

**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 09/17/2020. 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 85-3141482.

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 Nashua Regional Planning Commission (NRPC), two other NRPC commissioners and two Directors at large who shall be nominated by the NRPC Executive Committee and confirmed by the full commission. The term of the Directors 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 Directors shall be three years.

SECTION 2

The election shall be on an annual basis at the same time the NRPC conducts its 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 NRPC, 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.

An interim Director may be designated by the President to temporarily fill a vacancy on the Board. Any interim Director so appointed shall remain in his or her position until the next annual meeting of the NRPC commission.

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. The President 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 Directors and officers, or former Directors 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.