

FRIENDS OF LEBANON RECREATION & PARKS  
**AMENDED  
BYLAWS**

**ARTICLE I**  
**Name, Purpose and Offices**

Section 1. **Name**. The name of the organization shall be “Friends of Lebanon Recreation & Parks,” which may also be known as and referred to as “the Corporation”

Section 2. **Purpose**. The Corporation is organized under Section 501(c)(3) of the Internal Revenue Code. The purpose of the organization is to advocate for and raise funds through various means in order to support and enhance recreational activities and parks in Lebanon, New Hampshire.

Section 3. **Offices**. The principal office of the Corporation shall be located in Lebanon, NH. Friends of Lebanon Recreation and Parks may have such other offices, either within or without the State of New Hampshire, as the Board of Directors may determine from time to time.

**ARTICLE II**  
**Membership**

Membership is open to any person who supports the purpose of the organization and is willing to abide by the Bylaws.

**ARTICLE III**  
**Board of Directors**

Section 1. **General Powers**. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. **Number, Tenure and Qualification**. The Board of Directors shall consist of five (5) regular members, plus two (2) alternate members. Each Board member will serve a two (2) year term. A member of the Lebanon Recreation & Parks Dept. staff shall also serve as an *ex officio* (non voting) member of the Board; they will be appointed by their respective organizations. The initial Board of Directors will be comprised of the incorporators of the Corporation as referenced in the Articles of Organization. Qualifications shall include a commitment of attendance and participation in Board meetings and in carrying out the purposes of the Corporation.

Section 3. **Election of Directors** The nominating committee, consisting of three (3) Board members and two (2) other members shall be appointed by the President two (2) months prior to the annual meeting. The Nominating Committee will send names of the nominees to all members at least thirty (30) days prior to the annual meeting to fill

any vacant position(s) on the Board. Nominations from the floor at the annual meeting shall be accepted if voted on by a majority of members present. The Board will be selected by majority vote of the membership at the annual meeting.

In the event a vacancy occurs in the elected Board, the vacancy will be filled by majority vote of the Board in order to serve the remainder of that term. (See Section 11, below)

Section 4. **Annual Meetings.** The annual membership meeting shall be held during the month of March. The annual meeting shall be for the purpose of reporting on the condition of the Corporation, approval of the annual action agenda of the Corporation, electing Board members, and conducting such other business as may properly come before the Board of Directors. Notice of the annual meeting will be by posting information in public locations as well as by electronic communication to the members.

Section 5. **Regular Meetings.** A regular meeting of the Board of Directors shall be held once each quarter. The Board of Directors may provide, by resolution, the time and place for holding regular meetings without other notice than such resolution. Notice of the date, time, location and agenda of the quarterly meeting will be posted at the Lebanon Recreation and Parks Department office at least ten (10) business days prior

Section 6. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President, or any three (3) directors, and shall be held at the principal office or at such other place as the directors may determine. Notice, including the purpose, of any special meeting of the Board of Directors shall be given at least ten (10) days prior thereto by telephone or electronic mail or delivered personally to each director at his or her address as shown by the records of the Corporation.

Section 7. **Consents.** Any action required by law or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by all the directors. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors at a meeting duly called and held, and shall be filed with the Secretary and recorded in the Minute Book of the Corporation.

Section 8. **Quorum.** A quorum shall consist of a majority of the Board of Directors at a meeting of the Board that was warranted and posted by the President and open to the public. Alternate members of the Board may serve in a voting capacity in the absence of a regular Board member, and may count in establishing a quorum.

Section 9. **Board Decisions.** The act of a majority of the directors present at a meeting at which a quorum is established shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 10. **Removal of Director.** Any director may be removed from the Board of Directors by affirmative vote of a majority of the Board of Directors. Such action may

be taken at any regular meeting or any special meeting at which due notice of the proposed removal shall have been duly given to the directors together with or as part of the notice of the meeting.

Such removal may be accomplished with or without cause, but the director involved shall be given an opportunity to be present and to be heard at the meeting at which his removal is considered.

Section 11. **Vacancies**. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 12. **Compensation**. No member of the Board of Directors shall receive a salary for his or her services, but, by resolution of the Board of Directors, reasonable expenses may be reimbursed. Such expenses shall not, in any event, include any costs related to attendance at any meetings of the Board.

## ARTICLE IV

### **Officers**

Section 1. **Officers**. The officers of the Corporation shall be a President, a Secretary, and a Treasurer, and such other officers as may be elected or appointed by the Board of Directors.

Section 2. **Election and Term of Office**. The officers of the Corporation shall be elected by the Board of Directors after the annual meeting of the Board of Directors and shall hold office for two (2) years and/or until their successors are elected or appointed and qualified.

Section 3. **Removal**. Any officer elected or appointed by the Board of Directors may be removed by majority vote of the Board whenever in its judgment the best interests of the Corporation would be served thereby. The officer involved shall be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

Section 4. **Vacancies**. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

### Section 5. **Powers and duties**.

A. **President**. The President of the Corporation shall be the Corporation's principal executive officer and shall exercise general supervision and control over all the business and affairs of the Corporation. The President shall have the following specific powers and duties:

- I. To have general and active management of the business of the Corporation.
- II. To see that all orders and resolutions of the Board are carried into effect.
- III. To have general superintendence and direction of all the other officers of the Corporation and of the agents and employees thereof, and to see that their respective duties are properly performed.
- IV. To operate and conduct the business and affairs of the Corporation according to the orders and resolutions of the Board of Directors, and according to his or her own discretion whenever and wherever it is not expressly limited by such orders and resolutions.
- V. To submit a report of the operations of the Corporation to the directors at the regular meeting of the Board and from time to time to report to the directors all matters within his or her knowledge that should be brought to their attention in the best interest of the Corporation. In addition to the foregoing, the President shall have such other powers, duties and authority as may be set forth elsewhere in these bylaws and as may be prescribed by the Board of Directors from time to time.

**B. Treasurer.** The Treasurer of the Corporation shall be its chief fiscal officer and the custodian of its funds, securities and property. The Treasurer shall have the following specific powers and duties:

- I. To keep and maintain, open to inspection by the President and any director at all reasonable times, adequate and correct accounts of the properties and business transactions of the Corporation which shall include all matters required by law and which shall be in form as required by law.
- II. To have the care and custody of the funds and valuables of the Corporation and deposit the same in the name to the credit of the Corporation with such depositories as the Board of Directors may designate.
- III. To maintain accurate lists and descriptions of all capital assets of the Corporation, including land and buildings.
- IV. To see to the proper drafting of all checks, drafts, notes and orders for the payment of money as required in the business of the Corporation.
- V. To disburse the funds of the Corporation for proper expenses and, as he/she may be ordered by the Board, to issue proper vouchers for such disbursements. Expenditures in excess of \$300.00 may not be disbursed without a majority vote of the Board.
- VI. To render to the President and Secretary, or to the Board of Directors whenever they may require it an account of all transactions as Treasurer and a

financial statement in form satisfactory to them, showing the conditions of the Corporation.

In addition to the foregoing, the Treasurer shall have such other powers, duties and authority as may be set forth elsewhere in these bylaws, and as may be prescribed by the President or the Board of Directors from time to time.

**C. Secretary.** The Secretary of the Corporation shall be the custodian of and shall maintain the corporate records. The Secretary shall have the following specific powers and duties:

I. To record or supervise the proper recording of the minutes and transactions of all meetings of the Directors, and to maintain separate minute books of the Corporation, or such other place as the Board of Directors may order of all such meetings in the form and manner required by law.

II. To keep record books showing the details required by law and also all other books of the Corporation excepting books of account. These record books shall become public record.

III. To keep at the principal office, the original or a certified copy of the Bylaws of the Corporation as amended or otherwise altered to date.

IV. To attend to the giving and serving of all notice of the Corporation required by law or these Bylaws to be given.

V. To attend to such correspondence and make such reports as may be assigned to him or her. In addition to the foregoing, the Secretary shall have such other powers, duties, and authority as may be set forth elsewhere in these Bylaws and as may be prescribed by the President of the Board of Directors from time to time.

## ARTICLE V

### **Indemnification**

Each director and officer of the Corporation now or hereafter serving as such shall be indemnified by the Corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such director or officer: and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her own willful misconduct or gross negligence.

## ARTICLE VI

### Committees

The Board of Directors, at its discretion, may constitute and appoint special committees to assist in special projects from time to time, with responsibilities and powers appropriate to the nature of the special project and as provided by the Board of Directors in the resolution of appointment or in subsequent resolution and directives. Each committee so constituted and appointed by the Board shall serve at the pleasure of the Board and the members thereof shall include a member of the Board of Directors and such further persons as the Board may designate.

In addition to such obligations and functions as may be expressly provided for by the Board of Directors, each committee so constituted and appointed by the Board shall from time to time report to and advise the board on the progress of the special project within its particular area of responsibility and interest.

The Board of Directors may provide by general resolution applicable to all such committees for the organization and conduct of the business of the committees.

This designation thereto of authority shall not operate to relieve the Board of Directors, or any individual directors, or any responsibility imposed on him or her by law.

#### **I. Other Statutory Requirements**

The Board will comply with all requirements of New Hampshire laws dealing with pecuniary benefit transactions (RSA 7:19-a and RSA 292:6-a) (copy attached as Addendum A) and all such laws are incorporated in full into and made a part of this policy statement. These requirements include, but are not limited to, absolute prohibition on any loans to any director, officer or trustee of the charitable trust, and prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from an officer, director, or trustee without the prior approval of the probate court. These requirements extend to both direct and indirect financial interests, as defined by the attached statutes.

## ARTICLE VII

### **Contracts, Checks, Deposits and Funds**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

**Section 2. Checks, Drafts or Orders.** All checks, drafts or orders for the

payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer; in the event of the Treasurer's absence, the Board may designate an alternate.

Section 3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation, as set forth in the Corporation's "Gift Acceptance Policy."

## ARTICLE VIII **Books and Records**

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors and committees and shall keep at the principal office a record giving the names and addresses of the directors entitled to vote.

## ARTICLE IX **Fiscal Year**

The fiscal year of the Corporation shall run from January 1 through December 31.

## ARTICLE X **Amendment of Bylaws**

These bylaws may be altered, amended or repealed, and new bylaws may be adopted by a vote of four (4) or more members of the Board of Directors at any regular meeting or at a special meeting, if a least seven (7) days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

## ARTICLE XI **Contracts**

**Section 1. Contracts and Other Transactions.** No contract or other transaction of the Corporation approved by the Board of Directors shall, in the absence of fraud, be affected or invalidated by the fact that any director, or officer of the Corporation, firm or association of which he or she may be a director, officer, stockholder or member, may be a party to the transaction, provided that the nature and extent of his or her interest was disclosed to, or known by, the director(s) before acting on such a contract or other transaction. Any director who is also a director, officer, stockholder or member of any Corporation, firm, or association with which the Corporation proposes to contract or transact any business, or who has an interest, pecuniary or otherwise, in such contract or transaction, shall not participate in the vote to authorize any such contract or transaction,

but may participate in discussion thereof. Any such contract or transaction may be authorized and approved by a majority of the directors present and not disqualified by this Section 1 to vote on such matter.

**Section 2. Policies.** To the extent it deems appropriate, the Board of Directors shall promulgate written policies regarding conflict of interest relating to directors and officers. Such policies shall relate to the nature of full disclosure of relationships or transactions, conflicts of interest in choosing new directors, and the responsibility of each director and officer to be alert to the possible conflict of interest relating to himself or herself or any other director.

## ARTICLE XII Waiver of Notice

Whenever any notice is required to be given under the provisions of Chapter 292 of the New Hampshire Revised Statutes Annotated or under the provisions of the articles of agreement or the bylaws of the Corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such.

## ARTICLE XIII Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

Accepted and approved this 13TH day of January, 2015.

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David Hoskinson, President