

**BYLAWS
OF
NEW HAMPSHIRE HEALTH OFFICERS ASSOCIATION**

**Adopted October 16, 1982
Amended October 25, 1984
Amended October 25, 1989
Revised January 20, 2009
Amended July 28, 2010**

ARTICLE I.

NAME AND OFFICES

SECTION 1. Name. The name of the corporation shall be New Hampshire Health Officers Association.

SECTION 2. Principal Office. The principal office of the corporation shall be located in the State of New Hampshire, or at any location outside of New Hampshire, as the Board of Directors may determine.

SECTION 3. Other Offices. The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE II.

PURPOSES

SECTION 1. I.R.C. Section 501(c)(3) Purposes. This corporation is organized exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding section of any future federal tax code) (hereinafter the "Code").

SECTION 2. New Hampshire RSA 292:1 Purposes. This corporation is organized for all lawful purposes consistent with RSA 292:1 as amended and in effect from time to time.

SECTION 3. Specific Objectives and Purposes. The specific objectives and purposes of this corporation are for all lawful purposes consistent with RSA 292:1 as amended and in effect from time to time, including without limitation, 1) to provide professional education, training, and information in the areas of public and environmental health to its members and other professional health workers as well as public and environmental health information to the

general public; 2) to provide a forum for the exchange of experience and knowledge in the area of public and environmental health; 3) to promote skill, efficiency, and professional competence among local health officers; 4) to review and study current and future legislation affecting public and environmental health; 5) to take appropriate actions to protect and promote the interests of cities and towns; 6) to represent local health officials at the state level; and 7) to disseminate appropriate public health information to local communities.

Nothing in the foregoing shall restrict the corporation from engaging in any other activities consistent with N.H. RSA 292 and these Bylaws, as may be determined from time to time by the corporation's directors.

ARTICLE III.

MEMBERSHIP

SECTION 1. General. Membership in this organization shall be open to all health officers and deputy health officers, other public health officials of the cities and towns of the State of New Hampshire, and as well as any other interested parties of environmental and public health. Votes may be cast only by member health officers and deputy health officers; only one vote may be cast for each city and town. Any applicant whom the majority of the Board of Directors feels does not qualify for membership will be denied membership. The Board of Directors may require the payment of dues as a condition of membership and may establish the amount of such dues. In the case of a member who, in the opinion of a unanimous vote by the Board of Directors, no longer subscribes to the goals of the New Hampshire Health Officers Association, the Board of Directors may, by unanimous action, revoke the membership of such member.

SECTION 2. Dues. Dues shall be reviewed and established annually by the Board of Directors; to be presented to the Association at the spring conference for the upcoming year. **The annual Health Officer Association dues shall be paid by the local municipality, per RSA 129:1.(Deleted 7/28/2010)**

ARTICLE IV.

BOARD OF DIRECTORS

1. SECTION 1. Board of Directors. The affairs of the corporation shall be managed by a Board of Directors which shall have the powers and duties of a Board of Directors under New Hampshire law. The Board shall consist of that number of directors as may be fixed by the Board from time to time, but in no case fewer than five (5). In order to be eligible to serve as a director, an individual must be a

health officer or deputy health officer duly appointed by a town or municipality,
and an association member in good standing (addition 7/28/2010)

SECTION 2. Term and Election. The directors shall be elected by the membership. Nomination of directors may be made by the Board of Directors and the general membership at the fall/annual meeting. Each municipality member shall have one vote to cast for one nominee for each seat on the Board being filled. The term of office for each director shall be for three years, or until his or her successor is elected and qualified, whichever happens last, unless the Board otherwise provides.

SECTION 3. Removal. Any director may be removed by the Board at any time with or without cause.

SECTION 4. Vacancies. A vacancy on the Board of Directors because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

SECTION 5. Annual Meeting of the Association. The annual meeting of the corporation shall be held between September 1 and November 30, at such time and place as the Board of Directors may determine. Written notice of the annual meeting stating the time and place shall be mailed at least seven (7) days before the meeting to each director at his or her address as it appears on the records of the corporation. At the annual meeting, the Association shall elect the directors and shall transact such other business as the Board deems appropriate. If, for any reason, the annual meeting is not held, as above provided, a special meeting may be held in lieu of and for the purposes of the annual meeting. The directors shall elect the officers within 30 days of the elections held at the annual meeting. The terms of the officers begin in January.

SECTION 6. Special Meetings. A special meeting of the Board shall be held whenever called by the President or by request in writing by not less than a majority of directors in office. Any and all business may be transacted at a special meeting. Each call for a special meeting shall be in writing and signed by the person or persons making the call, addressed and delivered to the Secretary, and shall state the time and place of such meeting.

SECTION 7. Notice of Special Meeting. Notice of the time and place of each special meeting of the Board of Directors shall be communicated to each director at his or her last known address at least three days prior to the time of such meeting.

SECTION 8. Waiver. Any director may waive notice of any annual or special meeting either before or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Board need be specified in the waiver or notice of such meeting.

SECTION 9. Quorum. A majority of the voting members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a quorum is present at such meeting, those present may adjourn the meeting from time to time without further notice.

SECTION 10. Manner of Acting. Unless otherwise specifically provided in these bylaws, the act of the majority of the directors present in the meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 11. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

SECTION 12. Presence through Communication Equipment. Unless otherwise provided by law or the Articles of Agreement, a director may participate in a meeting of the board of directors by means of a conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation under such conditions shall constitute presence in person at the meeting.

ARTICLE V.

POWERS AND DUTIES OF DIRECTORS

SECTION 1. Generally. The Board shall manage the business and affairs of the corporation and shall have the powers and duties of a Board of Directors under New Hampshire law. The Board may from time to time, to the extent permitted by law, delegate any of its powers and duties to committees, officers, attorneys or agents of the corporation, subject to such limitations as the Board may impose.

SECTION 2. Powers. Without limiting the general powers of the directors as set forth in Section 1 above, the Board shall have the power:

(a) to conduct, manage, and control the affairs and business of the corporation and to make rules and regulations for the guidance of the officers and the management of the affairs of the corporation;

(b) to elect or appoint and to remove at pleasure all officers, agents and employees of the corporation, prescribe their duties, fix their compensation, and require from them, if advisable, security for faithful services;

(c) to select or authorize the selection of one or more banks to act as depository of the funds of the corporation and to determine the manner of

receiving, depositing, and distributing the funds of the corporation and the form of checks and the person or persons by whom same shall be signed, with the power to change such banks, person, or persons signing such checks and the form thereof at will;

(d) to incur such indebtedness, to pledge such property of the corporation as collateral and to act as guarantor or surety for others as shall be deemed necessary or appropriate to further the purposes of the corporation; and

(e) to invest the funds of the corporation in such manner deemed necessary or appropriate to further the purposes of the corporation.

(f) to establish policies in connection with the Corporation for all purposes related to administration of the Corporation, including but not limited to eligibility and conditions to disbursement of funds.

SECTION 3. Duties. Without limiting the general duties of the directors as set forth in Section 1 above, the Board shall have the duty:

(a) to keep a complete record of all its acts and of the proceedings of its meetings and to present a statement at the annual meeting showing the condition of the affairs of the corporation;

(b) to supervise all officers, agents and employees, and to see that their duties are properly performed and that all officers and employees who handle funds are adequately bonded, if the Board deems it appropriate;

(c) to cause to be installed or maintained, or both, a system of bookkeeping that shows the receipts, disbursements and operations of the corporation; and

(d) to authorize the execution by the corporation of all contracts between it and its directors or others.

ARTICLE VI.

OFFICERS

SECTION 1. Officers. The directors shall elect a president and such vice presidents as they deem appropriate (if any), a treasurer, and a secretary, any one of which may at the time of holding any such position, hold and exercise the functions of either one or more of such positions if otherwise qualified for the same. The directors may also at said meeting elect other officers. Each officer shall hold office for three years or until his or her successor has been duly elected

and qualified, or until he or she resigns or is removed in the manner hereinafter provided. An officer need not, but may, also be a director. In order to be eligible to serve as an officer, an individual must be a health officer or deputy health officer duly appointed by a town or municipality.

SECTION 2. Removal. Any officer or agent may be removed by the Board with or without cause.

SECTION 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

SECTION 4. The President. The president shall be the principal executive officer of the corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the corporation. The president may sign, with the treasurer, secretary or any other proper officer of the corporation thereunto authorized by the Board, deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board.

SECTION 5. The Secretary. The secretary shall: (a) keep the minutes of the proceedings of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) keep a register of the address of each director which shall be furnished to the secretary by such director; (d) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; (e) plan and coordinate the New Hampshire Health Officer Association Conferences, subject to approval by the Board; and (f) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board.

SECTION 6. The Treasurer. The treasurer or designee as approved by the Board shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and (c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board. If required by the Board, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

ARTICLE VII.

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board may authorize any officer or officers, or agent or agents, 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 confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other 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 from time to time be determined by resolution of the Board.

SECTION 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE VIII.

INDEMNIFICATION

SECTION 1. Definitions. For purposes of this Article only, the following terms shall have the meanings set forth below.

- (a) "Expenses" include counsel fees.
- (b) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses actually incurred with respect to a proceeding.
- (c) "Official" means an individual who is or was a director or officer of the corporation or an individual who, while a director or officer of the corporation is or was serving at the corporation's request as director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. An official is considered to be serving an employee benefit plan at the corporation's request if the official's duties to the corporation also impose duties on, or otherwise involve services by, the official to the plan or to participants in or beneficiaries of the plan. Official includes, unless the context requires otherwise, the estate or personal representative of an official.

(d) "Official Capacity" means: (i) when used with respect to a director, the office of director in the corporation; and (ii) when used with respect to an officer, the office in the corporation held by the officer. "Official capacity" does not include service for any other foreign or domestic business or nonprofit corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise.

(e) "Party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(f) "Proceeding" means any threatened, pending, or completed action, suit or proceeding whether civil, criminal, administrative, or investigative and whether formal or informal.

SECTION 2. Authority to Indemnify.

(a) Except as provided in subsection (d), the corporation may indemnify an individual made a party to a proceeding because the individual is or was an official against liability incurred in the proceeding if the individual:

(1) conducted himself or herself in good faith; and

(2) reasonably believed:

(i) in the case of conduct in his or her official capacity with the corporation, that his or her conduct was in its best interests; and

(ii) (ii) in all other cases that his or her conduct was at least not opposed to its best interests; and

(3) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

(b) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the official did not meet the standard of conduct described in this Section.

(c) The corporation may not indemnify an official under this section:

- (1) in connection with a proceeding by or in the right of the corporation in which the official was adjudged liable to the corporation; or
- (2) in connection with any other proceeding charging improper personal benefit to the official, whether or not involving action in his or her official capacity, in which the official was adjudged liable on the basis that personal benefit was improperly received by the official.

(d) Indemnification permitted under this section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

SECTION 3. Mandatory Indemnification. The corporation shall indemnify an official who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the official was a party because he or she is or was an official of the corporation against reasonable expenses actually incurred by the official in connection with the proceeding.

SECTION 4. Advance for Expenses.

(a) The corporation may pay for or reimburse the reasonable expenses incurred by an official who is a party to a proceeding in advance of final disposition of the proceeding if:

(1) the official furnishes the corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct described in Section 2;

(2) the official furnishes the corporation a written undertaking, executed personally or on the official's behalf, to repay the advance if it is ultimately determined that the official did not meet the standard of conduct; and

(3) a determination by the Board is made that the facts then known to the Board making the determination would not preclude indemnification under this Article.

(b) The undertaking required by clause (a)(2) must be an unlimited general obligation of the official but need not be secured and may be accepted without reference to financial ability to make repayment.

(c) Determinations and authorizations of payments under this Section shall be made in the manner specified in Section 7.

SECTION 5. Court-Ordered Indemnification. An official of the corporation who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice the court considers necessary may order indemnification in the amount it considers proper if it determines:

(a) the officials are entitled to mandatory indemnification under Section 3, in which case the court shall also order the corporation to pay the official's reasonable expenses incurred to obtain court-ordered indemnification; or

(b) the official is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the official met the standard or conduct set forth in Section 2(a) or was adjudged liable as described in Section 2(d) but if the official was adjudged so liable indemnification is limited to reasonable expenses incurred.

SECTION 6. Indemnification of Employees and Agents. The corporation may, in its discretion, indemnify and advance expenses under this Article to an employee or agent of the corporation who is not an official, as that term is defined in these bylaws, to the same extent as to an official. The corporation may also indemnify and advance expenses to an employee or agent who is not an official to the extent, consistent with public policy, that may be provided by its articles of incorporation, bylaws, general or specific action of its Board of Directors, or contract.

SECTION 7. Determination and Authorization of Indemnification.

(a) The corporation may not indemnify an official under Section 2 unless authorized in the specific case after a determination has been made that indemnification of the official is permissible in the circumstances because the official has met the standard of conduct set forth in Section 2.

(b) The determination shall be made:

(1) by the Board by majority vote of a quorum consisting of directors not at the time parties to the proceeding;

(2) if a quorum cannot be obtained under subdivision (1), by majority vote of a committee duly designated by the Board (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; or

(3) by special legal counsel:

(i) selected by the Board or its committee in the manner prescribed in subdivision (1) or (2); or

(ii) if a quorum of the Board cannot be obtained under subdivision (1) and a committee cannot be designated under subdivision (2), selected by majority vote of the full Board (in which selection directors who are parties may participate).

(c) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (b)(3) to select counsel.

SECTION 8. Insurance. The corporation may purchase and maintain insurance on behalf of an individual who is or was an official or an employee, or agent of the corporation, or who, while an official or an employee or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee or agent, whether or not the corporation would have power to indemnify the person against the same liability under these bylaws.

SECTION 9. Application to General Rights. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any official, agent or employee may be entitled.

ARTICLE IX.

FISCAL YEAR

The fiscal year of the corporation shall be January 1 to December 31.

ARTICLE X.

RULES AND ORDER AND PROCEDURE

The Board may adopt such rules or order and procedure as it deems appropriate for the conduct of business at meetings.

ARTICLE XI.

AMENDMENT TO BYLAWS

These Bylaws may be amended or new ones adopted by action of a majority of the Board of Directors.

ARTICLE XII.

LIQUIDATION

The corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. On dissolution of the corporation, any funds remaining shall be distributed to one or more organizations exempt from federal income tax under Code sections 501(a) and 501(c).

ARTICLE XIII.

NON-PROFIT CORPORATION

This corporation is a non-profit corporation. While it may hire and pay employees and contract goods and services in the pursuit of its objectives, no part of its receipts shall be distributed. This corporation shall conduct its affairs so as to qualify as a public charity, that is, an organization which is "other than a private foundation" within the meaning of Code sections 509(a)(1), (2), or (3).

ARTICLE XIV.

EXEMPT ACTIVITIES

Notwithstanding any other provision of these bylaws, no director, officer, employee or representative of this corporation shall take any action to carry on any activities by or on behalf of the corporation which is not permitted by Code section 501(c)(3) or the regulations thereunder. No such action may be taken as may violate Code section 170(c)(2) or the regulations thereunder.

ARTICLE XV.

ANTIDISCRIMINATION CLAUSE

No otherwise qualified individual shall be excluded from participation in, or denied the benefits of, or subjected to discrimination under any programs or activities of this corporation solely by reason of race, color, creed, sex, national origin or handicap.