

LOUDON COMMUNICATIONS COUNCIL

Loudon Town Office Complex, 29 South Village Road, Loudon, NH 03301

BYLAWS OF THE LOUDON COMMUNICATIONS COUNCIL

August 21, 1998

Re-adopted November 19, 2007; amended May 19, 2008

Section 1. Name, Purposes, Location, and Fiscal Year.

1.1 *Name and Purposes.* The object for which this corporation is established is exclusively for charitable, educational, public recreational or scientific purposes, especially, to provide a comprehensive source of information and education about the operations and activities of business, government, and community organizations within Loudon in order to facilitate and encourage informed citizen participation; to promote through coordination and integration in the public interest compatible activities of other agencies, institutions or organizations which promote a similar purpose and scope having an interest in the town of Loudon, as set forth in Article 19 of the minutes of the Annual Meeting held on March 14, 1998.

1.2 *Location.* The principal office of the corporation in New Hampshire shall initially be located at the place set forth in the articles of incorporation. The directors may change the location of the principal office in New Hampshire effective upon filing a certificate of amendment with the Secretary of State.

1.3 *Fiscal Year.* The fiscal year of the corporation shall, unless otherwise decided by the directors, begin on July 1 and end June 30 in each year.

Section 2. Members.

Persons eligible for membership in the corporation shall include the bona fide representative of all Loudon, governmental units, non-government/not-for-profit organizations within the town, and interested residents. Membership may be rescinded for just cause.

Section 3. Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation, Ad Hoc Committee Members.

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in u: honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have, no other rights or responsibilities.

Section 4. Board of Directors.

4.1 *Number, Election, and Tenure.* The number of directors will be not less than five who are not of the same immediate family or related by blood or marriage and not more than nine. Election of new directors or election of current directors to succeeding terms will occur as the first order of business at the annual meeting. At any special or annual meeting the members may increase the number of directors and elect new directors to complete the number so fixed; or the members may decrease the number of directors but only to eliminate vacancies existing by reason of death, resignation, removal or disqualification of one or more directors. Each director shall hold office for a fixed term of three years provided, however, that at the first election, three directors shall be elected for one year, three shall be elected for two years, and three shall be elected for three years. Thereafter every election shall be for a term of three years. If a director dies, resigns, is removed or becomes disqualified, his or her successor will be elected by a majority of directors then in office to hold that position until the next annual meeting.

4.2. *Representation.* Directors shall be elected from and by the membership which consists of the bona fide representatives of all Loudon governmental units, non-government/not-for-profit organizations within the town, and interested residents. This corporation is committed to a policy of fair representation on the board of directors which does not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation, marital status, political affiliation or age.

4.3 *Powers.* The affairs of the corporation will be managed by the directors who will have and may exercise all the powers of the corporation.

4.4 *Suspensions or Removal.* A director may be suspended or removed for cause by vote of a majority of the directors then in office. A director may be removed for cause only after reasonable notice and opportunity to be heard.

4.5 *Resignation.* A director may resign by delivering his/her written resignation to the president, treasurer or clerk of the corporation, to a meeting of directors or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

4.6 *Vacancies.* The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.7 *Conflict of Interest Policy.* No compensation shall be paid to any director for any service, either as a director or for professional services. Nor may the corporation compensate any immediate family member of a director or loan money or property to a director, or sell or lease, for a term of greater than five years, real estate to or from a director without competitive open bids and a majority vote of the directors, or otherwise engage in business with a director that impairs the corporation's mission. Directors must identify, in writing, at the onset of their tenure, potential conflicts of interest with the charity and update this statement annually.

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If any matter comes before the directors which would "give rise to a conflict of interest", the affected director must make known the conflict whether or not it has been previously disclosed in his or her written statement.

Section 5. Meetings of the Board of Directors.

5.1 *Annual Meeting.* The annual meeting of the membership shall be held each year on a date selected and approved by the board of directors. The meeting may be held at the principal office of the corporation or at such other place within the United States as the president or directors shall determine. Notice of the date fixed for the annual meeting shall be published at least twenty days before the date fixed for such meeting.

5.2 *Regular Meetings.* Regular meetings of the directors shall be held once a month and may be held at such places and at such times as the directors may determine.

5.3 *Special Meetings.* Special meetings of the directors may be held at any time and at any place when called by the president or by two or more directors.

5.4 *Call and Notice.* Reasonable notice of the time, date and place shall be given for all meetings.

5.5 *Voting.* Each director present and qualified to vote shall be entitled to one vote on any motion.

5.6 *Quorum.* The presence of a majority will constitute a quorum at any meeting.

5.7 *Emergency Action.* Directors may take any emergency action required or permitted to be taken at any meeting of the directors without a meeting if all the directors consent to the action and confirm their vote in writing. The written consents shall be filed with the records of the meetings of the directors, and considered as the votes of the meeting.

5.8 *Emergency online voting.* Directors will not conduct regular business via email or telephone. If an issue or article needs to be addressed prior to the next scheduled meeting, a vote may be taken via email or telephone and will be reported at the next scheduled meeting and in the minutes of that meeting.

5.9 *Procedure.* Robert's Rules of Order shall govern the meetings of directors in all matters not provided for in these bylaws.

Section 6. Officers and Agents.

6.1 *Number and Qualification.* The officers of the corporation will be a chair, vice chair, treasurer, clerk, and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. A director may hold more than one office.

6.2 *Election.* The chair, vice-chair, treasurer, and clerk will be elected annually at the annual meeting for a term, of one year.

6.3 *Tenure.* The duly elected officers shall hold office until their successors are chosen.

6.4 *Vacancies.* Vacancies may be filled by the directors who may elect a successor to the unexpired portion of the term.

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6.5 *Suspension.* Any officer may be removed with notice for cause by the directors by a vote of the majority of all directors at a meeting.

6.6 *Chair.* The chair shall be the chief executive officer of the corporation and subject to the control of the directors. The chair shall preside at all meetings and have general charge and supervision of the affairs of the corporation. The chair of the corporation may not be an employee of the corporation.

6.7 *Vice-Chair.* In the absence of the chair, the vice-chair shall preside at meetings and have general charge and supervision of the affairs of the corporation. The vice-chair of the corporation may not be an employee of the corporation.

6.8 *Clerk.* The clerk shall record and maintain records of all proceedings of meetings. He or she will give, or cause to give, notice of all meetings of directors and all other notices required by law or by these bylaws. The clerk will be the custodian of records of meetings, bylaws, articles of incorporation, and names of directors.

6.9 *Treasurer.* The treasurer will have general charge of the finances of the corporation. He or she will be in charge of its financial affairs, funds, securities, and valuable papers, and shall keep full and accurate records, including books of account and accounting records and procedures.

6.10 *Communications Coordinator.* Directors shall hire or appoint at any time a communications coordinator who shall perform such functions as the board may require and who shall not serve as a director of the corporation.

Section 7. Committees.

7.1 *Ad Hoc Committees.* The directors may appoint one or more committees, each of which will consist of one committee chair and two or more committee members. Committee members may be directors or other interested individuals. The chair of the committee will be appointed by the directors and will act with the directors' approval. The directors, after conferring with the committee chair, will appoint committee members. The studies, findings, and recommendations of all committees will be reported to the directors for consideration and action. Committees may adopt such rules for the conduct of business as are appropriate and are not inconsistent with these bylaws, the articles of incorporation or state law.

Section 8. Execution of Papers.

Except as the directors may generally, or in particular cases, authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted or endorsed by the corporation, shall be signed by the chair and the treasurer, provided, however, the treasurer shall be authorized to sign checks and drafts as may be required to support the day-to-day operations of the corporation in conformance with the approved budget.

Section 9. Personal Liability.

The directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

Section 10. Amendments.

These bylaws may be altered, amended or repealed in whole or in part by vote of a majority of the membership at the annual meeting or at any special meeting. Any proposed changes shall be published at least twenty days prior to the vote.