

Belknap Mill Society

Bylaws

ARTICLE I

Articles of Agreement

The name of the corporation, the objects for which it is established, the nature of the business it may transact, and the location of its principal place of business shall be as set forth in the Articles of Agreement as from time to time amended, and these Bylaws. The Power of the corporation and its Directors and members, and all matters concerning the conduct and regulation of the business of the corporation, shall be subject to the provisions in regard thereto, if any, as are set forth in the Articles of Agreement and the Articles of Agreement [Pages 9-10] are hereby made a part of these Bylaws.

ARTICLE II

Corporate Seal

The seal of the corporation, subject to alteration thereof by the Board of Directors, shall consist of a flat faced circular die with the word and figures "Belknap Mill Society, New Hampshire –1970" cut or engraved thereon.

ARTICLE III

Members

1. Classes. The Board of Directors may, by resolution, establish one or more classes of membership. One or more, but not all, of such classes of membership may be designated as non-voting classes of membership.
2. Qualifications. All interested persons and groups may become members upon payment of dues and acceptance of application for membership by the Board of Directors.
3. Vote. Each voting member has one vote on each matter submitted to a vote of the members.
4. Proxies. Voting by proxy or by electronic means may be permitted under conditions prescribed by the Board of Directors.
5. Expulsion. The Board of Directors, by affirmative vote of two-thirds, may suspend or expel a member for cause.

ARTICLE IV

Dues

The Board of Directors may, by resolution, establish rates of annual dues for the various classes of membership.

ARTICLE V
Meetings of Members

1. Annual Meeting. The annual meeting of the members shall be held on a day in February in the Belknap Mill, 25 Beacon Street East, Laconia, New Hampshire, for the purpose of reviewing the affairs of the corporation, electing Directors and transacting such other business as may come before the meeting. The Board may postpone the annual meeting to a date no later than March 15th with written notice or notice on the society's web site and electronic notice to all members who have supplied electronic contact information.
2. Special Meetings. Special meetings of the Members may be called by the Chair, and shall be called upon the written request of the Board of Directors or ten or more members.
3. Notice. No notice other than these Bylaws and an announcement on the Society website and electronic notification to members supplying electronic contact information need be given of the annual meeting of the members. The same form of electronic posting and notice stating the purpose, place, day, and hour of any special meeting shall be sent to the members not less than ten nor more than forty-five days before such meeting, by or at the direction of the Chair, or the Secretary, or persons calling the meeting.
4. Quorum. Twenty (20) members shall constitute a quorum for all purposes.

ARTICLE VI
Board of Directors

1. Duties and Powers. The business of the corporation shall be managed by its Board of Directors which may exercise all powers of the corporation and take all other actions as allowed by law, the Articles of Agreement and these Bylaws.
2. Number, Election and Qualification. The Board may consist of up to thirteen (13) members, each of whom shall be a member of the corporation, and shall have one vote of the Board. Directors shall be elected by the members of the corporation at the annual meeting.
3. Term of Director. The term of office of a Director shall be three years beginning at the adjournment of the annual meeting at which he or she is elected and ending at the end of the third annual members' meeting thereafter or when his or her successor is elected and qualified, whichever occurs last. Directors may not serve more than two consecutive terms of office. Former Directors may be re-elected to the Board only after a minimum of three years' absence from the Board. If a Director joins the Board during the year, their term shall be calculated from the forth-coming annual meeting, or if joined within two-months of the year's already held annual meeting, it shall be calculated from the date of that year's already

held annual meeting. Directors who do not attend three consecutive meetings in a row are automatically dropped from the Board. This may be waived by a two-third vote of the Board.

4. Resignation. A Director may resign at any time. A written resignation shall be effective on the date it specifies. If no date is specified, the resignation is effective when received by the Chair or Secretary. Any other resignation shall be effective when accepted by vote of the Board.
5. Removal. A Director may be removed for cause at a special meeting of the Board called for that purpose, and upon a vote of a majority of all Directors in office.
6. Vacancies. A vacancy on the Board arising for any reason may be filled by election of a Director by a majority of the remaining Directors, though less than a quorum, for the remainder of the term of the member whose position has been vacated.
7. Meetings. Regular and special meetings of the Board may be held by notification via contact information supplied by each Director, at times and places determined by the Board. Special meetings will be called at the request of the Chair or three Directors. The agenda for regular meetings of the Board will normally be distributed, electronically, three (3) days prior to the meeting.
8. Notice. Notice of the time and place of each meeting including regular meetings shall be given to each Director by electronic notification via contact information supplied by each Director. Lack of notice to a Director shall not affect the validity of any action taken at a meeting which is attended by the Directors without objection to the lack of notice, or as to which meeting the Director gives a written waiver of notice.
9. Attendance Requirements. Each Director is expected to attend all Board meetings in any twelve-month period unless excused by the Chair. If any Director is absent from three (3) consecutive meetings of the Board without satisfactory explanation, the Board may, at its discretion, ask such person to resign.
10. Quorum. A majority of the Board shall be a quorum for all purposes except as otherwise specifically provided.
11. Executive Committee. There will be an Executive Committee consisting of the Chair, Vice Chair, the Treasurer, the Secretary, and may also include either a member at large or the Society's immediate past Chair. The new term of the Executive Committee begins at the conclusion of the annual meeting of the members. The Executive Committee may exercise any particular powers conferred by these Bylaws and may, subject to general control and review by the Board, any limitations placed on it by the Board and any powers reserved to the Board by these Bylaws, take any action in connection with the Society's business, which in the Chair's opinion, requires prompt action, and such action shall be as binding

on the Society as if done by the Board. The committee may hold regular meetings by electronic notification via contact information supplied by the Executive Committee members. A special meeting may be called by the Chair (or, in his or her absence, by the Vice Chair) by electronic notification via contact information supplied by each member of the Executive Committee. Three members of the Committee shall be a quorum for all business. The agenda for regular meetings of the Executive Committee will normally be distributed, electronically, two (2) days prior to the meeting, to all Executive Committee members.

12. Committees. The Executive Committee may establish one or more committees of the Society by vote which may name the committee and define its powers and term. It shall name the committee chairman, who, in turn, will appoint its members (who may be Directors, other members of the society, agents or volunteers). The term of the committee may be continuing or limited. The term of a committee member shall not extend beyond the second annual meeting following his or her appointment, but he or she may be re-appointed.
13. Committee Records. Each committee may keep minutes of its meetings and records of its other activities and report the same to the Board or the Executive Committee on request.
14. Unanimous Action. Any action of the Board, the Executive Committee, or any other committee may be taken without meeting, if two-thirds plus one member of the Board or committee consent to the action in writing (electronically is acceptable) and the writing or e-mail is filed with the minutes of the proceedings of the Board or committee.

ARTICLE VII

Indemnification of Officers and Directors

Each of the officers and directors who renders services for the corporation shall be, and is hereby, indemnified and held harmless by the corporation from and against any and all liabilities, claims, losses, demands, and expenses whatsoever arising out of or by reason of any negligent or wrongful acts or misconduct committed by him or her, or by any person under his or her direct supervision and control, while rendering such services on behalf of the corporation; provided however, the corporation shall not be so liable with respect to any matter in which such person has been guilty of fraud or crime or material misrepresentation to the corporation, its Board of Directors, its shareholders or any other person.

ARTICLE VIII

Indemnification of Officers and Directors

1. Election and Number of Officers. The officers of the corporation shall be a Chair, Vice Chair, Secretary and Treasurer. All officers shall be chosen by the Board of Directors for a one year term. The elections will take place immediately after the annual meeting. The officers shall take office within ten (10) business days after election.

2. Term. Each officer shall hold office until his or her successor is chosen and has qualified or until the adjournment of the next following annual meeting of the Society, whichever occurs last. Any officer elected or agent appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the corporation shall be filled by majority vote of the Directors. All terms of office shall be one year. All officers must be elected each year.

3. Duties of Officers. The duties and powers of the officers shall be as follows:
 - a. Chair The Chair shall be the principal executive officer of the corporation, and shall, in general, supervise and control all the business and affairs of the corporation. The Chair will preside at all meetings of the Board of Directors, the members, and the Executive Committee. The Chair may sign with the Secretary or any other officer of the corporation any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except where the signing and execution is expressly delegated by the Board or by these Bylaws or by law to some other officer or agent of the corporation; and the Chair shall perform all of the duties incident to the office of the Chair and such other duties as may be prescribed by the Board of Directors from time to time.

 - b. Vice Chair. In the absence of the Chair or in the event of the Chair's inability or refusal, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all of the powers of and be subject to all restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to that officer by the Chair or by the Board of Directors of the corporation.

 - c. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are given in accordance with the Bylaws or as required by law; be custodian of the corporation's books and records; act as agent for service of legal process on the corporation; affix the seal of the corporation on all documents required by these Bylaws or by law to be sealed; shall serve as secretary of the corporation; and in general, perform all duties incumbent to the office of Secretary and such other duties as may from time to time be assigned by the Chair or the Board of Directors.

 - d. Treasurer. The Treasurer may be asked to give a bond for the faithful discharge of his or her duties in such sum and with such surety or custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or their depositories as shall be selected in accordance with these

Bylaws; and, 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 by the Chair or the Board of Directors.

ARTICLE IX General Provisions

1. Annual Statement. The Chair shall present, at each annual meeting of the Board of Directors and at any special meeting of the Board of Directors when called for by vote of the Directors, a full and clear statement of the business and the condition of the corporation.
2. Checks and Notes. All check or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.
3. Depositories. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Treasurer and Chair, with the advice of the Finance Committee, may select.
4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for a special purpose of the corporation provided the gift is accepted in accordance with any existing Gift Acceptance policy enacted by the Board of Directors.
5. Notice and Waiver of Notice. Whenever a notice is required by these Bylaws, personal notice is not meant unless expressly so stated and any notice will be sufficient if given by the United States mail, postage prepaid, or, by electronic means addressed to the person entitled thereto at his address or electronic address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing. Whenever any notice is required under any law, or under the Articles of Agreement of the corporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to the notice, either before or after the times stated therein, shall be deemed equivalent thereto.

ARTICLE X Amendments

These Bylaws may be altered, amended, or repealed by a two-thirds vote of the members present at the outset of a meeting of the corporation if notice of such alteration, amendment or repeal is contained in the notice of the meeting. No such amendment shall authorize or permit the corporation to be operated contrary to any provision of the Articles of Agreement or otherwise

than exclusively for charitable, scientific, educational, and conservation purposes.

ARTICLE XI Adoption of Bylaws

These amended articles were adopted by the members at the March 6, 2019 annual meeting of the corporation; these amended Bylaws entirely replace all previously adopted bylaws and are effective on March 6, 2019.

ARTICLE XII Conflict of Interest

1. Duty to Disclose. Each Director, prior to taking his position on the Board, and all present Directors shall submit in writing to the Chair of the Board a list of all businesses or other organizations of which the director 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 Chair of the Board shall become familiar with the statements of all Directors in order to guide his conduct should a conflict arise.

2. Voting. At such time as any matter comes before the Board in such a way 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 might be asked of him, shall withdraw from the meeting for so long as the matter shall continue under discussion. In addition, other Directors who themselves have had pecuniary benefit transactions with the corporation within the same fiscal year, should also not be present and not participate in the discussion. Should the matter be brought to a vote, neither the affected Director nor any other Director with a pecuniary benefit transaction with the corporation in the same fiscal year shall vote on it. The Board will comply with all the requirements of New Hampshire law where conflicts of interest are involved, including but not limited to the requirement of a two thirds vote and, if the financial benefit exceeds \$5,000 in a fiscal year, publication in the required newspaper.

3. Statutory Requirements. The New Hampshire statutory requirements dealing with pecuniary benefits (RSA 7:19-a and RSA 292: 6-a) are hereby incorporated in full into and made an integral part of this conflict of interest policy. These requirements include but are not limited to, absolute prohibitions on loans from a charitable trust to a director, officer, or trustee and prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from an officer, director, or trustee without the prior approval of the probate court.

These requirements extend to both direct and indirect financial interests, as defined

by the attached statutes. Should the matter be brought to a vote, neither the affected Director nor any other Director with a pecuniary benefit transaction with the corporation in the same fiscal year shall vote on it. The Board will comply with all the requirements of New Hampshire law where conflicts of interest are involved, including but not limited to the requirement of a two-thirds vote and, if the financial benefit exceeds \$5,000 in a fiscal year, publication in the required newspaper.

We, as undersigned officers, hereby certify that after a vote of the quorum of the membership of the Belknap Mill Society, that these amended Bylaws are duly adopted as of this 6th day of March, 2019.

Jaqueline Vickery

Dated: _____

Duly authorized
Chair, Belknap Mill Society

Jennifer Anderson

Dated: _____

Duly authorized
Secretary, Belknap Mill Society

Belknap Mill Society Articles of Agreement*

Article 1. The name of this corporation shall be “Belknap Mill Society.”

Article 2. This corporation is created and shall be operated solely for charitable and educational purposes, within the State of New Hampshire, as follows:

The charitable purpose of the corporation shall be to aid and assist in the reconditioning and preserving for public use-the Belknap-Sulloway Mill located in the City of Laconia, Belknap County, New Hampshire. In addition to the preservation of the Mill, the purpose of the Society shall be to foster the public use thereof by organizing and operating public educational programs in the Mill, such programs to include public libraries, public archives and public centers for arts and crafts and the performing arts and other such public uses and programs.

“In order to carry out the aforesaid purposes, the society shall have the power to raise money by any proper means, to receive gifts, donations and bequests and other monies, to own and deal with properly, real and personal in the same manner as an individual, and to do all such other things and to take all other such acts as may be necessary and proper to carry out the aforesaid purposes.

No part of the assets of this corporation shall inure to the benefit of any Trustee or to any person or organization other than a “charitable organization” or for other than “charitable purposes,” the term “charitable purposes” shall be limited to and shall include only religious, charitable, scientific, or educational purposes within the meaning of those terms as used in Section 501 (c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended, (hereinafter referred to as the “Code”), or shall be used to jeopardize the federal income tax exemption or this corporation pursuant to Section 501 (c)(3) of the Code. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements,) any political campaign on behalf of any candidate for public office.

It is the belief of the Board of Trustees that this corporation is not a private foundation as defined in Section 509 (a) of the Code, but should it ever be determined that this corporation is a private foundation, the following provisions shall govern this corporation’s activities:

1. The corporation shall 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 Code.
 2. The corporation shall not engage in any act of self-dealing as defined in section 4941 (d) of the Code.
 3. The corporation shall not retain any excess business holdings as defined in section 4943 (c) of the Code.
 4. The corporation shall not make any investment in such manner as to subject it to tax under section 4944 of the Code.
 5. The corporation shall not make any taxable expenditures as defined in section 4945 (d) of the Code.
- [Amendment dated October 21, 1970 and filed with the State of NH on December 7, 1970]*

Article 3. The place in which the business of this corporation is to be carried on is Belknap Mill Society, 25 Beacon Street East, Laconia, NH 03246.

[Change of address filed with the NH Secretary of State, letter dated August 8, 2008]

Article 4. The amount of capital stock or number of shares is None

[Articles of Agreement creating the Save the Mill Society, dated February 10, 1970, filed with the State of NH 2/19/70]

Article 5. Upon the dissolution and liquidation, or any other winding up of the affairs of this corporation, after appropriate provisions for any creditors or other obligations of the corporation, and for the expenses of such dissolution and liquidation, all of the remaining assets of the corporation shall be distributed to and title thereto shall vest in the City of Laconia, New Hampshire, such assets thereafter to be used by the City of Laconia, New Hampshire for public purposes. If the City shall decline acceptance of any asset, such asset shall be distributed with title to the County of Belknap, New Hampshire.

[Affidavit of Amendment filed with the NH Secretary of State, letter dated February 13, 2015]

*These Articles of Agreement are a part of, and attached to, the Bylaws of the Belknap Mill Society.