NDHHS Bylaws

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April 30, 2000
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May 13, 2001
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ARTICLE I - BOARD OF DIRECTORS

SECTION 1: GENERAL POWERS:
The property, affairs and business of the Northeast Deaf and Hard of Hearing Services, Inc. (the Corporation) shall be controlled and managed by the Board of Directors. Without limiting the generality of the forgoing, such control shall include the power to: establish the framework and structure of the organization; oversee the policies, operations and management of the organization; set annual and long term policy goals for the organization; supervise and direct the Executive Director’s and staff’s conduct and actions; set the budget and fiscal policy, and; perform any and all tasks necessary and reasonable to maintain the good standing and viability of the organization in the Community. The Board shall also be responsible for reviewing any matters requiring supervisory authority over the Executive Director or organizational functioning, other than the day to day operation of the organization’s business which shall be the responsibility of the Executive Director.; authorize the purchase or rental of property, and determine all policies of the Corporation with regard to the conduct of business of the organization. The Board of Directors may from time to time delegate particular responsibilities to specified officers or Committees of the Corporation as shall deem advisable. They may adopt such rules and regulations for the conduct of their meeting and the management of the organization not inconsistent with these By-Laws, the Corporation Articles of Agreement, or the laws of the State of New Hampshire as they may deem proper.

SECTION 2: ELIGIBILITY:
The Board of Directors of the Corporation and its Officers shall be at least eighteen (18) years of age and residents of the State of New Hampshire. At all times, except for temporary periods, due to resignation, death or incapacity of one or more Directors, there shall be not less than five (5), nor more than thirteen (13) Directors of NDHHS, 51% of the Directors shall be either deaf or hard of hearing, and none of whom shall be in the same immediate family or related by blood or marriage.
SECTION 3: NUMBER AND QUALIFICATIONS:
The number of Directors may be increased or diminished by action of a majority of the Board of Directors at any regular or special meeting, except that no such action shall be effective to remove a Director then in Office.

SECTION 4: TERM OF OFFICE:
The term of each Director shall be three (3) years and until his or her successor shall have been appointed and shall have been qualified, or until his or her death, resignation or removal in the manner hereinafter provided. At no time may the entire Board of Directors be slated for reelection, nor at any time may the entire Board of Directors resign in full number.

SECTION 5: ELECTION:
The Board of Directors shall nominate a slate of Directors for the open directorship positions each year prior to the annual meeting of the Directors of the Corporation. The Directors of the Corporation shall be notified of such slate of Directors in the notice of each annual meeting of the Corporation. The Directors of the Corporation shall vote on and elect the Directors at the annual Meeting of the Directors of the organization.

SECTION 6: SUSPENSION, EXPULSION AND REFUSAL OF MEMBERSHIP TO THE BOARD OF DIRECTORS:
With a majority vote of the Board of Directors shall, in their sole and absolute discretion, have the power to suspend or expel a Director or refuse membership to any individual who refuses to comply with these By-laws or who engages in conduct unbefitting a Director. In such event the Board of Directors shall deliver written notice of its action to such individual and provide such individual an opportunity to appear before the Board of Directors within five (5) days notice.

SECTION 7: BOOKS AND RECORDS:
The correct and complete books and records of account and minutes of the proceedings of Members of the Board of Directors shall be kept by the Secretary of the Corporation, a copy of which shall be placed on file in the offices of the Corporation.

SECTION 8: RESIGNATIONS:
Any Director of the Corporation may resign at any time by giving written notice to the Chairperson of the Board or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 9: REMOVAL OF DIRECTORS:
Any Director may be removed, either with or without cause at any time, by a majority vote of the Directors at a duly called meeting of the Directors of NDHHS.

SECTION 10: VACANCIES:
Any vacancy of the Board of Directors caused by death, resignation or removal may be filled in by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office or until the next annual meeting, if sooner.
ARTICLE II - MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1: PLACE OF MEETINGS, ETC:
The Board of Directors may hold its meetings and have one or more offices in such places within or without the State of New Hampshire as the Board from time to time may determine or, in the case of meetings, as shall be specified or fixed in respective notices or waivers of notice thereof. The time and place of such meetings shall be fixed by the Chairperson of the Board of Directors of the Corporation.

SECTION 2: SPECIAL MEETINGS:
A special meeting of the Directors for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the Chairperson of the Board, or upon written application therefore to the Secretary at the request of any four (4) Directors at the time being in office. Notice of each such meeting shall be mailed to each Director, addressed to such Director at his or her residence or usual place of business, at least four (4) days before the day on which the meeting is to be held or shall be sent to him or her at such place by telegraph, cable, facsimile, radio, wireless or email or be given personally or by telephone, not later than the day before the day on which the meeting is to be held. Every such notice shall state the time and place of the meeting, and shall state the agenda of items to be discussed at such meeting. No business other than that specified in the agenda contained in the notice for the meeting shall be transacted at any special meeting of the Directors, without the unanimous written consent of each of the Directors. Notice of any meeting of the Directors need not be given to any Directors, however, if waived by him or her in writing or by telegraph, cable, facsimile, radio, wireless or email, whether before or after such meeting be held, or if he or she shall be present at such meeting unless his or her attendance at the meeting is expressly for the purpose of objecting to the transaction of any business because the meeting is not lawfully convened; and any meeting of the Directors shall be a legal meeting without any notice thereof having been given, if all of the directors shall be present thereat.

SECTION 3: ANNUAL MEETING:
An annual meeting of the Corporation shall take place within 90 days of the close of the fiscal year. The location and time of the meeting will be decided on by the Board of Directors.

SECTION 4: QUORUM:
At each meeting of the Directors, the presence, in person or by proxy, of a majority of the Directors, shall constitute a quorum for the transaction of business except where otherwise provided by law or by the Articles of Agreement of the Corporation or any amendments thereto. In the absence of a quorum at any meeting or any adjournment thereof the Directors of the Corporation present in person or by proxy shall have the power to adjourn the meeting from time to time, until additional Directors necessary to constitute a quorum shall be present or represented. At any such adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called. Notice of any adjourned meeting of the Directors shall not be required to be given, except when expressly required by law.
SECTION 5: VOTING:
a) Each Director of the Corporation who has attained the age of eighteen (18) years of age shall, except as otherwise provided by law, by the Articles of Agreement of the Corporation or by these By-laws, at every meeting of the Directors be entitled to one vote in person or by proxy.
b) At any meeting of the Directors at which a quorum is present, a majority represented thereat in person or by proxy shall decide any question brought before such meeting unless a larger or different vote or proportion is required by law or by the Articles of Agreement of the Corporation or by these By-Laws.
c) All voting shall be by voice/sign vote, except that a written ballot may be used when so requested by a majority of the Directors present at the meeting. If a written ballot shall be used, then each ballot shall state the name of the Director voting, and if such ballot be cast by proxy, the name of the proxy.

SECTION 6: DIRECTORS' ACTION WITHOUT MEETING:
Any action which, under any provision of the New Hampshire Business Corporation Act, RSA 293-A, may be taken at a meeting of shareholders, may be taken by all of the Directors without such a meeting if consent in writing, (including email) setting forth the action so taken or to be taken, is signed severally or collectively by all Directors. The Secretary shall file such consent or consents with the minutes of the meetings of the Directors.

SECTION 7: COMPENSATION:
Directors shall receive no compensation for attendance at regular or special meetings or for services rendered to the Corporation, but may be reimbursed for actual expenses incurred in attending regular or special meetings or incidental to services performed for the Corporation.

SECTION 8: DIRECTORS' PARTICIPATION IN MEETING BY TELEPHONE:
A Director may participate in a meeting of the Board of Directors by means of conference telephone or similar communication equipment enabling all Directors participating in the meeting to hear, see or read (via TTY) one another. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE III - COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 1: DESIGNATION; VACANCIES:
The Board of Directors, by a resolution passed by a majority of the whole Board, may designate such number of their members entitled to vote (not less than three (3) which may include the Chairperson of the Corporation), as it may from time to time determine, to constitute a committee for a specified purpose, each committee member of which, unless otherwise determined by the Board, shall continue to be a member thereof until the expiration of his or her term of office as a Director.

SECTION 2: POWERS:
During the intervals between the meetings of the Board of Directors, each committee of the Board of Directors shall have all of the powers of the Board of Directors in the management of the business and affairs of the Corporation as are delegated to them, and may exercise such powers in such manner as the committee shall deem best for the interests of the Corporation in all cases in which specific direction shall not have been given by the Board of Directors.
SECTION 3: PROCEDURES; MEETINGS; QUORUM:
Each committee shall make its own rules of procedure and shall meet at such times and such place or places as may be provided by such rules or by resolution of the committee. A majority of the whole number of the members of each committee shall constitute a quorum at any meeting thereof, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. The Board of Directors shall have power at any time to change the members of any committee, to fill vacancies, and to discharge the committee.

SECTION 4: NOMINATING COMMITTEE:
The Board of Directors, by resolution passed by a majority of the whole Board, may designate members of the Board to constitute a Nominating Committee, which shall in each case consist of such number of Directors and shall have and may exercise such powers, as the Board may determine and specify in the respective resolutions appointing them. The Nominating committee shall determine a list of nominees for the Board of Directors and Officers of the Corporation each year and shall present such list to the Board of Directors for nomination. The Board of Directors shall have the power at any time to change the members of the Nominating Committee, to fill vacancies and to discharge the Nominating Committee.

SECTION 5: EXECUTIVE COMMITTEE:
The Board of Directors, by resolution passed by a majority of the whole Board, may designate members of the Board to constitute an Executive Committee, which shall consist of members or officers as the Board may determine and specify in the respective resolutions appointing them. The Executive Committee shall have and may exercise such powers as the Board may determine and specify in the respective resolutions appointing or empowering them. The Board of Directors shall have the power at any time to change the members of the Executive Committee, to fill vacancies, and to discharge the Executive Committee.

SECTION 6: COMPENSATION:
Members of the Nominating Committee, the Executive Committee or of other committees of the Board of Directors shall receive no compensation for their services on such committees.

ARTICLE IV - OFFICERS OF THE BOARD OF DIRECTORS

SECTION 1: NUMBER:
The Officers of the Corporation shall include a Chairperson of the Board, a Treasurer, and a Secretary and such other officers as the Board of Directors may from time to time deem appropriate. One person may hold offices and perform the duties of more than one of said officers.

SECTION 2: ELECTION, TERM OF OFFICE AND QUALIFICATIONS:
The Officers shall be elected annually by the Board of Directors. Each officer shall hold office until a successor to such office shall have been elected and shall have qualified, or until the death, resignation, or removal of such officer in the manner hereinafter provided.

SECTION 3: REMOVAL:
Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served by such action.

SECTION 4: RESIGNATIONS:
Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson or to the Secretary. Such resignations shall take effect at the time specified therein; and, unless otherwise specified therein and the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5: VACANCIES:
A vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term in the manner prescribed by in these By-laws for election or appointment to such office.

SECTION 6: THE CHAIRPERSON OF THE BOARD:
The Chairperson of the Board shall be elected from among the Directors and shall, if present, preside at all meetings of the Board of Directors. Except where by law the signature of the Secretary is required, the Chairperson of the Board shall possess the power to sign all certificates, contracts and other instruments of the Corporation which may be authorized by the Board of Directors or by the Executive Committee. The Chairperson of the Board shall, in general, perform all duties incident to the office of Chairperson of the Board; subject however to the direction and control of the Board of Directors, and such other duties as from time to time may be assigned to him or her by the Board of Directors or by the Executive Committee.

SECTION 7: THE TREASURER:
The Treasurer shall be the chief financial officer of the Corporation; shall have charge and custody of, and be responsible for oversight of the organization’s finances and banking procedures; compliance with the organization’s budget and accounting practices; supervision of the bookkeeper and/or accountant, periodic review of the organization’s finances, and money management, invoicing, payment and deposit practices. and in general, shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors, or by the Chairperson.

SECTION 8: THE SECRETARY:
The Secretary shall attend all meetings of the Members, the Board of Directors and shall keep full, true and accurate records of such meetings. The Secretary, shall be the registered agent of the Corporation; shall keep or cause to be kept in books provided for the purpose, the minutes of the meetings of the Board of Directors, these said books are to be kept at the Corporation's offices in Concord, New Hampshire. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-laws and as required by law; shall be the custodian of the records and the seal of the Corporation and see that the seal is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized in accordance of these By-laws; and in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him or her by the Board of Directors or by the Chairperson.

SECTION 9: DIRECTOR PRO TEM:
In the event that an Officer is temporarily unavailable or unable to perform his or her duties, the Board of Directors may elect a temporary replacement pro tem.

SECTION 10: COMPENSATION:
Officers shall receive no compensation for attendance at regular or special meetings or for services rendered to the Corporation, but may be reimbursed for actual expenses incurred in attending regular or special meetings or incidental to services performed for the Corporation.

ARTICLE IV - EXECUTIVE DIRECTOR
The Executive Director shall be the chief executive and administrative officer of the Corporation and shall have general and active supervision and direction over the day-to-day business and affairs of the Corporation and its staff, subject, however to the direction and control of the Board of Directors. The executive Director shall have full authority to determine wages, hours, duties and ongoing personnel matters regarding the daily operation of the organization; be responsible for preparing an operating budget for each fiscal year and shall present the budget to the Board for approval prior to the commencement of each fiscal year; shall maintain control over all spending, within the limits of the budget as approved by the Board of Directors, and the authority to delegate matters relating to the daily operations of the organization. The Executive Director shall sign or counter sign all certificates contracts and other instruments of the Corporation as authorized by the Board of Directors. The Executive Director shall have such other powers and duties as the Board of Directors may from time to time determine.

ARTICLE V - CONTRACTS, CHECKS, NOTES, ETC.

SECTION 1: EXECUTION OF CONTRACTS:
All contracts and agreements shall be authorized by the Board of Directors. All checks, drafts, notes, bonds, bills of exchange and orders for payment of money in excess of an amount to be set by the Board of Directors not to exceed $5,000, shall, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by any two of the following officers: The Chairperson of the Board, Treasurer or Secretary. The Board of Directors may, however, authorize any one of said officers, or the Executive Director, to sign contracts, agreements, checks, drafts and orders for the payment of money singly and without necessity of countersignature, and may designate officers and employees of the Corporation other than those named above, or different combinations of such officers and employees, who may in the name of the Corporation, execute checks, drafts, and orders for the payment of money on its behalf.

SECTION 2: LOANS:
No loans shall be contracted on behalf of the Corporation and no negotiable paper shall be signed in its name unless authorized by resolution of the Board of Directors. When authorized by the Board of Directors so to do, the Chairperson or Treasurer of the Corporation thereunto authorized may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation and, when authorized so to do, may pledge, hypothetically or transfer an securities or other property of the Corporation as security for any such loans of advances. Such authority may be general or confined to specific instances.

ARTICLE VI - FISCAL YEAR
The fiscal year of the Corporation shall be fixed by the Board of Directors.

ARTICLE VII - WAIVER OF NOTICE
Whenever any notice is required to be given to any member of the Board of Directors by these By-laws or the Articles of Agreement of the laws of the State of New Hampshire, a waiver of the notice in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to giving the notice.

ARTICLE VIII - AMENDMENTS
These By-laws may be altered, amended, repealed or supplemented, subject to appeal or change by the Board of Directors by an affirmative vote of the majority of the full Board of Directors, at any meeting or special meeting of the Board of Directors called for the purpose, provided that notice of the proposed change is given in the notice of the meeting.

ARTICLE IX - INDEMNIFICATION

SECTION 1: PERSONAL LIABILITY OF OFFICERS AND DIRECTORS:
Each Director and Officer shall be indemnified by the Corporation against personal liability to the Corporation for monetary damages or breach of fiduciary duty as a Director or Officer, or both except in respect to:
1. Any Breach of the Director's and/or Officer's duty to loyalty to the Corporation.
2. Acts or omissions which are not in good faith or which involve intentional misconduct or knowing violation of the law; or
3. Any transaction from which the Director, Officer or both derived any improper personal benefits.

ARTICLE X - TAX EXEMPT STATUS

These B-laws of the Corporation shall at all times be so construed and limited to enable the Corporation to qualify and continue to qualify as a voluntary charitable corporation organized and existing under the provisions of Chapter 292 of the Revised Statutes Annotated of the State of New Hampshire, as amended, and as a tax exempt charitable organization organized and operated for any purpose for which an organization may be exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XI - CONFLICT OF INTEREST POLICY

Any possible conflict of interest on the part of any member, director, office or employee in the Corporation, or a member of the immediate family of any such person, shall be disclosed in writing to the Board of Directors. In addition, when a director has any interest in any transaction that involves a specific issue before the Board of Directors, any potential conflict of interest shall be made of record through complete and full written disclosure to the Board of Directors.

Notwithstanding any of the foregoing, a transaction involving a director or officer, or a member of the immediate family of any such person, shall be prohibited unless it is in the best interests of the Corporation, the transaction is for goods or services in the ordinary course of business of the Corporation for the actual and reasonable value (or for a discounted value) of the goods or services, the transaction is fair to the Corporation, and the appropriate actions as set forth herein are taken.

When a transaction involving a director or an officer, or a member of the immediate family of any such person, exceeds Five Hundred Dollars ($500.00) but is less than Five Thousand Dollars ($5000.00) in a fiscal year, the transaction must be approved by a two-thirds (2/3) vote of the Disinterested Directors (as hereinafter defined) without the participation, voting, or presence of any director or officer with a financial interest in the transaction or a director or officer who has had a pecuniary benefit transaction (as defined in RSA 7:19a, I(c) with the Corporation in the same fiscal year.
When a transaction involving a director or an officer, or a member of the immediate family of any such person, exceeds Five Thousand Dollars ($5000.00) in a fiscal year, then: (i) the two-thirds vote of the Disinterested Directors is required; and (ii) prior to the consummation of the transaction, the Corporation must publish notice of the transaction in a newspaper of general circulation in the community in which the Corporation's principal office is located or in a newspaper of general circulation throughout the State of New Hampshire; and (iii) prior to the consummation of the transaction, the Corporation must provide written notice of the transaction to the Office of the Director of Charitable Trusts of the Office of the New Hampshire Attorney General.

The minutes of the meeting in which a transaction is considered to be undertaken pursuant to this conflict of interest policy shall reflect the disclosure that was made, the abstention from voting of the interested parties and the actual vote itself.

Every new director will be advised of this policy upon assuming the position of director and shall sign a statement acknowledging and understanding of and agreement to this conflict of interest policy. The Board of Directors will comply with all requirements of New Hampshire law concerning conflicts of interest related to non-profit entities, and such New Hampshire are hereby incorporated into and made part of this conflict of interest policy by reference.

For the purposes of this conflict of interest policy, a Disinterested Director is a director who does not have a financial interest in the transaction under consideration and has not been involved in a different transaction subject to this Conflict of Interest Policy within the same fiscal year.

Notwithstanding anything herein to the contrary, under no circumstances is the Corporation to make any loans to any director or officer of the Corporation.

**ARTICLE XII - NON-DISCRIMINATION STATEMENT**
Northeast Deaf and Hard of Hearing Services, Inc., its Board of Directors, Officers and employees shall not discriminate against any individual in-regards to board membership, employment and services provided by the Corporation, on the basis of race, color, religion, sex, or national origin.