

**2021 AMENDED BYLAWS OF  
MOOSE MOUNTAINS REGIONAL GREENWAYS**

**ARTICLE I - ARTICLES OF AGREEMENT**

1. Articles of Incorporation. The name of the corporation, the object for which it is established, and the nature of business to be transacted, and the location of its principal place of business shall be as set forth in the Articles of Incorporation (“Articles”), as from time to time amended. The powers of the corporation, and its Board of Directors (“Board”) and members, and all matters concerning the conduct and regulation of the business of the corporation shall be subject to such provisions, if any, as are set forth in such Articles; and such Articles are hereby made a part of these Bylaws.

**ARTICLE II - MEMBERSHIP AND STRUCTURE**

- 2.1 Members. Membership in the corporation shall be open to any person or organization interested in the purposes of the corporation, who pay dues as may be required for membership. Members shall be invited to the annual meeting and permitted to attend regular meetings of the corporation. Members may participate in discussions as to the activities of the corporation, and the Chair shall allocate an appropriate period of time at each meeting for comments by members. The officers and Board may close portions of any meeting to members during which there may be discussion, deliberation, or negotiation that the officers and Board deem to be confidential or otherwise sensitive in nature.
- 2.2 Member Communities. The Moose Mountains Area member community is defined as the area comprising the towns of Brookfield, Farmington, Middleton, Milton, New Durham, Ossipee, Tuftonboro, Wakefield, and Wolfeboro in the state of New Hampshire. Membership in the corporation, however, may consist of members outside of the Moose Mountains Area member community.
- 2.3 Removal. The Board may remove a member for any cause deemed to be sufficient by a two-thirds majority vote of the Board then holding office.
- 2.4 Dues. Annual dues of all members shall be determined by the Board.
- 2.5 Annual Meetings. An annual meeting of the members and Board shall be held each year at a time and location determined by the Board. The Chair shall give notice of each such meeting to each member, personally, by email or by mail, at least 10 days prior to the meeting, with as much reasonable advance notice being preferable.
- 2.6 Quorum and Voting. There is no required quorum for members at the annual meeting. Members shall have no voting rights except as specified in Articles 3.3, 3.7 and 11 below.

### ARTICLE III - BOARD OF DIRECTORS

- 3.1 General Powers of the Board of Directors. The Board shall have the control and management of the affairs of the corporation, including, but not limited to, charge of the property and the business of the corporation. The Board shall carry out the purposes of the corporation as set forth in the Articles of Incorporation and these Bylaws.
- 3.2 Number and Composition. The Board of Directors shall consist of up to 17 individuals. One position on the board is reserved for one Director that resides in each town included in the Moose Mountains Area, as herein defined. In addition to the elected members of the Board, the Executive Director of the corporation shall serve as *ex officio* non-voting member of the Board and other committees.
- 3.3 Election and Term. Except for *ex officio* members, the Directors of the corporation shall be elected by the members at the annual meeting to serve a three-year term, unless a Director is completing an unexpired term. The Board shall adopt policies and procedures that establish the qualifications of and the nomination process for Board members. The terms of the Directors shall be staggered so that approximately one-third of the elected Directors' terms expire each year.
- 3.4 Attendance and Participation. Attendance and participation by Directors at Board meetings, and committees, are a priority and are essential to the proper functioning of the corporation. The Chair, or any other officer designated by the Board, shall contact any Director with attendance issues, discuss whether the Director is able to make the commitment necessary to remain on the Board, and advise that said Director is at risk of dismissal. Directors who miss three consecutive meetings without cause, or who miss six meetings in a twelve-month period without cause, are subject to dismissal by a simple majority vote of the full Board.
- 3.5 Removal. Except as provided in Article 3.4, the Board may remove a Director for any cause deemed to be sufficient by a two-thirds majority vote.
- 3.6 Resignation. Any Director may resign at any time by giving written notice to the Chair or Secretary. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to be effective.
- 3.7 Vacancies. Any Board vacancies, whether by resignation, removal or otherwise, shall be filled by the majority vote of the then-serving Board at either a regular or special Board meeting. Each person so elected shall be a Director for the remainder of the term of the Director so replaced. The appointment of any Director not elected at an annual meeting shall be ratified by the members at the next annual meeting.
- 3.8 Compensation. Except for *ex officio* members, Directors and officers shall not receive compensation for their services. They shall, however, be entitled to reimbursement for

reasonable expenses incurred in the fulfillment of their duties as may be established or approved in advance by the Board.

#### **ARTICLE IV - MEETINGS OF THE DIRECTORS**

- 4.1 Regular Meetings. The Board shall hold regular meetings at such time and intervals as it deems necessary to carry out its duties, which shall occur no less than 4 times per year.
- 4.2 Special Meetings. The Chair may call a special meeting of the Board for any purpose he or she deems necessary. Also, the Chair shall call a special meeting when a written request for such a meeting submitted by a majority of Directors.
- 4.3 Notice of Meetings. Notice of the time, place and an agenda or description of the general purpose of each meeting, other than the annual meeting, shall be given to each Director, personally or by mail, telephone or electronically, at least three days prior to the meeting, with as much reasonable advance notice being preferable given the particular circumstances. At any meeting held without proper notice where every member of the Board shall be present, or at which members of the Board not present have waived notice, may transact any business that may have been transacted if all the Directors had received proper notice of the meeting. Such a waiver may be made by a Director before or after said meeting, provided the waiver is in writing (email shall be sufficient) and is delivered to the Secretary for inclusion with the minutes.
- 4.4 Quorum. At any Board meeting, a simple majority of the Directors shall constitute a quorum for the transaction of business, except where otherwise provided by law, the Articles or these Bylaws. If a quorum is not present, a lesser number may adjourn the meeting to some future time.
- 4.5 Voting.
  - A. At all meetings of the Board, each Director present shall have one vote.
  - B. At any meeting of the Board at which a quorum is present, a simple majority of votes cast shall be sufficient to undertake action, unless a greater or different vote is required by law, the Articles, or these Bylaws.
- 4.6 Participation and Alternate Forms of Meetings.
  - A. Conference Call Meetings. Members of the Board, or any committee, may participate in or hold a meeting by means of a telephone conference or similar communication such that all persons participating can hear each other, such as Skype or virtual meetings. 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, or any committee, may be taken without a meeting if written

consents, setting forth the action taken, are signed by all of the Directors and filed by the Secretary with the minutes of the meetings of the Board. For the purpose of this subsection, a Director's affirmative email vote shall constitute their written consent.

- C. Telephone or Email Polls. Members of the Board, or any committee, may also take action via telephone or email poll conducted by the Chair, or any other Director or officer designated by the Chair to conduct such poll. The exact text of the action to be voted on shall be read or sent to the Directors, or committee members, entitled to vote on the matter and each vote shall be recorded.
- D. Emergency Vote. In unusual cases, one or more members of the Board may determine that a matter needs immediate action. In lieu of a special meeting, action may be taken with an affirmative vote by simple majority of the full Board, said vote being delivered by email, facsimile or hand-delivered hardcopy, provided the Chair or Vice Chair uses the following procedure: (1) upon receipt of notice of the item necessitating immediate action, the Chair or Vice Chair, or an individual designated by either, shall notify the Board by email, facsimile or telephone of the issue; and (2) members of the Board shall be given not less than 2 days to vote on the matter. Votes shall be documented by email, facsimile, or hand-delivered in writing to the Chair and Secretary for inclusion with the minutes of the corporation. The Chair, alone or after consultation with the Executive Committee, has the discretion to determine whether a matter is in need of emergency action by vote as specific herein, whether a special meeting shall be called, or if other action is more appropriate.
- E. Ratification. Actions taken by the Board pursuant to Article 4.6 of these Bylaws shall be valid when taken, but shall be reviewed and ratified at a subsequent regular or special meeting of the Board.

## **ARTICLE V - OFFICERS**

- 5.1 Titles and Duties. The officers of the corporation shall be a Chair, Vice Chair, Secretary, Treasurer, and such other officers as Board may from time to time deem appropriate. All elected officers must be Directors of the corporation. These officers shall constitute the Executive Committee. The duties of the officers shall be the duties specified below, those usually pertaining to such offices, the duties specified in the Executive Committee Charter, and the duties prescribed from time to time by the Board.
- 5.2 Election. The Directors shall elect all officers for a one-year term at the annual meeting.
- 5.3 Chair. Subject to the control of the Board, the Chair shall have general supervision, direction and control of business and affairs of the corporation. The Chair, or his/her designee, shall preside at all meetings of the members and Board and shall have other powers and duties as may be prescribed from time to time by the Board. At the conclusion of their final term, the past-Chair shall be extended *ex officio* status for one year as a voting member of the Executive Committee.

- 5.4 Vice Chair. In the absence or disability of the Chair, the Vice Chair shall perform all duties of the Chair and, in so acting, shall have all powers of the Chair. At the expiration of the Chair's final term, the Vice Chair shall become the Chair.
- 5.5 Secretary. The Secretary shall keep a full record of the proceedings of the corporation, make service of such notices as may be necessary or proper, take minutes of all meetings, supervise the keeping of the corporate records and discharge such other duties of the office as are prescribed by the Board.
- 5.6 Treasurer. The Treasurer shall receive, deposit, keep and disburse all corporate funds, as directed and designated by the Board, shall keep complete and accurate records of all corporate receipts and disbursements, and shall prepare all required financial data. The Treasurer shall annually prepare and present a budget to the Board before the end of the current fiscal year. The budget shall be approved by a majority vote at a quorum meeting in accordance with Article 4.5. The Treasurer shall deliver a report of corporate transactions and the corporation's financial condition at each meeting of the Board. The Treasurer shall serve on the Investment Committee and such other committees as designated by charter. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.
- 5.7 Vacancies. An officer vacancy shall be filled by appointment by majority vote the Board without undue delay. The term of such appointment(s) shall be until the following annual meeting.

## **ARTICLE VI - COMMITTEES**

- 6.1 Committees. The Board shall have the authority to establish committees as it deems necessary for the efficient conduct of the business. Committees may consist of members of the Board or such other persons as are designated in the charter authorizing the creation of that committee. Each committee's charter shall be approved by the Board and include, at a minimum: the size and composition of membership; its responsibilities; its authority; and reporting requirements. Each such committee shall be chaired by a member of the Board, or such other person(s) as approved by the Board, and shall present reports as required by the charter or requested by the Board. Such committees may be discontinued when no longer necessary.
- 6.2 Standing Investment Committee. A standing Investment Committee, which shall include the Treasurer, will meet at least quarterly to review the corporation's investment portfolio. The Investment Committee will elect a committee chair who shall work directly with the Corporation's broker to oversee the investment portfolio and develop financial investment strategies subject to the Boards' approval. The Investment Committee, through the Treasurer's regular report, will report to the Board at each meeting of the Board.

## **ARTICLE VII - CONFLICT OF INTEREST**

7. Conflict of Interest. The Board shall adopt and annually comply with a conflict of interest policy that complies with New Hampshire law. All members of the Board will be advised of this policy upon entering the duties of his or her office and shall sign a statement acknowledging their understanding and agreement with this policy.

## **ARTICLE VIII - BUDGET**

8. Budget. The budget shall be approved by a majority vote at a quorum meeting in accordance with Article 4.5.

## **ARTICLE IX - INDEMNIFICATION**

9. Indemnification. The Corporation shall indemnify and hold harmless any person who serves or has served as a Director, officer, employee or agent of the Corporation against all costs and expenses, such expenses including reasonable attorney's fees and costs, reasonably incurred by or imposed upon such person in connection with or arising out of any action, claim, demand, suit, proceeding or judgment in which said person may be involved or to which said person may be made party by reason of said person being by a Director, officer, employee or agent of the Corporation, except in relation to matters as to which said person shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of their duties. Such right of indemnification shall not be deemed exclusive of any other right to which the said person may be entitled as a matter of law.

## **ARTICLE X - GENERAL**

- 10.1 Fiscal Year. The fiscal year of the corporation shall be from January 1 to December 31, unless the Board determines otherwise.
- 10.2 Execution of Agreements, Contracts and other Documents. The officer or officers so authorized by policy or resolution of the Board shall execute all agreements, contracts, statements, mortgages, notes, deeds, checks, leases and other written documents of the corporation.
- 10.3 Records. Any member has the right, at any reasonable time, to inspect and copy, at their sole expense, the records of the corporation.

## **ARTICLE XI - AMENDMENTS**

11. Amendments. The Board may alter, amend or repeal the Bylaws, in whole or in part, at any annual, regular, or special meeting called for that purpose by a two-thirds majority vote of the full Board, so long as notice of the proposed amendment is provided at least 14 days prior to the meeting. No such amendment shall be contrary to applicable law or the Articles. The members at the next annual meeting shall have the opportunity to repeal, in whole or

in part, the amendments by a two-thirds majority vote of member present, or of the total voting members if conducted virtually or electronically. The text of the amendment adopted by the Board shall be available at MMRG's principal office and available to the members at the annual meeting.

I, Ian Whitmore, duly elected Secretary of the Moose Mountains Regional Greenways, do hereby certify that, at the \_\_\_\_\_, 2021 meeting of the Moose Mountains Regional Greenways Board of Directors, the Bylaws were amended by a two-thirds majority vote of all Directors.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2021.

Moose Mountains Regional Greenways

By: \_\_\_\_\_  
Ian Whitmore, Secretary