through June 30.
- B. **Fixed Assets:** The Commission shall maintain an inventory of fixed assets. From time to time as necessary the Executive Committee shall designate the minimum value of items which shall be identified as fixed assets based on recommendations from the agency auditor. Purchases of durable goods over that minimum value shall be considered as fixed assets by the Commission and maintained in a fixed asset inventory by the Executive Director. They shall be depreciated on a ~~straight-straight-~~line basis at a rate determined annually by the Commission's auditor.
- C. **"In-Kind" Contributions:** The Commission may accept donations of time from individuals or property which may be considered for their cash value at the discretion of the donor and the Commission according to guidelines established by the Commission and consistent with appropriate state and federal rules governing such contributions.
- D. **Annual Audits:** The Commission shall retain the services of a certified public accounting firm approved by the State of New Hampshire to conduct an annual audit of the Commission's financial records.

### ARTICLE IX. EXECUTIVE DIRECTOR

**A. Appointment and Duties:** The Commission shall appoint an Executive Director to serve at its pleasure. The Executive Director shall:

1. have charge of and manage the active business operations of the Commission and shall be the Chief Fiscal Officer;
2. prepare the annual budget;
3. be responsible for keeping expenditures and commitments within authorized appropriations and allocations;
4. hire and supervise the Commission's staff, and shall evaluate, promote, demote and terminate personnel subject to the policies of the Commission;
5. keep active accounts of all the property of the Commission;
6. perform other duties incident to his office and such other duties as may from time to time be assigned to or requested of him by the Commission.

**B. Removal:** The Commission may remove the Executive Director by a majority vote of all Commissioners of the Commission.

#### **ARTICLE X. PROFESSIONAL AND TECHNICAL ASSISTANCE**

Within the budget approved by the Commission, and in a manner prescribed by the Commission, other technical and clerical assistance may be employed to carry out the work of the Commission.

#### **ARTICLE XI. AGREEMENT FOR COMMUNITY PLANNING SERVICES**

The Executive Director shall be authorized to undertake for the Commission special projects for member municipalities, the cost of which is to be paid by the municipality in accordance with agreements executed by the Executive Director.

#### **ARTICLE XII. AMENDMENTS**

These By-Laws may be amended at any time by two-thirds (2/3) majority of the Commissioners present at a meeting at which a quorum has been established, providing that all Commissioners have been given at least seven (7) days written notice of the proposed amendment(s).

#### **ARTICLE XIII. RULES AND PROCEDURES**

The rules contained in Robert's Rules of Order shall govern the Commission in all cases to which they are applicable.



NRPC Bylaws

Amended and Approved June 1~~7~~<sup>5</sup>, 20~~20~~<sup>11</sup>

Page 8.

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#201P-232

# State of New Hampshire

Recording fee: \$25.00  
Use black print or type.

Form NP-1  
RSA 292:2

## ARTICLES OF AGREEMENT OF A NEW HAMPSHIRE NONPROFIT CORPORATION

THE UNDERSIGNED, being persons of lawful age, associate under the provisions of the New Hampshire Revised Statutes Annotated, Chapter 292 by the following articles:

**FIRST:** The name of the corporation shall be \_\_\_\_\_  
\_\_\_\_\_.

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

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

**FOURTH:** The provisions for disposition of the corporate assets in the event of dissolution of the corporation including the prioritization of rights of shareholders and members to corporate assets are:

**FIFTH:** The New Hampshire principal address at which the business of this corporation is to be carried on is

\_\_\_\_\_  
(no. & street) (city/town) (state) (zip code)

Principal Mailing Address (if different): \_\_\_\_\_  
(no. & street) (city/town) (state) (zip code)

Business Email: \_\_\_\_\_

\_\_\_\_ Please check if you would prefer to receive the courtesy Nonprofit Report Reminder by email.

**SIXTH:** The amount of capital stock, if any, or the number of shares or membership certificates, if any, and provisions for retirement, reacquisition and redemption of those shares or certificates are:

**SEVENTH:** Provision eliminating or limiting the personal liability of a director, an officer or both, to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, an officer or both is (Note 1) \_\_\_\_\_

**EIGHTH:** Signatures and post office address of each of the persons associating together to form the corporation: (Note 2)

<u>Signature and Name</u>	<u>Post Office Address</u>
1. _____ Signature	_____ Street
_____ Name (please print)	_____ City/Town State Zip
2. _____ Signature	_____ Street
_____ Name (please print)	_____ City/Town State Zip
3. _____ Signature	_____ Street
_____ Name (please print)	_____ City/Town State Zip
4. _____ Signature	_____ Street
_____ Name (please print)	_____ City/Town State Zip
5. _____ Signature	_____ Street
_____ Name (please print)	_____ City/Town State Zip

Notes: 1. If no provision eliminating or limiting personal liability, insert "NONE".

2. At least five signatures are required.

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

**Mailing Address - Corporation Division, NH Dept. of State, 107 N Main St, Rm 204, Concord, NH 03301-4989**  
**Physical Location - State House Annex, 3rd Floor, Rm 317, 25 Capitol St, Concord, NH**

**BYLAWS  
OF  
NASHUA REGIONAL PLANNING COMMISSION FOUNDATION**

**ARTICLE I – NAME AND REGISTERED OFFICE**

**SECTION 1**

The name of this corporation shall be NASHUA REGIONAL PLANNING COMMISSION FOUNDATION (hereinafter the “Corporation”). It shall be a non-profit corporation organized pursuant to NH RSA Chapter 292.

**SECTION 2**

The Nashua Regional Planning Commission Foundation is a nonprofit corporation formed on \_\_\_\_\_. The Foundation was established under the provision of the New Hampshire Revised Statutes Annotated, Chapter 292 and filed with the New Hampshire Department of State, Corporation Division, 107 North Main Street, Concord, NH 03201-4989.

**SECTION 3**

The Federal Identification Number for the Nashua Regional Planning Commission Foundation is \_\_\_\_\_.

**ARTICLE II – PURPOSE**

**SECTION 1**

The purpose of this organization shall be to encourage sound growth through effective community and regional planning and development. This will be accomplished by providing financial resources to support land use planning, transportation, economic development, information technology, public health, protection of natural resources, arts and culture and community education for the benefit of the Nashua Regional Planning Commission service area.

**SECTION 2**

While the purpose of this organization shall be to help, support and enhance efforts of the Nashua Regional Planning Commission (the “NRPC”) and its member municipalities as outlined above, the Nashua Regional Planning Commission Foundation is a separate entity from the Nashua Regional Planning Commission and is structured to operate independently of the NRPC.



## **ARTICLE III – BOARD OF DIRECTORS**

### **SECTION 1**

The Nashua Regional Planning Commission Foundation will have no members and shall be managed by a seven-member Board of Directors, including specifically the then current Chair, Vice-Chair, and Treasurer, of the NRPC, two other NRPC commissioners and two members at large who shall be nominated by the NRPC Executive Committee and confirmed by the full commission. The term of the members of the Board who are the then current Chair, Vice-Chair and Treasurer of the NRPC shall be coterminous with their terms as such officers. The term of the other members shall be three years.

### **SECTION 2**

The election shall be on an annual basis at the same time the NRPC conducts the annual election of officers.

### **SECTION 3**

The terms of the members of the Board of Directors, not including the Chair, Vice-Chair, or Treasurer of the NRCP, shall be appointed initially by the Board of Directors of the Nashua Regional Planning Commission Foundation for differing staggered three-year terms in order to establish the staggered terms of office.

Alternative members may be designated by the President to temporarily fill in for regular members unable to attend a meeting of the organization.

### **SECTION 4**

The Board shall have the exclusive control and power to manage the activities, property and affairs of the Nashua Regional Planning Commission Foundation and shall determine the manner in which the funds of the Foundation, both principal and income, shall be applied within the limitations of the Corporation's Articles of Agreement, these Bylaws, the Code and Chapter 292 of the New Hampshire Revised Statutes Annotated.

### **SECTION 5**

The annual meeting of the Board shall be held at such place and time as determined by the Board to coincide with the annual meeting with the NRPC. Regular and special meetings of the Board, or any committee thereof, shall be called by the President at the request by two-thirds (2/3) of the membership of the Board and shall be held at such time and place as may be set forth in the notice thereof, provided that at least five (5) days' advance notice (in writing or otherwise) of every meeting shall be given to each Director or member of a committee. Such notices shall be sent to the addresses shown on the records of the Corporation. Any Directors may waive notice of a meeting by an instrument in writing filed with the records of the meeting or attendance at the meeting without protest.

At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business, and act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise expressly required by the Corporation's Articles of Agreement, these Bylaws or Chapter 292 of the New Hampshire Revised Statutes Annotated. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement, until a quorum shall be present or available.

#### SECTION 6

The Board may designate one (1) or more standing committees, by a resolution(s) passed by a majority of the Board. Such committee(s) shall consist of two (2) or more Directors and shall have such powers and duties as the Board deems desirable.

#### SECTION 7

Any Director may be removed with or without cause at a meeting of the Board duly called for such purpose by a two-thirds (2/3) majority vote of the disinterested members of the Board.

#### SECTION 8

Any Director may resign at any time by giving written notice to the President or the Secretary. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified therein.

#### SECTION 9

If the office of any Director shall become vacant by reason of death, resignation, disability, retirement, disqualification, removal from office, or for other cause, the remaining members of the Board, even if less than a quorum, shall elect a successor(s) for the unexpired term of such Director.

### **ARTICLE IV – OFFICERS**

#### SECTION 1

The Nashua Regional Planning Commission Foundation shall have as executive officers a President, a Secretary and a Treasurer, each of whom shall be elected by the Board at its annual meeting.

#### SECTION 2

The President shall be elected by the Board. The President shall preside over meetings of the Board of Directors and shall be responsible for the agenda and general conduct of such meetings.

He/She will represent the Nashua Regional Planning Commission Foundation at local, civic, and community activities which require the Foundation's attendance.

### SECTION 3

The Secretary of the Nashua Regional Planning Commission Foundation shall be elected by the Board and shall keep the minutes and records of the Foundation 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 President of the Board.

### SECTION 4

The Treasurer shall be elected by the Board and shall keep correct and complete records of account accurately showing at all time the financial condition of the Nashua Regional Planning Commission Foundation. Subject to the direction of the Board, the Treasurer shall be the legal custodian of all funds of the Foundation, shall keep a detailed account of its income and expenditures, and shall be responsible for payment of all expenditures of the Foundation.

### SECTION 5

Any officer may be removed without cause, from such office by two-thirds (2/3) vote of the majority of the disinterested members of the Board at a meeting of the Board called for such purpose.

### SECTION 6

Any officer may resign at any time by giving written notice to the Board or to the President or the Secretary of the Nashua Regional Planning Commission Foundation. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified herein. The acceptance of such resignation shall not be condition precedent necessary to its effectiveness.

### SECTION 7

In the event of resignation, retirement, disqualification, death, disability or removal from office, for any reason whatsoever, of any officer of the Nashua Regional Planning Commission Foundation, the vacancy so created shall be filled by the Board.

## **ARTICLE V – OPERATING PROCEDURES**

### SECTION 1

The Board of Directors shall be responsible for developing and adopting the policies and procedures that are applicable to the operation of the Nashua Regional Planning Commission Foundation and its members. These policies and procedures shall serve the membership by providing criteria, guidelines, and procedures necessary to carry out the Foundation's programs

and operation. These policies and procedures should be a dynamic document that should reflect continued changes and improvements in the organization.

## **SECTION 2**

The Board of Directors may appoint an Executive Director who shall serve as staff to the Board and any other employees, consultants, contractors or agents necessary to carry out the Foundation's programs and operation.

## **ARTICLE VI – GENERAL PROVISIONS**

### **SECTION 1**

The Board of Directors may authorize a corporate seal which shall have inscribed thereon the name of the corporation and the state and year of incorporation.

### **SECTION 2**

The fiscal year of the Foundation shall end on the last day of June in each year unless otherwise determined by the Board.

### **SECTION 3**

The Foundation shall indemnify each of its Trustees and officers, or former Trustees and former officers, or any person who may have served at the request of the Corporation as a Trustee or officer of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

## **ARTICLE VII – AMENDMENTS**

The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Directors present at the annual meeting. However, in no event may any amendments be made which would affect the Foundation's qualification as a tax-exempt organizational pursuant to Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

## **ARTICLE VIII – NON-DISCRIMINATION**

The Foundation shall not discriminate against any person in any manner on the basis of sex, race, age, religion, handicap, sexual orientation, or ethnic origin

## **ARTICLE IX – LIMITATION OF LIABILITY**

Unless otherwise expressly authorized by the Board, the directors and officers shall serve without compensation and, pursuant to Section 506:16 of NH RSA, shall not be liable for bodily injury, personal injury and property damage if the claim for such damages arises from an act

committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the purposes of the Foundation.

The Directors and officers of the Foundation shall not be liable to the Foundation or to its shareholders for monetary damages for breach of their fiduciary duties to the full extent permitted by NH RSA 292.

## **ARTICLE X – INDEMNIFICATION**

The Foundation 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 and improper personal benefit.

## **ARTICLE XI – CONFLICTS OF INTEREST**

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Foundation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds (2/3) vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds (2/3) 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 actual vote itself.

Every new member of the Board 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 a part of this policy statement.



**Due to the COVID-19/Coronavirus crisis and in accordance with Governor Sununu's Emergency Order #12 pursuant to Executive Order 2020-04, NRPC is authorized to hold meetings electronically.**

Until further notice, public meetings organized by NRPC will be conducted using the [Zoom](https://zoom.us) platform, which allow internet video teleconferencing along with dial-in audio access. Access information for each meeting will be included in the meeting notice and/or posted on the NRPC Calendar located at <https://www.nashuarpc.org/about/calendar/>. Please see Page 2 of this document for technical guidance.

### **Online Meeting Procedures**

Overall, please be patient and understanding. Online meetings may progress more slowly than usual due to technical or procedural challenges.

For the best participant experience, NRPC strongly encourages participants to connect via computer audio and video; phone access should be reserved as a back-up connection method.

Connection technical support from NRPC is limited and many factors are beyond our control. Participants are encouraged to connect 15 minutes prior to the meeting start time. Please contact the meeting's NRPC staff organizer via direct phone if help is needed.

Please note, the meeting host (either the NRPC staff organizer or Committee Chair) may establish rules of conduct that differ from the following, depending on the size or nature of the meeting.

- For computer participants, you must identify yourself in your Zoom window by using your full name as your label.
- Meeting attendance will also be confirmed on audio through a rollcall. Please state if others are present in the room with you or not.
- Once you are connected, please mute your computer or phone audio if you are not already muted upon entry. You can un-mute if you are recognized to speak.
- The meeting host will indicate to participants if the meeting is being recorded and/or live-streamed.
- As a meeting participant, please use the **chat window** (rather than the raise-your-hand function) to indicate your desire to speak. Please wait to be recognized before speaking.

Phone-only participants can use the following dial pad controls:

- \*6 - Toggle mute/unmute
- \*9 - Raise hand

- Once recognized to speak, please repeat your name before making your comment. Please do so regardless of whether you are connecting via computer or phone.
- Unless otherwise indicated by the meeting host, expect all votes to be taken by audio rollcall.

## Online Meeting Access

### **Method 1 (Preferred): Computer Access with Audio-Video**

This option will allow you to view the participants in the meeting and to be seen yourself. It's an option for most Windows or Mac computers and most Apple or Android phones and tablets.

#### **Installation**

**If you have not used your device for Zoom conferencing before, you will have to install the application before you can use it. Be sure to do this well before the meeting.**

On a computer, you can go to [Zoom](#) to download the software. On a phone or tablet, you can install it from your device's app store. Alternatively, if you have a meeting access link, you can just click it and your web browser will send you where you need to go.

Zoom may request access to your device's camera and/or microphone to let you participate in meetings. You may need to give it permission for that when you start it up. If someone else administers your computer, they may have to authorize it for you.

The first time you connect to a meeting, you will have to give Zoom your name and/or email address. On subsequent connections, it should remember who you are.

#### **Connecting**

If you have a meeting invitation link, you can just click on it to join the meeting. You can also type it into the address bar of your web browser.

Alternatively, you can start the Zoom application, tell it that you want to join a meeting, and then give it the Meeting ID from the meeting notice.

When Zoom makes the meeting connection, it may ask you (again) for permission to use your microphone and camera. It will also offer you the option of viewing the meeting on your device while connecting to the meeting audio using your phone.

It is fine to connect to a meeting before its start time (and probably a good idea). If you get a message saying that the meeting hasn't started yet, be patient. If the meeting has already started, you may be connected directly into it, or you may get a message that you are waiting for the meeting host to admit you.

### **Method 2: Phone-in Access (Audio Only)**

If you don't have a computer or internet-enabled mobile device available or prefer not to use it, then you can listen to and participate in a meeting by phone.

To call in, you will need a meeting dial-in phone number and access code. These will be unique for each meeting and will always be included in the meeting notice and/or NRPC calendar item.

1. Call the Zoom dial-in phone number on the meeting notice or on the NRPC Calendar at <https://www.nashuarpc.org/about/calendar/>
2. When you are prompted, enter the access code from the meeting notice or NRPC calendar item, followed by the “#” key.
3. Once you are connected to the meeting, please mute your phone. Phone-only participants can use the following dial pad controls:
  - \*6 - Toggle mute/unmute
  - \*9 - Raise hand
4. Helpful information about phone-only participation is available from Zoom Help: <https://support.zoom.us/hc/en-us/articles/201362663-Joining-a-meeting-by-phone>

### **Method 3: Computer Video with Phone Audio**

This method is usually reserved for users who have difficulty with computer audio. Remain connected to the video conference, but keep your computer muted. Then dial in via phone for audio using the steps described above.