NEW HAMPSHIRE MUNICIPAL ASSOCIATION, INC. BYLAWS

ARTICLE I

Name and Statement of Purpose

SECTION 1. Name. The name of this organization shall be "The New Hampshire Municipal Association, Inc." (hereinafter referred to as the "Association").

SECTION 2. Purposes. The purposes of the Association are to (a) strengthen municipal government through provision of information, policy development, and cooperation with the State of New Hampshire, the Legislature, and other agencies; (b) provide technical assistance, information, advice, and other services to New Hampshire municipal officials to enable them to serve their municipalities more effectively; (c) improve the education and training of locally appointed and elected officials and employees; (d) take advantage of any savings and improved administration that can be achieved through the joint purchase of goods and services or pooled operation of services for members; and (e) contribute to the understanding of municipal issues through information exchange on municipal governments.

SECTION 3. Prohibited Activities. No part of the net earnings of the Association shall ever inure to the benefit of any individual. The Association shall not take any action that will adversely affect its status as an organization exempt from federal income taxation under section 501(c)(4) of the Internal Revenue Code.

SECTION 4. Acceptance of Grants; Property. The Association may apply for and accept and use grants and any other assistance, financial or otherwise, from any unit of government, local, state or federal, or other public or private services; enter into and carry out contracts or agreements in connection with such assistance; and include in any contract for assistance such conditions required pursuant to law as the Board of Directors may deem reasonable and appropriate. The Association may purchase, lease, hold, sell, or otherwise devise any real and personal property, alone or jointly with others, as may be deemed necessary to the conduct or accomplishment of its purposes by the Board.

ARTICLE II

Membership

SECTION 1. Membership. There shall be two types of members, as follows:

(a) Municipal. Any New Hampshire town or city (hereinafter referred to as municipality) shall be eligible for municipal membership in the Association. Membership shall include all municipalities whose current dues are paid, or who are not deemed to be in arrears by the Board of Directors. Only municipal members shall have the right to vote on Association matters, except as may otherwise be provided in these by-laws.

(b) Associate. Associate membership shall be open to any utility district, county, village district, regional planning commission, or public agency serving municipalities subject to approval of the Board of Directors and payment of such dues as the Board may establish. Associate members shall not have the right to vote on Association matters, but shall receive such services as may be determined by the Board.

SECTION 2. Manner of Becoming a Member. Any municipality shall become a member upon payment of the Association dues for the current calendar year as set by the Board of Directors. Any other member shall become a member upon payment of dues for the current calendar year as set by the Board of Directors and upon meeting the criteria for their membership class.

SECTION 3. Termination of Membership. Any member may withdraw from the Association, after payment of its dues in full, by notifying the Executive Director of the Association in writing. There shall be no pro-rated return of dues, fees or assessments. Membership may be terminated on nonpayment of dues or failure to qualify for membership classification.

ARTICLE III

Privileges of Membership

SECTION 1. Vote. Each member municipality shall be entitled to one vote on the election of directors and all other matters submitted to a vote. At any meeting of the Association the ranking officer of any member municipality who is present shall cast the vote of the municipality as instructed by a majority vote of the governing body of his or her membership, or in the absence of instruction, at his or her discretion. No other class of membership shall have a vote in Association matters, except that any person appointed by the Board of Directors or Chair to study committees, task forces, or oversight committees representing their membership class on specified matters shall have one vote in matters before their committee or task force.

SECTION 2. Services. Each member municipality shall be entitled to receive all the services offered by the Association, and associate members shall be entitled to receive such services as are approved by the Board.

SECTION 3. Membership Dues. The dues of each member shall be established by the Board of Directors prior to the start of each fiscal year.

SECTION 4. Fees and Assessments.

(a) The Board of Directors may establish fees for certain specialized and direct services of an individual nature rendered by the Association to any member on a fee-for-service basis.

(b) The Board of Directors may levy such assessments for special projects or activities not of a continuing nature which are approved by a vote of the membership at any annual or special meeting. Such assessments shall be supplemental to annual dues when billed and shall be considered payable as dues in the year in which billed.

SECTION 5. Dissolution and Distribution of Assets. In the event of dissolution of the Association, and after all legal debts and liabilities have been finally discharged, all remaining assets shall be liquidated and the proceeds shall be distributed to municipal members in the same proportion as the dues which they paid during the last full year of operation of the Association.

ARTICLE IV

Membership Meetings

SECTION 1. Annual Meeting of the Association. There shall be an annual meeting of the municipal members at a time and place established by the Board of Directors. Written notice thereof shall be sent to the principal executive officers of each member municipality by the Executive Director at least 15 days prior to the meeting. Any business may be transacted at such meeting without specific reference thereto in the notice.

SECTION 2. Regular Meetings of the Association. The Association may vote to establish regular meetings which shall be held periodically or on stated days over a given period. Once established and notice thereof given the members, no further notice thereof need be given the members. Any business may be transacted at such meetings without specific reference thereof in the said notice.

SECTION 3. Special Meetings. Special meetings of the Association shall be called by the Executive Director upon request of the Chair, a majority of the Board of Directors, or 25 municipal members. Written notice thereof stating the purpose therefor shall be sent to the principal executive officer of each member municipality at least 10 days prior to the said meeting and only such business stated in the notice and matters reasonably incident thereto shall be transacted at the said meeting.

SECTION 4. Quorum. At any meeting of the members of the Association, 10 percent of the municipal members present shall constitute a quorum.

SECTION 5. Vote Necessary to Take Action. At any meeting of the Association, a plurality vote of those present and voting shall be necessary to elect any director, and a majority vote of those present and voting shall decide any other matter, except as otherwise provided in these Bylaws.

SECTION 6. Meetings Subject to Right-to-Know Law. All meetings of the Association shall comply with New Hampshire's Right-to-Know Law, RSA 91-A.

ARTICLE V

Board of Directors

SECTION 1. Powers and Duties. The business and affairs of the association shall be managed by a Board of Directors, which shall have and may exercise all the powers of the Association, except as otherwise provided by law, by the Articles of Agreement, or by these bylaws.

SECTION 2. Number of Directors and Manner of Selection. The Board of Directors shall consist of at least 19 and not more than 25 members. The number of directors shall be established by the municipal members each year at the Association's annual meeting. Directors shall be elected by the municipal members each year at the Association's annual meeting. The Executive Committee shall serve as the nominating committee and shall report its nominees at the annual meeting. Directors may be elected from the slate of nominees, or upon nomination by any municipal member at the annual meeting. The person receiving a plurality of votes for each seat on the board shall be declared elected.

SECTION 3. Qualification. Any elected or appointed official of a municipal member of the Association shall be eligible to serve on the board of directors. In electing members of the Board, due consideration shall be given to a mix of representation by population and region of the state, and a mix of elected and appointed officials. An effort will be made at all times to have at least four directors from municipalities with populations in excess of 15,000 and at least four directors from municipalities with populations of less than 3,000. No consideration whatsoever shall be given to political affiliation.

SECTION 4. Term.

(a) Term of Office. Each director shall be elected for a term of three years, with such terms to be staggered so that approximately one-third of the directors are elected each year. Each director's term shall begin immediately upon his or her election, unless otherwise provided, and shall end (a) at the annual meeting occurring at the end of his or her term; or (b) when the director ceases to be an elected or appointed official of a municipal member of the Association; or (c) at the Board meeting at which the director's seat is declared vacant for any reason pursuant to these bylaws; (d) immediately upon the death or resignation of the director; or (e) as described in Section 4(b).

(b) Change in Municipal Office. A director's term shall not end when he or she ceases to hold the municipal office held when first elected to the board if the director continues to hold, or is immediately elected or appointed to, another office with the same or another member municipality. If a director assumes a new municipal office in a different member municipality, the director shall be permitted to serve out the remainder of his or her current term, unless it would result in more than one director from the same municipality serving on the board.

SECTION 5. Resignation. A director may resign at any time by delivering written notice of resignation to the Chair or to the Executive Director. The resignation shall be effective upon receipt of the written notice, unless specified to be effective at a later date, and acceptance of the resignation shall not be necessary to make it effective unless the notice so states.

SECTION 6. Removal. A director may be removed for cause at any meeting of the Board at which a quorum (excluding the subject director) is present, provided that the notice of the meeting expressly states that one of the purposes of the meeting is removal of a director. For purposes of this section, cause for removal shall include but not be limited to absence from three consecutive meetings without being excused for good cause.

SECTION 7. Regular and Special Meetings. Regular meetings of the Board may be held at such times as the Board may determine. Once a schedule of regular meetings is established and provided to the Board, no further notice of any meeting held pursuant to the schedule is required to be given to Board members. Special meetings may be called at any time by the Chair or upon request of any four members of the board addressed to the Chair or the Executive Director. The Chair or the Executive Director shall give notice of any special meeting to all members of the board in person, by telephone, or by electronic mail at least 24 hours in advance of the meeting. Public notice of all meetings shall be given in accordance with New Hampshire's Right-to-Know Law, RSA 91-A, and all meetings shall be conducted in accordance with the Right-to-Know Law.

SECTION 8. Quorum. At any meeting of the Board, a majority of the directors then in office shall constitute a quorum for the conduct of business. When a quorum is present at a meeting, a majority of the votes cast by directors shall decide any question, unless otherwise provided by law, by the Articles of Agreement, or by these bylaws.

SECTION 9. Vacancies. When a vacancy on the Board occurs other than by expiration of a member's term, the remaining directors may, by a majority vote of those present and voting at any meeting, elect a successor to serve for the balance of the term.

SECTION 10. Compensation; Expenses. No director shall receive any compensation from the Association for serving on the Board. Directors may be reimbursed for reasonable expenses associated with carrying out their duties as members of the Board, including but not limited to reasonable travel expenses.

ARTICLE VI

Officers

SECTION 1. Officers of the Board. The officers of the Board shall include a Chair of the Board, a Vice Chair of the Board, a Treasurer, a Secretary, and such other officers, if any, as the Board may determine. Officers of the Board shall be elected by the Board for two-year terms, with each term beginning at the conclusion of the annual meeting of the municipal members and ending at the conclusion of the annual meeting two years subsequent. No person other than the Treasurer may serve more than two consecutive terms in the same office, except that if an officer is elected to serve an unexpired term of his or her predecessor, he or she may serve two full terms following completion of the unexpired term. Notwithstanding this limitation, a Chair may serve for exactly one (1) additional consecutive term if the Board approves the extension by a 2/3 supermajority vote. Under no circumstances shall a Chair serve more than a maximum of two (2) consecutive terms under this provision. Each officer shall hold office until his or her successor is elected and qualified, or until the officer resigns, dies, or is removed from office. If a vacancy occurs in any office, the Board may elect a successor to serve the unexpired term.

(a) Chair. The Chair shall preside at all meetings of the Board, except as the Board may otherwise determine, and shall have such other powers and duties as may be determined by the Board.

(b) Vice Chair. The Vice Chair shall have such duties and powers as designated by the Board or the Chair. In the event of the Chair's absence or disability, the Vice Chair shall preside at meetings of the Board and perform the other powers and duties of the Chair.

(c) Treasurer. The Treasurer shall review the Association's financial affairs. The Treasurer shall make at least quarterly reports to the Board, one of which shall be an annual report that includes an accounting of the revenues and expenses of the Association for the fiscal year.

(d) Secretary. The Secretary shall ensure that records of all proceedings of the Board are maintained at the principal office of the Association, which records shall be open at all reasonable times to the inspection of any director.

(e) Removal. An officer of the Board may be removed from office with or without cause by the affirmative vote of a majority vote of the directors in office at the time of the vote.

(f) Resignation. An officer of the Board may resign by delivering written notice of resignation to the Chair or to the Executive Director. The resignation shall be effective upon receipt of the written notice, unless specified to be effective at a later date, and acceptance of the resignation shall not be necessary to make it effective unless the notice so states.

SECTION 2. Executive Director. The Board shall appoint an Executive Director and such other officers and agents, if any, as it may deem appropriate. The Executive Director shall serve as the chief executive officer of the Association, shall have general supervision of the day-to-day business and affairs of the Association, and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall also perform such other duties and may exercise such other powers as may be assigned by the Board or by these Bylaws. The Executive Director, after consultation with the Chair, shall be responsible for appointing representatives of the Association to serve on statutory commissions, study commissions, and other boards and commissions created by the state legislature.

ARTICLE VII

Committees

SECTION 1. Establishment. The Board may, by resolution adopted at any meeting, create any standing, special, or ad hoc committee. A majority of the members of any committee shall constitute a quorum. Unless the Board otherwise designates, committees shall conduct their affairs in the same manner as provided in these Bylaws for the Board.

SECTION 2. Appointment. Except as otherwise provided in these Bylaws, the Chair shall appoint the members and chairs of each committee, subject to approval or modification by the Board. Appointments to standing committees shall be for one-year terms, with each term beginning at the conclusion of the annual meeting of the municipal members and ending at the conclusion of the following year's annual meeting.

SECTION 3. Executive Committee. There shall be an Executive Committee consisting of the Chair, the Vice Chair, the Treasurer, the Secretary, and the immediate past Chair. If the immediate past Chair is no longer a member of the Board or declines to serve on the Executive Committee, another director shall be appointed to serve on the committee. The Chair, Vice Chair, Treasurer, and Secretary shall serve on the Executive Committee during their terms in office.

Other members shall be appointed for one-year terms, and may serve consecutive terms. The Executive Committee shall have authority to exercise all powers of the Board between meetings of the Board, but shall exercise such authority only when action is required before the next scheduled Board meeting. All actions taken by the Executive Committee shall be reported to the Board at the next meeting of the Board. Further, the Executive Committee shall have no authority to take any of the following actions:

(a) Elect or remove any director or officer, including the filling of a vacancy;

(b) Amend or repeal these Bylaws or adopt new Bylaws;

(c) Terminate, hire, or, take any other action with respect to the employment status of the Executive Director;

(d) Adopt any amendment to the Association's Articles ofAgreement; or

(e) Approve any merger, reorganization, liquidation, dissolution, or disposition of substantially all of the Association's assets.

SECTION 4. Other Committees. Other committees may be established and abolished as necessary and given such authority as the Board determines appropriate, subject to the provisions of this article, and except that the authority of the Board itself shall not be delegated to any committee other than the Executive Committee. It is understood that all committees, including the Executive Committee, are subject to New Hampshire's Right-to-Know Law, RSA 91-A. Minutes of all committee meetings shall be submitted to the Board regularly for its review.

ARTICLE VIII

Legislative Policy

SECTION 1. Adoption of Policies. Legislative principles and policies to be supported by the Association shall be adopted by the municipal members pursuant to procedures approved by the Board, subject to the provisions of these Bylaws, and subject to the authority of the Board as provided in section 4 of this article.

SECTION 2. Legislative Policy Conference. A legislative policy conference shall be held no less often than biennially for the adoption of legislative principles and policies. The conference may be held in conjunction with the annual meeting of the Association or at any other time established by the Board. At the conference, every municipal member shall be entitled to one vote on all questions presented. The adoption of any legislative principle or policy shall require the affirmative vote of at least two-thirds of those municipal members present and voting on the question. Rules of procedure, not inconsistent with this section, for the conference may be adopted by the Board or by the Chair.

SECTION 3. Adoption at Special Meeting. Legislative principles or policies may be adopted at any special meeting of the municipal members held in accordance with Article IV, Section 3 of these Bylaws. The rules and procedures applicable to the legislative policy conference shall apply with respect to the adoption of principles or policies at any such meeting.

SECTION 4. Adoption by Board. Between legislative policy conferences, the Board may adopt legislative policies as necessary to address issues not addressed by the Association's existing legislative policies, to determine a clear policy on specific legislation where existing policies or principles are subject to interpretation, or to resolve apparent conflicts between existing policies. The adoption of a legislative policy may be approved at any regular or special meeting of the Board, and shall require the affirmative vote of a majority of the directors present and voting on the question

ARTICLE IX

Indemnification of Officers and Directors

SECTION 1. Permissive Indemnification. The Association may indemnify any person who was or is a party to any pending or completed proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director, officer, or employee of the Association, against expenses (including attorney fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with the proceeding, but only if the person acted in good faith and in a manner he or she reasonably believed to be in the best interests, or not opposed to the best interests, of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Subject to the foregoing, the Association may indemnify any such person to the fullest extent permitted by law. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that the person (a) did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the Association, or (b) with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. Mandatory Indemnification. To the extent that a director, officer, or employee has been wholly successful on the merits in defense of any proceeding referred to in section 1, he or she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred in connection with the defense of the proceeding to the fullest extent permitted by law.

ARTICLE X

Amendments

These bylaws may be amended by the affirmative vote of a majority of the directors in office at the time of the vote. Written notice of any proposed amendment shall be sent by the Executive Director to each director at least 15 days before the meeting.

Adopted: August 22, 2013, effective September 1, 2013
Amendments:
October 18, 2019
March 17, 2023
October 15, 2023 (Art. V, Sec. 2)
December 15, 2023 (Art. V, Sec. 4(a) and (b); subsection 4(b) shall apply to board members elected after December 15, 2023)
October 17, 2025 (Art. V, Sec. 2; Art. VII, Sec. 3)
October 16, 2026 (Art. VI, Sec. 1)