

BY-LAWS
OF
THE CONTOOCCOOK RIVERWAY ASSOCIATION

ARTICLE I

NAME AND PURPOSES

The name and purposes of the Contoocook Riverway Association, herein referred to as the "Corporation", shall be as set forth in the Articles of Agreement of the Corporation.

MISSION STATEMENT

The mission of the Contoocook Riverway Association is to restore and maintain the Contoocook train depot and its property, for the education and enjoyment of the community and its visitors.

ARTICLE II

LOCATION

The principal place of business of the Corporation in the State of New Hampshire shall be located at the place set forth in the Articles of Agreement of the Corporation.

ARTICLE III

MEMBERSHIP

Section 1. Eligibility. Any person who subscribes to the purpose and mission of this organization shall be eligible for membership upon completion of an application and payment of dues.

Section 2. Classes of Membership. The classes of membership shall be as follows:

a. Regular: Any individual may become a regular member of the Corporation with full privileges and responsibilities thereof.

b. Family: Any family may become a member of the Corporation with full privileges and responsibilities thereof except as herein mentioned. A family is defined as up to two adults and their children under the age of 18. Each family is allowed one vote per adult and only one family member may hold office at a time.

c. Organization: A club, business or other organization interested in supporting *or* participating in the activities of the Corporation may become a member except as herein mentioned. Each organization is allowed one vote and only one member thereof may hold office at a time.

d. Life: Any individual may become a life member of the Corporation with full privileges and responsibilities upon payment of life dues. Life memberships shall not be inherited or transferred to another individual.

e. Honorary: Any individual may be elected as an honorary member of the Corporation by nomination from any member of the Corporation and approval, by vote, of the Board of Directors. Honorary members shall have all privileges and responsibilities of membership and shall be exempt from the payment of dues.

Section 3. Membership Year. The membership year shall run for one year, 12 calendar months, beginning January 1st. Dues shall be payable each January thereafter, on a yearly basis.

Section 4. Dues. Dues or changes in dues shall be proposed by the Board of Directors at the annual meeting of the membership and must be approved by a majority vote of those present. Notices for payment of dues shall be on the web site and published in the newsletter. Members whose dues are not paid, shall not have voting privileges on any matter until their dues are up to date. Any member who is required to pay dues and who is delinquent for one year shall be notified, in writing, by the Secretary, that his/her/their membership will expire and they will be removed from the membership list if dues are not paid within thirty (30) days of receipt of said notice via certified mail.

Section 5. Withdrawing Membership Privileges. The Board of Directors, may, upon a two thirds majority vote of the Board, retract and prohibit membership privileges from any member, including officers and members of the Board, for just cause including but not limited to theft and/or fraud.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of New Hampshire.

Section 2. Number, Tenure, and Qualification. The number of Directors shall be set at eight. There shall be at least five voting Directors who are not of the same immediate family or related by blood or marriage. No employee of the Corporation shall hold the position of chairperson or presiding officer of the Board of Directors. Directors shall serve on the board only for charitable purposes of the of the organization; persons having other expressed or intended reasons for being a Director shall not be elected nor permitted to serve as a Director. Only current voting members of the Corporation whom have held continuous membership for at least two (2) consecutive years shall be eligible to be elected to the Board of Directors. Directors shall be elected at the annual meeting by the voting members of the Corporation, and for the term of office of each Director shall be three (3) years, to expire on the third-year annual meeting.

Section 3. Regular Meetings. An annual meeting of the Directors shall be held on a date during the month of April, as designated by the Board. The Directors and officers shall be elected at this meeting. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Regular meetings shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors, and shall be held at the principal office of the Corporation or at such other place as the Directors may determine.

Section 5. Notice. Notice of such special meeting of the Board of Directors shall be given at least four (4) days previously thereto by written notice delivered personally or sent by mail or email to each Director at his addresses shown by the records of the Corporation, except in the case of an emergency in which event notice may be given by telephone or otherwise at least twenty-four (24) hours prior to the meeting. If mailed, then such notice shall be declared to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by email, then such notice shall be deemed to be delivered when the email has been sent to the receiving Director to his email address shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called on convened. The business to be transacted at the meeting need not be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 6. Action by Writing. Any action required by law to be taken at a meeting to Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the Directors is present at any meeting, then the Directors present may adjourn the meeting without further notice.

Section 8. Board Decisions. The act of majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by or by these By-Laws.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors, shall be filled by the Board of Directors, from the voting membership of the Corporation, in accordance with the provisions of this Article. A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Subject to Section 2 of this Article III, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 11. Presence through Communication Equipment. Unless otherwise prohibited by law of the Articles of Agreement, the Directors may participate in a meeting of the Board of Directors by means of a conference by telephone or similar communications equipment by means of which all persons participating in the meeting can hear or communicate with each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one Historian, one or more assistant Secretaries and one or more assistant Treasurers, as it shall deem desirable. Such officers shall have the authority to perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting by the Board of Directors, as soon as elections for Directors has taken place. If the election of officers is not held at such meeting, then such election shall be held as soon thereafter as is convenient. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly qualified and elected. Only a Director who has served in good standing for at least two years shall be eligible for election to an office. Officers shall serve the Corporation only for the charitable purposes of the Corporation; persons having other expressed or intended reasons for being an officer shall not be elected nor permitted to serve as officer of the Corporation. No officer shall be eligible for more than five consecutive years in office. Re-election to office may occur one year after replacement by another officer.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contracts rights, if any, of the officer so removed.

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, in accordance with the provisions of this Article and Article IV.

Section 5. Power and Duties. The officers shall have the powers set forth below and shall have such other powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specification, each officer shall have the powers and authority, and shall perform and discharge the duties of officers of the same title serving in non-profit corporations have the same or similar general purposes and objectives as this Corporation.

- A. The President of the Corporation shall be the corporation's principal executive officer and shall exercise general supervision and control over all 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 of Directors are carried into effect.
 - iii. To execute bonds, mortgages, deeds of trust, and other contracts requiring a seal, under the seal of the Corporation.
 - iv. To have general superintendence and direction of all the other offices of the Corporation and of the agents and employees thereof and to see that their respective duties are properly performed.

- v. 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 own discretion whenever and wherever it is not expressly limited by such orders and resolutions.
 - vi. To submit a report of the operations of the Corporation to the Directors at each regular meeting of the Directors and an annual report thereof to the Directors at the annual meeting, and from time to time to report to the Directors all matters within his knowledge that should be brought to their attention in the best interest of the Corporation.
- B. The Vice President shall exercise the powers and shall perform the functions that are from time to time assigned to him or her by the President or the Board of Directors. The Vice President shall have the powers and shall exercise the duties of the President whenever the President, by reason of illness or other disability, or absence, is unable to act, and at other times when specifically so directed by the Board of Directors.
- C. The Secretary of the Corporation shall be the custodian of and shall maintain the corporate books and records and shall be the recorder of the Corporation's formal actions and transaction. The Secretary shall have the following specific powers and duties:
- i. To record or see to the proper recording of the minutes and transactions of all meetings of the Directors, and to maintain separate minute books at the principal office 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 at the principal office of the Corporation, record books and also all other books of the Corporation, excepting books of accounts.
 - iii. To keep at the principal office, open to inspection by Directors at all reasonable times upon reasonable advance notice, the original or a certified copy of the By-Laws of the Corporation as amended or otherwise altered to date.
 - iv. To keep the corporate seal and to affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same.
 - v. To attend to the giving and serving of all notice of the Corporation required by law or these By-Laws to be given.
 - vi. To attend such correspondence and make such reports as may be assigned to him.

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

- D. 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 or any Director at all reasonable times, adequate and correct accounts of the properties and business transactions of the Corporation.

- ii. To have the care and custody of the funds and valuables of the Corporation and deposit the same in the name and 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, buildings and plants.
- 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, and to sign such instruments.
- v. To disburse funds of the Corporation for proper expenses and as he may be ordered by the Board of Directors, to take proper vouchers for such disbursements.
- vi. To render to the President and Secretary or to the Board of Directors, whenever they may require it, an account of all his transactions as Treasurer, and financial statements in form satisfactory to them, showing the financial condition 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 By-Laws and as may be prescribed by the Board of Directors.

Section 6. Historian. The Board of Directors, by resolutions adopted by a majority of the Directors in office, may designate one Historian whom shall be a member of the association. The Historian, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors, in the management of the Corporation, but the designation of such Historian and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law. The Historian of the Corporation shall be its custodian of all historical information and artifacts. The Historian shall be responsible for the following:

- i. Keep accurate, historical information on all physical aspects of the depot, train car and artifacts.
- ii. Create and preserve archives of all artifacts and property, including information regarding donation sources, historical information, and significance, with accuracy.
- iii. Review all restoration projects prior to engaging in such projects.
- iv. Act as the Corporations contact for requested historical information regarding said Corporation, its properties, and artifacts.
- v. To safeguard all accuracy of physical and written materials concerning the Corporations assets and properties.

In addition to the foregoing, the Historian shall have such other powers, duties, and authority as may be set forth elsewhere in these By-Laws and as may be prescribed by the Board of Directors.

ARTICLE VI

COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolutions adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board

of Directors, in the management of the Corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, 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. Certain Contracts and Transactions; Conflicts of Interest. The Corporation, its officers or directors, shall not enter into any contract agreement or otherwise binding arrangement except that such contract agreement or arrangement either directly or indirectly serves the needs and mission of the Corporation. Any activity, commercial, mercantile or otherwise, engaged in by the Corporation must directly or indirectly further the Corporation's mission by enhancing public awareness of and exposure to the Contocook Depot, increasing educational opportunities within the scope of the Corporation's mission, or providing revenue necessary to restore and/or operate the Depot facility.

Section 3. 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 such officer or officers or agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Section 4. Deposits. All funds of the Corporation shall be deposited from time to time to credit the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors shall vote to determine whether or not to receive any and all gifts. All gifts the Corporation receives shall be properly accounted for and kept in records held at the principal office of the Corporation or at such other place as the Directors may determine.

ARTICLE VIII

CONFLICTS OF INTEREST

- A. Directors are required to serve the Charitable Mission of the Contocook Riverway Association. In recognition that it is a charitable corporation held in trust for the public by its Board of Directors, it is policy of the Corporation that its Directors and officers hereafter described as Directors, as guardians of its charitable mission for the public, shall serve only to advance its charitable mission.

In accordance with New Hampshire State Law under RSA 7:19, Directors shall resign immediately if they are serving for any other purpose than to service this charitable mission.

- B. Each Director, prior to taking his position on the Board, and all present Directors shall submit in writing to the President a list of all businesses or other organizations of which he is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which the Corporation has, or might reasonably in the future enter into, a relationship or a transaction in which the Director would have conflicting interests. The President shall become familiar with the statements of all Directors in order to guide his conduct should a conflict arise.
- C. At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by his written statement or not, and after answering any questions that may be asked to him, shall withdraw from any meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the affected Director nor any other Directors with pecuniary benefit transaction with the Corporation shall vote.
- D. The Board of Directors shall comply with all the requirements of New Hampshire law where conflicts of interest are involved, including but not limited to the requirements of a two-thirds vote where the financial benefit of a Director or Trustee is between \$500 and \$5,000 in a fiscal year, and to the requirement of two-thirds vote and publication in the required newspaper where the financial benefit exceeds \$5,000 in a fiscal year. The New Hampshire statutory requirements are incorporated into and made a part of this conflict policy.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each member, 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 has or shall become subject to reason of serving or having served as such a member, director, or officer, or be reason of any action alleged to have been taken, omitted, or neglected by him as such member, director, or officer, and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him 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 own willful misconduct or gross negligence.

The amount paid to any member, officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by a committee of persons selected by the Board of Directors, and any determination so made shall be prima facie evidence of the reasonableness of the amount fixed.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any member, director or officer of the Corporation may otherwise be entitled by law.

ARTICLE X

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time upon reasonable advance notice to the Secretary of the Corporation.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the Board of Directors.

ARTICLE XII

SEAL

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the year of its incorporation.

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given by law or under the provisions of the Articles of Agreement or by these By-Laws of the Corporation, a waiver thereof in writing signed by the person, or by his attorney thereunto authorized, entitled to such a notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Any member, director, or committee member who attends a meeting without protesting prior thereto or at its commencement, the lack of notice to him shall be deemed to have waived such notice. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

ARTICLE XIV

AMENDMENTS

These By-Laws may be amended or repealed and new By-Laws adopted by a majority of the Corporation’s Board of Directors present and voting at any legal meeting; provided that notice of the proposed amendment is specified in the call for the meeting.

ARTICLE XV

GENDER

Words importing the male gender shall be deemed inclusive of or interchangeable with like words importing the female gender wherever appropriate, and words importing persons shall include natural persons, trusts, partnerships, firms, associations and corporations as the context may require.

ARTICLE XVI

NON-DISCRIMINATION

The Corporation will not in any way discriminate in its choice or treatment of employees, or others, on the basis of race, color, national or ethnic origin, creed, sex, or religion.

ARTICLE XVII

DISSOLUTION

In the event of dissolution, after all remaining debts and liabilities are satisfied, the Corporation shall transfer to the Town of Hopkinton all assets and interests in the Depot property.

Revision History

Revision	Change	Date
Original	Adopted by the Board	April, 2001
Revision 1	Adopted new mission statement	April 2013
Revision 2	Adopted new Historian position	April 2016
Revision 3	Adopted membership article/term	July 2017
Revision 4	Removed timing for historian	April 2019