

**BYLAWS OF
SANDWICH CITIZENS HOUSING**

ARTICLE I

Name

The name of this Corporation, a New Hampshire non-profit corporation, shall be SANDWICH CITIZENS HOUSING hereinafter referred to as the "Corporation".

ARTICLE II

Location

Section 2.1. The principal office of the Corporation shall be located at such place as the Board of Directors shall from time to time designate.

Section 2.2. The principal office of the Corporation for the transaction of its business is:

P.O. Box 473
Center Sandwich, NH 03227

Section 2.3. The Corporation may also have offices at such other places, within or without the State of New Hampshire, where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE III

Purpose and Powers

Section 3.1. The Corporation is organized exclusively for charitable and educational purposes as specified in section 501(c)(3) of the Internal Revenue Code. These shall include working to improve the supply of housing to meet the needs of the community by:

- (a) Providing public education and information to the community regarding the need for housing and strategies to improve the housing supply.
- (b) Working with other New Hampshire and regional coalitions to develop and support initiatives that accelerate funding for, and

building of, residential construction projects that meet the criteria articulated by the Corporation.

- (c) Developing and implementing strategies through which businesses, governmental, banking/finance and other entities work together to improve the housing supply and sources of funding for housing.

Section 3.2. The Corporation shall have all the powers necessary to carry out the corporate purposes and all the powers of non-profit corporations organized under the laws of the State of New Hampshire.

ARTICLE IV

Limitations and Prohibited Activities

Section 4.1 The Corporation shall be an equal opportunity and affirmative action employer, and it shall not discriminate on the basis of age, race, color, creed, sex, financial status, sexual orientation or national origin (i) in the persons serviced, or in the manner of service; (ii) in the hiring, assignment, promotion, salary determination, or other conditions of staff employment; or (iii) in the membership of its Board of Directors.

Section 4.2. The corporation is irrevocably dedicated to and operated exclusively for, non-profit purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 of the Articles of Incorporation. The income of the Corporation, for each taxable year, shall be distributed at such time and in such manner as to allow the Corporation to retain its tax-exempt status under federal and state laws.

Section 4.3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4.4. If the Corporation is determined to be a private foundation, (i) it will not engage in any act of self-dealing which would give rise to any liability for the tax imposed by Section 4941 of the Internal Revenue Code of 1986, or

corresponding provisions of any subsequent federal tax laws; (ii) it will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; (iii) it will not retain any excess business holding which would give rise to any liability for the tax imposed by Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; (iv) it shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; and (v) it shall not make any taxable expenditures which would give rise to any liability for the tax imposed by Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.5. The Corporation is not responsible for the personal views expressed by any of its speakers, authors, employees, officers, or directors unless these views have been affirmed or ratified by the Board of Directors.

ARTICLE V

Members

The Corporation shall have no members.

ARTICLE VI

Directors

Section 6.1. The Directors shall have the control and management of the affairs of the Corporation including, but not limited to, charge of the property and business of the Corporation. No expenditures of money shall be made, and no contracts or other obligations shall be entered into, unless previously authorized by vote of the Directors or by some committee or officer to which such authority has been given by the Directors. All such actions will be reported to the Board of Directors at its next meeting.

Section 6.2. There shall be a Board of Directors of the Corporation of not less than Nine (9) and not more than Twenty-One (21) persons. The initial Board of Directors of the Corporation shall be elected by the Incorporators, and thereafter the members of the Board of Directors shall be elected at the annual meeting of Directors. They will be elected from a slate presented by the nominating committee at the annual meeting and /or from additional nominations that will be accepted from directors in good standing at the time of the meeting. In addition to the Twenty-one (21) elected members of the Board of Directors, the Executive Director (or senior paid staff member by whatever title) of the

Corporation shall serve on the Board, ex officio and will have a voice in discussions but will not vote.

Section 6.3. To the extent reasonably practical and feasible, the Board of Directors shall endeavor to include among its members representatives from throughout the area served by the Corporation who reflect the demographics of the area and the variety of businesses, industries, and service organizations that are located in the area. There will be two board positions reserved for residents from housing units developed by the Corporation.

Section 6.4. Except for ex officio members, the Directors of the Corporation shall be elected at the annual meeting of the Board of Directors to serve for terms of three (3) years or until their successors are elected. The terms of the elected Directors shall be staggered so that approximately one-third of the elected Directors' terms expire each year. Neither one (1) and two (2) year terms used to establish the staggered terms among the initial elected Board members nor partial terms served to complete a term of a prior Board member shall count as "full terms" for the purposes of the preceding sentence. Individuals who have completed three (3) consecutive full terms may be re-elected to the Board of Directors after at least one (1) year has passed from the expiration of their third term.

Section 6.5. Any vacancies among the Board of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the member's predecessor in office.

Section 6.6. Any Director may at any time be removed from office for any cause deemed sufficient by the Board of Directors by the affirmative vote of two thirds of the current Directors.

Section 6.7. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing contained in these Bylaws shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation from such service.

ARTICLE VII

Officers and Agents

Section 7.1. The officers of the Corporation shall include a Chair of the Board, a Vice Chair of the Board, a Secretary, and a Treasurer.

Section 7.2. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and

shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 7.3. The Board of Directors shall elect from its membership the officers of the Corporation at their annual meeting. The officers of the Corporation shall hold office for terms of one (1) year or until their successors are elected. Any officer elected or appointed by the Board of Directors may be removed from office at any time by the affirmative vote of two thirds of the Board of Directors. The two-thirds vote of the Board of Directors shall fill any vacancy occurring in any office of the Corporation.

Section 7.4. The Chair of the Board shall preside at meetings of the Board of Directors, shall be responsible for the day-to-day management of the Corporation, and shall have the authority to delegate day-to-day management.

Section 7.5. The Vice Chair of the Board shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 7.6. The Secretary, or other person designated by the Board of Directors, shall keep the minutes of all meetings of the Board of Directors, and perform all other duties usually incident to the office. The Secretary or other person designated by the Board of Directors shall issue notices of annual and special meetings of the Corporation and of the Board of Directors.

Section 7.7. The Treasurer shall receive, safely keep and disburse the funds of the Corporation, subject to the direction of the Board of Directors. The Treasurer, or in his or her absence another officer of the Corporation, shall deliver a report at each meeting of the Directors and shall deliver an annual report at the annual meeting of the members. The Treasurer, or any other officer authorized by the Board of Directors to sign checks, shall give bond in such sum and with such sureties as the Directors may require.

ARTICLE VIII

Meetings

Section 8.1. Annual Meeting. The annual meeting of the Board of Directors shall take place at such time and on such date during the month of September of each year at the principal offices of the Corporation, or at such other time, date, or place in New Hampshire, as the Board of Directors shall determine. The purpose of the annual meeting shall be to elect Directors and the officers of the Corporation, to receive the reports of officers and committees of the Board of Directors, and to transact such other business as may properly come before the meeting.

Section 8.2. Regular Meetings. Regular meetings of the Board of Directors may be held each month at such time and place as shall be determined by the Board of Directors.

Section 8.3. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board, or by any five (5) Directors.

Section 8.4. Notice of Meetings. The business to be transacted at, and the purpose of, any regular or special meeting of the Board of Directors shall be specified in the notice of the meeting, but no such specification is required in a waiver of notice of such meeting. Notice shall be given at least five (5) business days in advance of the meeting.

Section 8.5. Alternate Forms of Meetings.

(a) Conference Call Meetings. The members of the Board of Directors, or any committee or subcommittee of the Board of Directors, may participate in or hold a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation by this means shall constitute presence by the person at the meeting.

(b) Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all of the Directors and filed by the Secretary with the minutes of the meetings of the Board of Directors.

Section 8.6. Record of Meetings. The Secretary or other person designated by the Board of Directors shall keep a record of the meeting.

Section 8.7. Quorum; Vote Required. A majority of Directors shall constitute a quorum for the transaction of business at a meeting of Directors, and, unless otherwise provided for by law or these Bylaws, the act of the majority of the Directors present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Directors, the Directors present at the meeting may adjourn the meeting without notice other than an announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

ARTICLE IX

Notice

Section 9.1. General. Whenever under the provisions of law or these Bylaws, notice is required to be given to any Director or Officer, such notice must be given in writing, by personal delivery, by commercial delivery or electronic mail addressed to such Director or Officer at his or her address as it appears on the records of the Corporation, with postage or other delivery fees thereon prepaid. Notice shall be deemed to be given at the time it is sent.

Section 9.2. Waiver. Whenever any notice is required to be given by law or by these Bylaws, a waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated in these Bylaws, shall be deemed equivalent to the giving of such notice. Attendance at a meeting either in person, or if applicable, by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he or she attends solely for the purpose of objecting at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

ARTICLE X

Committees

Section 10.1 The Board of Directors may designate such committees as they deem necessary for the efficient conduct of the business of the Corporation, which committees may consist either of members of the Board of Directors or such other persons as are designated in the resolution authorizing the creation of that committee. The Board of Directors may delegate to the Chair the authority to designate or appoint committee members. Such committees may be discontinued when no longer necessary. Each such committee may be chaired by a member of the Board of Directors, or other such persons as approved by the Board, and shall present reports as requested to the Directors.

Section 10.2. Each year a nominating committee consisting of three directors shall be appointed by the Chair one month prior to the annual meeting. The purpose of the Nominating Committee shall be to develop a list of individuals to fill vacancies on the board of directors to be voted on at the annual meeting.

ARTICLE XI

Conflict of Interest

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Corporation, 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 (\$5000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five

thousand dollars (\$5000) in a fiscal year, then a two-thirds 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 the 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.

ARTICLE XII

Contributions and Depositories

Section 12.1. Voluntary Contributions. The Corporation may accept gifts, grants, legacies and contributions from any source including persons, corporations, trusts, charities, and governments and governmental agencies.

Section 12.2. Depositories. The Board of Directors shall determine what depositories shall be used by the Corporation as long as such depositories are located within the State of New Hampshire and are authorized to transact business by the State and are federally insured. 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, agent or agents of the Corporation, and in such manner as shall be from time to time 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 Chair of the Board.

ARTICLE XIII

Dissolution

Section 13.1. The Corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the members of the Board of Directors of the Corporation then in office taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors entitled to vote thereon.

Section 13.2. No Director, employee or person connected with the Corporation shall be entitled to share in the distribution of any of the Corporation assets upon its dissolution. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, or shall be distributed to the federal government, or to a

state or local government, for a public purpose. Any assets not disposed of in the manner described in the preceding sentence shall be disposed of by the Superior Court or Probate Court of the county in which the principle 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. Notwithstanding any other provisions of this Article, no Director of the Corporation shall be personally liable to pay the liabilities of the Corporation

ARTICLE XIV

General

Section 14.1. Fiscal year. The Corporation shall operate on a fiscal year ending June 30. Alteration of the fiscal year shall be done by the Board of Directors and shall not require amendments of these Bylaws.

Section 14.2. Execution of Contracts and Documents. All contracts and evidence of debt may be executed only as directed by the Board of Directors. The Chair of the Board and the Treasurer or other agents authorized by the Board of Directors, shall execute, in the name of the Corporation, all contracts or other instruments so authorized by the Board of Directors.

Section 14.3. Provisions Relative to Directors and Officers. In the absence of bad faith, no contract or transaction by this Corporation shall be void, voidable, or in any way affected by reason of the fact that the contract or transaction is (a) with one or more of its Directors or Officers, (b) with a corporation, organization or other concern in which a Director or Officer of this Corporation is an officer, Director, employee or in any way interested, or (c) one in which a Director or officer of this Corporation is in any way interested. In the absence of bad faith, no Director or officer of this Corporation shall be liable to this Corporation or creditor of this Corporation or to any person for any loss incurred by reason of such contract or transaction or be accountable for any gains or profits realized as a result of such contract or transaction so long as the transaction has been approved in accordance with the provisions of these Bylaws.

ARTICLE XV

Confidentiality

All directors, employees, committee members and other participants agree to hold all information concerning the financial, personal and all other data obtained from or about prospective clients (end users) in total confidence.

Further, they agree not to divulge this information to a third party without the expressed written consent of the client.

ARTICLE XVI

Indemnification

The Corporation may indemnify a person who is or was a Director, officer, employee or agent of the Corporation or who is or was serving in another capacity at the request of the Corporation, to the extent authorized by law, and may purchase and maintain insurance to protect itself and such persons against liability.

ARTICLE XVII

Amendments

These Bylaws may be amended or repealed or new Bylaws adopted by the Directors at any meeting by the affirmative vote of not less than two-thirds of all the Directors of the Corporation, provided notice of the proposed change is given in the notice and not less than one month prior to such meeting.

Adopted as of _____

Secretary