



NOTICE OF MEETING

WHO: Nashua Regional Planning Commission

WHEN: Wednesday – May 13, 2020 – 6:00 P.M.

WHERE: Meeting Held via Zoom – no physical location. To participate, use the following link:
<https://us02web.zoom.us/j/82263577488>

AGENDA

1. 6:00 pm - Call to Order
2. Meeting procedures and protocols (6:05)
3. Commissioner Roll Call (6:10)
4. Privilege of the Floor (6:20)
5. Discussion of proposed Bylaws Amendments (6:30)
6. Discussion of proposed formation of Nashua Regional Planning Commission Foundation 501 (c)(3) (7:00)
7. Adjourn (7:30)

***Next Meeting – The next NRPC Commission meeting is scheduled for
Wednesday, June 17, 2020 at 7:00 pm***

TITLE III

TOWNS, CITIES, VILLAGE DISTRICTS, AND UNINCORPORATED PLACES

CHAPTER 36

REGIONAL PLANNING COMMISSIONS

Regional Planning Commissions

Section 36:46

36:46 Formation of Regional Planning Commissions. –

- I. If no regional planning commission exists in any specific planning region as delineated by the office of strategic initiatives, then 2 or more municipalities in said planning region and having planning boards may, by ordinance or resolution adopted by the respective legislative bodies of said municipalities, form a regional planning commission.
- II. If a regional planning commission already exists in any specific planning region as delineated by the office of strategic initiatives, then any municipality in said planning region and having a planning board may, by ordinance or resolution adopted by the respective legislative body of said municipality, become a member of the regional planning commission. A regional planning commission may also include municipalities located in an adjacent state.
- III. Each municipality which shall become a member of a regional planning commission shall be entitled to 2 representatives on said commission. A municipality with a population of over 10,000 but less than 25,000 shall be entitled to have 3 representatives on said commission and a municipality with a population of over 25,000 shall be entitled to have 4 representatives on said commission. Population as set forth in this section shall be deemed to be determined by the last federal census. Representatives to a regional planning commission shall be nominated by the planning board of each municipality from the residents thereof and shall be appointed by the municipal officers of each municipality. Representatives may be elected or appointed officials of the municipality or county. In any county or counties in which a regional planning commission has been formed, the county may, by resolution of its county commissioners, become a member of said regional planning commission and shall be entitled to appoint 2 representatives on said commission. The terms of office of members of a regional planning commission shall be for 4 years, but initial appointments shall be for 2 and 4 years. In municipalities entitled to 3 or more representatives, initial appointment shall be for 2, 3 and 4 years. Vacancies shall be filled for the remainder of the unexpired term in the same manner as original appointments. Municipalities and counties may also appoint alternate representatives. A representative to a regional planning commission shall, when acting within the scope of his official duties and authority, be deemed to be acting as an agent of both the regional planning commission and of the municipality or county which he represents. In addition, regional planning commissions are encouraged to consult, at their discretion, with agencies and institutions operating within the region whose activities influence planning and development in that region.

Source. 1969, 324:1. 1991, 72:4, eff. July 12, 1991. 2000, 200:3, eff. July 29, 2000. 2003, 319:9, eff. July 1, 2003. 2004, 257:44, eff. July 1, 2004. 2017, 156:64, eff. July 1, 2017.

(a) Funds provided under 23 U.S.C. 104(d), 49 U.S.C. 5305(d), and 49 U.S.C. 5307, are available to MPOs to accomplish activities described in this subpart. At the State's option, funds provided under 23 U.S.C. 104(b)(2) and 23 U.S.C. 505 may also be provided to MPOs for metropolitan transportation planning. At the option of the State and operators of public transportation, funds provided under 49 U.S.C. 5305(e) may also be provided to MPOs for activities that support metropolitan transportation planning. In addition, an MPO serving an urbanized area with a population over 200,000, as designated by the Bureau of the Census, may at its discretion use funds sub-allocated under 23 U.S.C. 133(d)(4) for metropolitan transportation planning activities.

(b) An MPO shall document metropolitan transportation planning activities performed with funds provided under title 23 U.S.C. and title 49 U.S.C. Chapter 53 in a unified planning work program (UPWP) or simplified statement of work in accordance with the provisions of this section and 23 CFR part 420.

(c) Except as provided in paragraph (d) of this section, each MPO, in cooperation with the State(s) and public transportation operator(s), shall develop a UPWP that includes a discussion of the planning priorities facing the MPA. The UPWP shall identify work proposed for the next 1- or 2-year period by major activity and task (including activities that address the planning factors in §450.306(b)), in sufficient detail to indicate who (e.g., MPO, State, public transportation operator, local government, or consultant) will perform the work, the schedule for completing the work, the resulting products, the proposed funding by activity/task, and a summary of the total amounts and sources of Federal and matching funds.

(d) With the prior approval of the State and the FHWA and the FTA, an MPO in an area not designated as a TMA may prepare a simplified statement of work, in cooperation with the State(s) and the public transportation operator(s), in lieu of a UPWP. A simplified statement of work shall include a description of the major activities to be performed during the next 1- or 2-year period, who (e.g., State, MPO, public transportation operator, local government, or consultant) will perform the work, the resulting products, and a summary of the total amounts and sources of Federal and matching funds. If a simplified statement of work is used, it may be submitted as part of the State's planning work program, in accordance with 23 CFR part 420.

(e) Arrangements may be made with the FHWA and the FTA to combine the UPWP or simplified statement of work with the work program(s) for other Federal planning funds.

(f) Administrative requirements for UPWPs and simplified statements of work are contained in 23 CFR part 420 and FTA Circular C8100, as amended (Program Guidance for Metropolitan Planning and State Planning and Research Program Grants).

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§450.310 Metropolitan planning organization designation and redesignation.

(a) To carry out the metropolitan transportation planning process under this subpart, an MPO shall be designated for each urbanized area with a population of more than 50,000 individuals (as determined by the Bureau of the Census).

(b) MPO designation shall be made by agreement between the Governor and units of general purpose local government that together represent at least 75 percent of the affected population (including the largest incorporated city, based on population, as named by the Bureau of the Census) or in accordance with procedures established by applicable State or local law.

(c) The FHWA and the FTA shall identify as a TMA each urbanized area with a population of over 200,000 individuals, as defined by the Bureau of the Census. The FHWA and the FTA shall also designate any urbanized area as a TMA on the request of the Governor and the MPO designated for that area.

(d) TMA structure:

(1) Not later than October 1, 2014, each metropolitan planning organization that serves a designated TMA shall consist of:

(i) Local elected officials;

(ii) Officials of public agencies that administer or operate major modes of transportation in the metropolitan area, including representation by providers of public transportation; and

(iii) Appropriate State officials.

(2) An MPO may be restructured to meet the requirements of this paragraph (d) without undertaking a redesignation.

(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.

(ii) Subject to the bylaws or enabling statute of the MPO, a representative of a provider of public transportation may also serve as a representative of a local municipality.

(iii) An official described in paragraph (d)(1)(ii) shall have responsibilities, actions, duties, voting rights, and any other authority commensurate with other officials described in paragraph (d)(1) of this section.

(4) Nothing in this section shall be construed to interfere with the authority, under any State law in effect on December 18, 1991, of a public agency with multimodal transportation responsibilities—

(i) To develop the plans and TIPs for adoption by an MPO; and

(ii) To develop long-range capital plans, coordinate transit services and projects, and carry out other activities pursuant to State law.

(e) To the extent possible, only one MPO shall be designated for each urbanized area or group of contiguous urbanized areas. More than one MPO may be designated to serve an urbanized area only if the Governor(s) and the existing MPO, if applicable, determine that the size and complexity of the urbanized area make designation of more than one MPO appropriate. In those cases where two or more MPOs serve the same urbanized area, the MPOs shall establish official, written agreements that clearly identify areas of coordination, and the division of transportation planning responsibilities among the MPOs.

(f) Nothing in this subpart shall be deemed to prohibit an MPO from using the staff resources of other agencies, non-profit organizations, or contractors to carry out selected elements of the metropolitan transportation planning process.

(g) An MPO designation shall remain in effect until an official redesignation has been made in accordance with this section.

(h) An existing MPO may be redesignated only by agreement between the Governor and units of general purpose local government that together represent at least 75 percent of the existing metropolitan planning area population (including the largest incorporated city, based on population, as named by the Bureau of the Census).

(i) For the purposes of redesignation, units of general purpose local government may be defined as elected officials from each unit of general purpose local government located within the metropolitan planning area served by the existing MPO.

(j) Redesignation of an MPO (in accordance with the provisions of this section) is required whenever the existing MPO proposes to make:

(1) A substantial change in the proportion of voting members on the existing MPO representing the largest incorporated city, other units of general purpose local government served by the MPO, and the State(s); or

(2) A substantial change in the decisionmaking authority or responsibility of the MPO, or in decisionmaking procedures established under MPO by-laws.

(k) Redesignation of an MPO serving a multistate metropolitan planning area requires agreement between the Governors of each State served by the existing MPO and units of general purpose local government that together represent at least 75 percent of the existing metropolitan planning area population (including the largest incorporated city, based on population, as named by the Bureau of the Census).

(l) The following changes to an MPO do not require a redesignation (as long as they do not trigger a substantial change as described in paragraph (j) of this section):

(1) The identification of a new urbanized area (as determined by the Bureau of the Census) within an existing metropolitan planning area;

(2) Adding members to the MPO that represent new units of general purpose local government resulting from expansion of the metropolitan planning area;

(3) Adding members to satisfy the specific membership requirements described in paragraph (d) of this section for an MPO that serves a TMA; or

(4) Periodic rotation of members representing units of general-purpose local government, as established under MPO by-laws.

(m) Each Governor with responsibility for a portion of a multistate metropolitan area and the appropriate MPOs shall, to the extent practicable, provide coordinated transportation planning for the entire MPA. The consent of Congress is granted to any two or more States to:



NASHUA REGIONAL PLANNING COMMISSION

BYLAWS

Amended and Approved June 15~~7~~, 201~~1~~20

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~~men~~ of the Commission.

ARTICLE IV. OFFICERS

- A. General:** The Commission officers shall include a Chair~~men~~, a Vice-Chair~~men~~ 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~~men~~. 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~~men~~ and the officer concerned ten (10) days prior to the meeting.
- E. Chairman:** The Chair~~men~~ shall preside at all Commission meetings. The Chair~~men~~ shall call special meetings and shall have the right to vote on all matters which may come before the Commission. The Chair~~men~~ shall be a member ex-officio of all committees except the Nominating Committee.
- F. Vice-Chairman:** The Vice-Chair~~men~~ shall perform the duties of the Chair~~men~~ in the event of the absence or incapacitation of the Chair~~men~~. If both the Chair~~men~~ and the Vice-Chair~~men~~ are not present at a meeting, a quorum of the Commissioners shall select a Chair~~men~~ 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~~men~~ of the Commission, meetings shall be held quarterly. The Chair~~men~~ shall have the authority to call a special meeting. Special meetings shall also be held by petitions to the Chair~~men~~ 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.
- 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 8th 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~~men~~, 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~~men~~ 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~~men~~, Vice-Chair~~men~~, 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~~men~~, Vice-Chair~~men~~, 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 17~~5~~, 20~~2011~~

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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.

**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 five-member Board of Directors, including specifically the then current Chair, Vice-Chair, and Treasurer, of the NRPC, and two other members who shall be elected 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.