

BY-LAWS

COÖS ECONOMIC DEVELOPMENT CORPORATION

Article I – Name

Section 1. The name of this not-for-profit corporation conducting public business is: Coös Economic Development Corporation herein referred to as (CEDC).

Article II – Registered Office

Section 2. The registered address of the corporation shall be: P.O. Box 205, Lancaster, NH 03584

Article III – Purposes

Section 3. This not-for-profit corporation is established to serve as a Regional Development Corporation and, through economic development activities, to promote and support growth throughout Coos County and neighboring areas. To this end, CEDC shall, among other activities consistent with its corporate purpose:

- a. Promote economic opportunity and industrial development in Coös County and the surrounding area and provide continuing support for existing and new business and industry in the area.
- b. Solicit and acquire money, funds, gifts, donations, and property, real and personal, from federal, state, county, local, and private sources, for deposit, use, dedication, and investment in the corporation's general fund and revolving loan fund and serve as a conduit of such resources for the communities and businesses of the region.
- c. Establish and operate an economic development revolving loan fund with public and other monies as available, to assist, where necessary, in financing new or expanding business of appropriate kinds which may provide additional job opportunities for the residents of Coös County.
- d. Exercise and enjoy all of the powers of a not-for-profit corporation as specifically set forth in NH RSA 292 and RSA 295 as amended, providing that the exercise and enjoyment of such powers shall be within the purposes of Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended.

Article IV-Directors

Section 1. The Corporation (CEDC) shall be governed by a Board of Directors. The membership of this board shall be comprised of no less than eleven (11) nor more than seventeen (17) voting directors, each representing a single vote.

a) Elected Directors

To achieve effective balance, the nominating committee must take into consideration both the geographic disbursement of its elected board of directors, as well as their discipline and skill set to ensure a wide perspective and views when voting on behalf of Coos County constituents. Where a vacancy or other need is identified amongst the current board of directors, the Nominating Committee may nominate a new director as part of the agenda of a scheduled board meeting, as outlined in Article 6, Section 15.

b.) Appointed Directors

County Commissioners

Any one of the Commissioners may fill this position at a given meeting. The position has one vote. The Commissioners may also appoint an alternate representative to serve as a director at any given meeting and cast the Commissioners' vote, provided that the appointment is made by the Commissioners as part of a duly noticed public meeting, and the appointment is recorded in their minutes. It is the appointed director's responsibility to make sure the alternate understands that they are subject to the same Confidentiality and Conflict of Interest guidelines as the appointed director.

County Delegation

Any member of the Delegation may fill this position at a given meeting. The position has one vote. The Delegation may also appoint an alternate or representative to serve as a director at any given meeting and cast the Delegation's vote, provided that the appointment is made by the Delegation as part of a duly noticed public meeting, and the appointment is recorded in their minutes. It is the appointed director's responsibility to make sure the alternate understands that they are subject to the same Confidentiality and Conflict of Interest guidelines as the appointed director.

Article V – Annual Meeting of Membership

- Section 1. Annual Meeting: The annual meeting of the corporation shall be held in June of each year at a time and place within Coos County as the Board of Directors shall determine and specify by written notice. Notice of the annual meeting of the Corporation shall be made to all members and directors at least two (2) weeks in advance of such meeting and shall designate the place, date and time of said meeting and the general nature of the business to be transacted.
- | Section 2. Quorum – A quorum, except where otherwise provided by law, by the Certificate of Incorporation, or these By-Laws shall be 50 percent of the current Board of Directors plus 1 additional member of the current Board of Directors.
- Section 3. Elections: The membership will vote on the Board of Directors and Officer slates presented by the Nominating Committee. Officers of the Corporation will be elected at the annual meeting immediately following election of new directors to the Board of Directors.
- Section 4. Meeting Procedures – Meetings shall be conducted in accordance with Robert’s Rules of Order.
- Section 5. Voting: Each director shall be entitled to one (1) vote on each matter submitted to a vote of the Board of Directors.

Article VI – Officers and Committees

- Section 1. Election of Officers: The Board of Directors, at the annual meeting shall elect, from prospective nominees offered by the Nominating Committee, the following officers who will constitute the Executive Committee: a President, Past President, a Vice-President, a Treasurer, and a Secretary. Officers shall serve for a term of two (2) year with a limit of three (3) consecutive terms. Multiple non-consecutive terms are allowed.
- Section 2. President: The President shall preside at all meetings of the Board. The President shall have the general powers and duties of supervision and management of the corporation which usually pertains to the office, including the power to appoint committees and committee chairpersons with approval from the Executive Committee of the Board of Directors, and such other duties as may be delegated by the Board of Directors.

- Section 3: Immediate Past President: Upon the end of the term of office, the outgoing President may accept the position of Immediate Past President on the Executive Committee. This appointment is for the period of one (1) year. If the Immediate Past President chooses not to accept, the position will remain vacant.
- Section 4. Vice President: The Vice President shall, in the absence of or at the request of the President, perform the duties and exercise the powers of the President and shall have such other powers and duties as usually pertain to the office or are properly required by the Board of Directors.
- Section 5. Secretary: The Secretary shall keep all minutes, issue notices of meetings, sign and seal such instruments as may be required as well as perform such other duties as pertain to the office or are properly required by the Board of Directors.
- Section 6. Treasurer: The Treasurer shall be responsible for the care and custody of all monies and securities of the corporation and for the full and complete accounting of all assets, income, and expenditures of the corporation as well as the reporting of same to the Board or as required by law. The Treasurer shall make and sign such reports, statements, and instruments as may be required and shall perform such other duties as usually pertain to his office or are properly required by the Board. The Treasurer shall also be a member of the Loan Review/Finance Committee.
- Section 7. Meetings – Meetings shall be held regularly. In the absence of an expected quorum, the Executive Committee may cancel the meeting; however a quorum of the full board shall meet at least quarterly. Meetings of the Executive Committee shall be open, unless dealing with issues of personnel or negotiations or consultation with the corporation’s attorney.
- Section 8. Notice of Meetings – Meetings shall be noticed at least three (3) working days in advance of such meeting and shall designate the place, date and time of said meeting, and the general nature of business to be transacted. Meetings of the corporation Board of Directors shall be held at the call of the President or Executive Committee. In addition, special meetings of the Board of Directors shall be held upon application of three (3) or more directors. Application therefore shall be made in writing to the President or Secretary.
- Section 9. Meeting Procedures – Meetings shall be conducted in accordance with Robert’s Rules of Order.

Section 10. Voting:

- a. Each director shall be entitled to one (1) vote on each matter submitted to a vote of the Board of Directors.
- b. The Board of Directors may cast votes electronically in circumstances where timing is important, and the vote bridges a time span too distant from a scheduled meeting to complete business in a timely manner. Documentation of the vote tally may include either facsimile copy or an archived e-mail message representing the directors' votes. The electronic vote then will be captured in a voice vote at the next Board of Director's meeting and recorded in the meeting minutes. To be counted, such votes must be cast by a certain date and time set by the Executive Committee. Where possible, votes cast by e-mail should be copied to all directors, however, the failure to do so shall not in any way invalidate the vote, provided that all other procedures described above are followed.

Section 11. Board Authority: The Board of Directors shall have legal authority to make and administer loans. The Board of Directors, at its discretion, may require one or more officers, agents, or employees of the corporation to obtain bond or surety in behalf of the corporation.

Section 12. Standing Committees & Councils: The Board of Directors shall have the following Standing Committees; Executive, Nominating, Loan Review/Finance, Grant Review, and Advisory Council. A Bylaws Committee will be appointed as needed. Ad hoc committees may be appointed by the President with approval by the Executive Committee of the Board of Directors.

Section 13. Decisions: Any decisions affecting the goals or operation of the Corporation shall be brought to the full Board of Directors for approval.

Section 14. Executive Committee Authority: The Executive Committee shall meet on a regular basis with the Executive Director to hear reports and to provide the Executive Director with guidance in meeting the goals of the Corporation. The Executive Committee will provide oversight of the day-to-day operations of the Corporation.

Section 15. Vacancies: In the event of a vacancy among the directors on the Executive Committee, such vacancy shall be filled for the unexpired term by a simple majority vote of the Board of Directors at a scheduled meeting at which a quorum of the Board is present and for which at least three (3) working days advance notice of such meeting has been given. When a vacancy or other need is identified amongst the current Board of Directors, the Nominating Committee may nominate a new director as part of the agenda of a scheduled board meeting.

Section 16. Resignations: Any director on the Board of Directors may resign at any time by giving written notice to the President or Secretary.

Section 17. Removal: Any voting director of the Board may be removed from office for cause by a two-thirds ($\frac{2}{3}$) majority vote of the Board membership at the regular or special meeting for which at least three (3) working days advance notice of such proposed action has been given. Cause will include: absence, without medical or other valid reason from more than four (4) consecutive meetings or more than one-half ($\frac{1}{2}$) of the meetings scheduled in any one (1) year, or other causes to be determined by the Board.

Section 18. Compensation: Members of the Board of Directors shall serve without compensation and shall not receive salary or compensation from the corporation except that they may, upon approval by a two-thirds vote of the Board, be reimbursed for personal expenses incurred in carrying out approved actions as Directors or Officers of the Corporation.

Article VII – Advisory Council to the Board of Directors

Section 1. A non-voting Advisory Council to the Board of Directors will be established to facilitate communication between all Coos County municipalities, school districts and other key economic development stakeholders, and CEDC. Expectations for the Advisory Council are to (1) provide additional expertise and authority, (2) be ambassadors to the community (3) connect the Board of Directors and the CEDC organization with a greater number of constituents, and (4) be ready to fill future board seats. The Advisory Council will consist of the following positions:

- a. Twenty (20) members, comprised of one member representing each of the 20 municipalities in the County. (Berlin, Carroll, Clarksville, Colebrook, Columbia, Dalton, Dummer, Errol, Gorham, Jefferson, Lancaster, Milan, Northumberland, Pittsburg, Randolph, Shelburne, Stark, Stewartstown, Stratford, Whitefield). Each municipality shall designate the representative, and may designate an alternate for a given meeting. Municipalities are strongly encouraged to consider members of their local economic development corporations as their representative.
 1. The Coos County Commissioners may designate representation from any or all of the twenty three (23) Unincorporated Places
- b. Six (6) members, comprised of one member representing each of the 6 SAU districts in the County. (3, 7, 20, 36, 58 and 98). Each district shall designate the representative, and may designate an alternate for a given meeting.
- c. One (1) position representing the North Country Council. The Executive Director of the NCC will designate the representative, and may designate an alternate for a given meeting.

- d. One (1) position representing the NH Dept. of Resources and Economic Development (DRED). DRED will designate the representative, and may designate an alternate for a given meeting
- e. One (1) position representing the White Mountains Community College. The President of the WMCC will designate the representative, and may designate an alternate for a given meeting.
- f. One (1) position representing the Northern Community Investment Corp. The Executive Director of the NCIC will designate the representative, and may designate an alternate for a given meeting.
- g. One (1) position representing NH Employment Security. NH Employment Security will designate the representative, and may designate an alternate for a given meeting.
- h. One (1) position each representing each of the federal legislatures representing Coos County.

Section 2. Meetings: Two meetings will be held each year, approximately 6 months apart. This bi-annual meeting will be chaired by a member of the CEDC Board of Directors, and the CEDC Executive Director.

Section 3. For Advisory Council governance refer to document titled “COÖS ECONOMIC DEVELOPMENT CORPORATION ADVISORY COMMITTEE GUIDELINES”.

Section 4: Advisory Council Members shall not also be members of the CEDC Board of Directors.

Article VIII– Loan Review/Finance Committee

Section 1. A Loan Review/Finance Committee shall be comprised of no less than three (3) nor more than five (5) other Directors. The Treasurer of the Coös Economic Development Corporation shall be a member of the Loan Review/Finance Committee. Other members shall be knowledgeable regarding financial and business lending procedures. Nominations to and removals from the Loan Review/Finance Committee shall be made by the president and approved by the Executive Committee of the Board of Directors. Committee membership may include members not on the Board of Directors.

Section 2. Loan Criteria: Loan Selection Criteria and a Loan Administration Plan governing the use of the Revolving Loan Fund shall be established by the Board of Directors for the guidance of the Loan Review/Finance Committee.

Section 3. Loan Applications: Operating within the general guidelines established by the Board of Directors, the Loan Review/Finance Committee shall accept, review, and recommend applications for loans. No loan will be considered by the Board of Directors for approval without a recommendation from the Loan Review/Finance Committee.

Section 4. Record Keeping: The Treasurer shall be responsible for keeping the Board of Directors apprised of all matters involving the Revolving Loan Fund.

Article IX – Fiscal Operations

Section 1. Fiscal Year: The fiscal year of the corporation shall run from January 1 to December 31 each year.

Section 2. Corporate Funds: Funds of the corporation shall be placed in a separate general fund and separate revolving loan fund accounts shall be deposited in the name of the corporation with such bank or trust company as the Board of Directors shall designate.

Section 3. Disbursements: All disbursements shall be accompanied by a voucher and shall be by check.

3.01: General Fund Disbursements: No disbursements from the general fund of the corporation shall be made unless the expenditure of appropriations have been previously approved by the directors on the Executive Committee and are contained in the approved operating budget as approved by the full board. In order to expend over \$2500 two (2) signatures are required and over \$10,000 requires three (3) signatures of the officers of the Corporation. It shall be the responsibility of the President and Treasurer to make the depository bank of CEDC aware of these signing requirements, and to take such action as may be necessary (e.g., appropriate notations on the checks) to attempt to create appropriate internal controls.

Section 4. Obligations and Authorizations: No financial commitment obligating the corporation or any of its members shall be made or undertaken without the advance approval of the Board of Directors.

Section 5. Assets, Income and Earnings: All assets, income, and earnings of the corporation shall be used exclusively for its corporate purposes as described in Article III of these By-Laws and the Articles of Incorporation and all such funds shall be applied exclusively to such purposes and the accomplishment thereof. No part of the assets, income, or earnings of the corporation shall financially benefit any member, director or officer of the corporation, or any private individuals except that the corporation shall be authorized and empowered to pay reasonable compensation in furtherance of its purposes and to repay obligations incurred in furtherance of said purposes.

Section 6. Liquidation or Dissolution: In the event of the liquidation or dissolution of the corporation, none of the assets or property of the corporation shall be distributed to or inure to any member, director, or officer of the corporation or to any private personal or corporate interest. The net assets of the corporation, remaining after the

payment and satisfaction of its proper legal liabilities, shall be devoted to the furtherance of the purposes described in Article III of these By-Laws by an appropriate County organization qualified to carry on such work and qualifying under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended and consistent with the most recently approved Articles of Agreement.

Section 7. Books and Records: The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members and Board, and shall also keep a record giving the names and addresses of the members, with the board Secretary. All books and records of the corporation may be inspected by any director, or director’s agent or attorney, for any proper purposes at any reasonable time. The Board of Directors may cause an audit of the records of the corporation to be made by a competent auditor.

Section 8. Corporate Seal: The Corporate Seal of the corporation shall be a circular seal with the name “Coös Economic Development Corporation” around the border and the year of the organization and state of incorporation in the center.

Article X – Indemnification

Section 1. Expenses and Liabilities: Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses costs, judgments, and other liabilities, including counsel fees, reasonably incurred by or imposed upon a member in connection with any proceeding in which the member may be a party, or in which the member may become involved by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful wrong doing in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors or Officers may otherwise be entitled.

Article XI – Conflict of Interest

Section 1. Conflict of interest or even the appearance of conflict of interest, by Board member or staff must not compromise the mission of Coös Economic Development Corporation (CEDC). Conflict of interest means any financial or other interest which conflict the interests of CEDC with the service of an individual because: 1) it could impair the individual’s objectivity; or 2) it could create an unfair advantage for any person or organization.

Consequently, there exists between CEDC and its Board, officers, management and employees a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The Board, officers, management and employees have the responsibility of administering the affairs of CEDC honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of CEDC. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with CEDC or knowledge gained from their position for their personal benefit. The interests of the organization must have the first priority in all decisions and actions.

Section 2. Uncertainty: When uncertainty arises as to the application of a conflict of interest, the board shall, upon the request of that board director or another director, vote on the question of whether that director should be disqualified. Any such request and vote shall be made prior to the commencement of any discussion or vote. The Board director requesting this vote by the remainder of the Board shall leave the meeting for the vote, after any questions raised by the remainder of the Board have been answered, and the meeting minutes shall state that the Board director left the meeting for the vote. Such vote of the Board of Directors shall be binding. Only a member of the Board of Directors may request a vote on the issue of conflict of interest. The vote shall be stated in the meeting minutes.

Section 3. All voting board directors shall sign and conform to the Conflict of Interest Policy. The document to sign is titled “POLICY GOVERNING CONFLICTS OF INTEREST and PECUNIARY BENEFIT TRANSACTIONS” and is available from the Board of Directors Secretary.

Article XII – Confidentiality

Section 1. All members shall sign and conform to the “COÖS ECONOMIC DEVELOPMENT CORPORATION CONFIDENTIALITY POLICY DOCUMENT” which is wholly incorporated in these bylaws.

Section 2. Respecting the privacy of our clients, donors, members, staff, volunteers and of the Coös Economic Development Corporation (CEDC) itself is a basic value of CEDC. Personal and financial information is confidential and should not be disclosed or discussed with anyone without permission or authorization from the Executive Director and/or Board President. Care shall also be taken to ensure that unauthorized individuals do not overhear any discussion of confidential information and that documents containing confidential information are not left in the open or inadvertently shared.

Employees, volunteers and board members of CEDC may be exposed to information which is confidential and/or privileged and proprietary in nature. It is

the policy of CEDC that such information must be kept confidential both during and after employment or volunteer service. Staff and volunteers, including board members, are expected to return materials containing privileged or confidential information at the time of separation from employment or expiration of service. Unauthorized disclosure of confidential or privileged information is a serious violation of this policy and will subject the person(s) who made the unauthorized disclosure to appropriate discipline, including removal/dismissal.

Section 3. Loan Application: All information relative to loan applications is strictly confidential and shall be shared only with members of the Board of Directors and Loan Review/Finance Committee unless permission has been granted by the applicant by virtue of completing a standard disclosure waiver which covers other co-lenders and partners instrumental in securing or servicing such a loan and checking credit references.

Section 4. Release of Information: The Board of Directors may release sensitive information to the public only under certain conditions. Conditions: (1) Only after a loan or grant is made and funds disbursed, and (2) the release of information must first be authorized by the Executive Committee. The Executive Committee will appoint one spokesperson to represent CEDC and the Board of Directors in speaking to the press or in any public gathering.

Article XIII– Amendments

Section 1. Non-Amendable Articles: This not-for-profit corporation is formed specifically for the purposes indicated in the Articles of Incorporation and Article III of these By-Laws and therefore, Article IX, Sections 5 and 6 and any other Article effecting the corporate tax exempt status may not be amended, altered, or repealed, in content or intent, except by a two-thirds ($\frac{2}{3}$) vote of all directors at a meeting specifically called for such purpose.

Section 2. Amendable Articles: All other articles and sections of these By-Laws may be added to, amended, altered, or repealed, at any meeting of the Board of Directors, at which a quorum is present, provided that the notice of such meeting, together with the text of the proposed amendments, shall have been mailed to the Board of Directors at least ten (10) working days in advance of such meeting.

Section 3. All copies of these By-Laws shall have affixed the date of adoption and the date of the most recent amendment hereto.

Article XIV – Separability

The invalidity of any provision of these By-Laws shall not affect the validity of any other provision.

Adopted:

Last Revision:

Secretary

Date

Previous Revisions: 06/09/11
03/07/11
11/01/10
1/28/97
4/30/97
9/23/97
4/13/99
10/14/99
11/16/05
1/12/06