



Association of Counties

Bylaws

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Article I: Organizational Structure

Section I.1 Name of Organization

The name of this organization shall be the “New Hampshire Association of Counties, Inc.,” hereinafter referred to as “the Corporation.”

Section I.2 Place of Business

The Corporation will have its principal place of business in Concord, New Hampshire. The Corporation may also have an office in such other places as the Executive Committee may direct.

Section I.3 Association Management

The Corporation shall be managed by an Executive Director and/or hired or contracted association management staff. The Executive Director and/or hired or contracted association management staff is/are responsible for day-to-day operations and administrative duties to support the work of the Corporation.

Section I.4 Legal Structure

Section I.4.a. Governance

The Executive Committee shall be the governing body for the Corporation.

Section I.4.b. Nonprofit Status

The Corporation became a duly authorized nonprofit corporation in the State of New Hampshire in October 1975.

Section I.4.c. Tax-exempt Status

The Corporation became a duly authorized tax-exempt 501(c)(6) trade association on August 1, 2005 (retroactive to October 31, 1975). June 1, 2006, exempted from filing Form 990 by the Internal Revenue Service (IRS) as our organization meets the requirements of Revenue Procedure 95-48, 4.01 (a). The Corporation is formed as a corporation.

Section I.5 Corporate Seal

The Executive Committee may authorize a corporate seal which shall have inscribed thereon the name of the corporation and the state and year of incorporation.

Section 1.6 Acceptance of Grants; Property

The Corporation may apply for grants or assistance. The Officers shall approve any grants awarded, financial or otherwise, from any government, local, state or federal, or other public or private services; enter into and carry out contract or agreement in connection with such assistance; and include in any contract for assistance such conditions required pursuant to law as the Officers may deem reasonable and appropriate. The Corporation, through the Officers, may purchase, lease, hold, sell or otherwise devise real and personal property, alone or jointly with others, as may be deemed necessary to the conduct or accomplishment of its purpose by the Officers.

Section 1.7. Meetings Subject to Right-To-Know-Law

All meetings of the Corporation shall comply with New Hampshire's Right-To-Know-Law, RSA 91-A.

Article II: Purpose and Objectives

The object for this Corporation, as established by the New Hampshire County Commissioners, is to operate as a trade association of participating county governments in the State of New Hampshire that voluntarily choose to participate as members of the Corporation. The Corporation shall serve to promote the interests of county government in the State of New Hampshire pursuant to §501(c)(6) of the Internal Revenue Code of 1986 as that Code may be amended from time to time (the "Code").

In furtherance of the aforementioned purposes, the purposes for which the Corporation is organized and shall exist shall include (among others) all purposes not inconsistent with the foregoing permitted by law that are not otherwise limited by the Articles of Agreement or by the bylaws, including, but not by way of limitation, the promotion of the common business interests of its Members which shall consist of those counties within the State of New Hampshire that choose to participate as members. The activities and operations of the Corporation shall be limited to those functions that provide member county governments with assistance in connection with the exercise of any essential governmental function permitted to counties under the laws of the State of New Hampshire and the United States. Such purposes may include (but shall not be limited to) the following activities among others:

- (a) To stimulate the continuing improvement of county government;
- (b) To serve as the statewide voice for county government;
- (c) To contribute to the knowledge and awareness of county governments' heritage and their future;
- (d) To serve as a liaison between the state's counties and other levels of government;
- (e) To achieve public understanding of the role counties play at the local, state and federal level;
- (f) To address problems common to the counties of the State of New Hampshire;
- (g) To provide the member counties with benefits of improved service and reduced costs through cooperative efforts including (but not limited to) periodically publishing materials for county use, holding an annual convention, and conducting educational and training services for county officials;
- (h) To serve, promote, protect and advance the interests of county governments in the State of New Hampshire;
- (i) To serve as a vehicle for the exchange of information among counties; and
- (j) To provide information to the State legislature for the development of sound legislation affecting county government and matters relevant to administration of government programs and services for the benefit of the public.



All the assets and income of the Corporation shall be used exclusively to accomplish the purposes of the Corporation and no part thereof shall inure to the benefit of any Director, Officer, or private individual, provided, however, that nothing contained herein shall be construed to prevent the payment or reimbursement by the Corporation of salaries and expenses of its Officers and association management.

Article III: Members and Membership Responsibilities

Members shall consist of the elected or appointed officials of county governments of the State of New Hampshire. Only members in good standing as defined in Article IV.4 may vote on issues before the Corporation. Membership in the Corporation is not transferable or assignable.

Section III.1. Affiliate Groups

Members of the Corporation may form affiliate groups to support professional development, to promote inter-county relations and to address public policy issues related to particular areas of expertise. Affiliates have full power and authority to collectively associate, discuss and meet at the times and place its members so choose. Affiliates shall be governed by the Executive Committee and shall comply with all governance requirements as defined in Article VIII.

Section III.1.a. The Commissioners Council

The Commissioners Council operates as an Affiliate under the Corporation, maintaining all rights and responsibilities as an Affiliate. The Commissioners Council shall consist of the members of the Boards of Commissioners of each New Hampshire county.

Section III.1.b. Affiliate Member Responsibilities

Affiliate member responsibilities shall include, but are not limited to:

- 1) Informing and making recommendations regarding public policy in its area of expertise to the Officers, the Legislative Committee, and the Executive Committee as appropriate.
- 2) Distributing a written report of activities to the Executive Committee on a regular basis;
- 3) Reporting on financial activities of the Affiliate;
- 4) Developing and monitoring Affiliate-specific bylaws according to standards established by the Executive Committee; and
- 5) Seeking approval for initial bylaws and amendments thereafter by the Executive Committee;

Section III.1.c. Limitation of Affiliate Powers

No Affiliate member shall be deemed to have the power, without express consent of these bylaws or the Executive Committee, to authorize expenditures of Corporation funds, endorse legislation or proposals in the name of the Corporation or in the name of the Affiliate.

Section III.1.d. Affiliate Member Voting

Individual members of an Affiliate are entitled to one vote on each matter submitted to a vote of the Affiliate as long as they are members in good standing as defined by Article IV.4.

Section III.2. Request for Affiliate Membership

Requests to establish an Affiliate must be written and directed to the President of the Corporation. The President shall present the request to the Executive Committee for a vote.

Section III.2.a. Associate Members

Any organization whose primary members are county employees or that receives substantial funding from counties in New Hampshire may become an Associate Member. Key criterion for Associate Members is that the organization has its own nonprofit, tax-exempt status and, therefore, is not subject to governance by the Corporation.

Section III.2.b. Associate Member Responsibilities

Associate Member responsibilities shall include, but are not limited to:

- 1) To promote inter-county relations; and
- 2) To distribute a written report of activities to the Executive Committee on a regular basis.

Section III.2.c. Limitation of Associate Powers

No Associate Member shall be deemed to have the power, without express consent of these bylaws or the Executive Committee, to authorize expenditures of Corporation funds, endorse legislation or proposals in the name of the Corporation.

Section III.2.d. Associate Member Voting

Associate Members do not have voting rights.

Section III.2.e. Request for Associate Membership

Requests to become an Associate Member must be written and directed to the President of the Corporation. The President shall present the request to the Executive Committee for a vote.

Article IV: Dues/Assessments

The purpose of dues and/or assessments is to achieve the objectives and goals as set forth by the Corporation.

Section IV.1. Dues

Annual dues in an amount established by the Commissioners Council will be assessed to each county, Affiliate and Associate Member.

Section IV.2. Assessments

Special assessments in an amount established by the Commissioners Council may, from time to time, be assessed to county, Affiliate and Associate Members for expressly designated purposes.

Section IV.3. Payment of Dues/Assessments

Timely payment of dues and/or assessments shall be defined as payment no later than April 15th for counties on a calendar fiscal year and October 15th for counties on a July to June fiscal year. Association management, whether employees or hired by contract, will notify the Officers if any county is delinquent in payment.

Section IV.4 Default and Termination of Membership

Timely payment of the dues and/or assessments by members shall be a prerequisite to a membership in good standing and voting rights in the Corporation.

Article V: Executive Committee

Section V.1. General Powers

The Executive Committee is the main voting body of the Corporation and authorized to:

- a) Nominate and elect Officers of the Corporation;
- b) Review and approve the budget;
- c) Consider and vote on recommendations brought forth by any Affiliate or Committee;
- d) Perform all other duties as may be required or appropriate.

Section V.1.a. Powers of Individual Executive Committee Members

No individual Executive Committee member shall act for or on behalf of the Executive Committee except as specifically authorized by the Committee.

Section V.2. Number

The Executive Committee shall be comprised of five (5) elected or appointed county officials or their designees from a county member in good standing as defined by Article IV.4 for a total of 50 members.

Section V.3. Term

Executive Committee members shall serve a term of two years but may be reappointed to an unlimited number of terms.

Section V.4. Nomination

Following the general election in even numbered years, each Board of County Commissioners shall appoint members to the Executive Committee. Members may only be submitted from member counties in good standing. There shall be at least one representative from each member county in good standing with the Corporation on the Executive Committee. Boards of County Commissioners of member counties in good standing will be notified of open seats by the President or his/her designee.

Section V.5. Meetings

Section V.5.1. Regular Meetings

The Executive Committee shall have regular meetings of no less than six (6) per year. Notice of regular meetings shall be made available at least seven (7) days in advance of such meeting.

Section V.5.2. Special Meetings

The President or any five (5) member counties in good standing may call a special meeting of the Executive Committee at any time by filing a call with the President. The President shall notify Executive Committee members not more than seven (7) days after filing and the notice of special meeting shall state the purpose of the meeting.

Section V.5.3. Special Circumstances

Rules defined in sections V.5.1 and V.5.2 may be suspended in the event of an emergency or under other special circumstances so long as public notice is made.

Section V.5.4. Electronic Meetings

The Executive Committee or any committee appointed by the Executive Committee may participate in a meeting by means of conference telephone or similar communications equipment, if available, in compliance with New Hampshire's Right-To-Know-Law, RSA 91-A.

Section V.6. Quorum

Twenty (20) members of the Executive Committee and at least six (6) counties represented shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

Section V.7. Proxy Voting Privilege

Each member of the Executive Committee in good standing may vote by written proxy on any and all matters. Such proxy will be recorded at any meeting and provided in writing to the Bylaws Chair or President in writing no later than twenty-four hours in advance of the meeting. This section is subject to New Hampshire's Right-To-Know-Law, RSA 91-A and any and all applicable statutory regulations.

Section V.8. Manner of Acting

The act of a majority of the Executive Committee at a meeting at which a quorum is present when a vote is taken shall be considered the act of the Executive Committee, unless the act of a greater number is required by law or by these bylaws. A tied vote is a failed vote and not an action of the Executive Committee.

Section V.9. Vacancies

The Board of Commissioners from the county wherein the vacancy occurred may appoint a replacement for the unexpired term at their earliest convenience. The appointment does not necessitate confirmation by the Executive Committee.

Section V.10. Termination

Any member of the Executive Committee may be replaced or removed by a vote of their respective Board of Commissioners.

Article VI: Officers

The Officers of the Corporation shall be President, Vice President, Treasurer, At-Large Officers (2), Bylaws Chair, and Immediate Past President. The Officers will be elected by the Executive Committee from the Executive Committee. The Officers shall remain a part of the Executive Committee. Appointed or elected officials of member counties in good standing are eligible to serve as and become an Officer, while 2 Officer positions must be filled by elected county officials.

Section VI.1. General Powers

Officers are accountable to and authorized by the Executive Committee to:

- a) Monitor the financial stability and viability of the Corporation;
- b) Serve as the Human Resources Committee;
 1. Review and recommend changes to personnel policies, standards and practices, which are in keeping with applicable local, state and federal employment practices;
 2. Perform the annual evaluation of the Corporation management as applicable.
 3. In the event of a vacancy of the association management position, shall interview and recommend a replacement;
4. Prepare prioritized annual goals and objectives for the Corporation; and
5. Perform all other duties as may be required by the Executive Committee.

Section VI.2. Term

The Officers shall hold office for two years. All Officers shall assume their positions on adjournment of the last meeting of the calendar year. An Officer may serve for two continuous terms and then must take a one-term break before serving for two more terms. No limit on the number of terms.

Section VI.3. Nominations

The nominations process shall be led by the Vice President. Nominations may be made by any member of the Executive Committee in good standing. The call for nominations will be made to the Executive Committee by the scheduled November Executive Committee meeting in even-numbered years, including information regarding the roles and responsibilities of each Officer position. Nominations shall be accepted from the floor during the last meeting of the calendar year.

Section VI.4. Election

Officers shall be elected at the last meeting of even-numbered years, per the nominations process as defined in Section VI.4. Officers shall be elected by a majority vote of the Executive Committee. Every Officer must be from a member county in good standing for the term of their respective office in the Corporation.

Section VI.5. Meetings

Section VI.5.a.Regular Meetings

The Officers shall have regular meetings but no less than six (6) per year. Notice of regular meetings shall be distributed at least seven days in advance of such meeting and will include the date, time, location and agenda for the meeting.

Section VI.5.b. Special Meetings

The President or five (5) officers shall have the authority to call a special meeting of the Officers at any time. Notice of special meetings shall be given at least 48 hours in advance of the meeting. The notice will include the date, time, location and agenda for the special meeting.

Section VI.5.c. Remote Participation

The Officers may participate in a meeting of the Officers by means of conference telephone or similar communications equipment, if available, in compliance with New Hampshire's Right-To-Know-Law, RSA 91-A.

Section VI.6 Quorum

Four (4) or more Officers present shall constitute a quorum at Officer meetings.

Section VI.7 Manner of Acting

The act at a meeting of the Officers at which a quorum is present when a vote is taken and the majority approves or opposes shall be considered the act of the Officers, unless the act of a greater number is required by law or by these bylaws. A tied vote is a failed vote and not an action of the Officers.

Section VI.8 Termination

Any member of the Officers may be replaced or removed by a majority vote of the Executive Committee.

Section VI.9 Vacancies

The Executive Committee shall fill the vacancy of any Officer for the unexpired term by a majority vote.

Section VI.10 Action by Officers without a Meeting

Any action required to be taken at a meeting of the Officers, or any action which may be taken at a meeting of the Officers, may be taken without a meeting if a consent, in writing setting forth the action so taken, shall be signed by all of the Officers.

Section VI.11 Officer Roles and Responsibilities

Section VI.11.a. President

It shall be the duty of the President:

- a) To preside over all regular and called meetings of the Executive Committee, and the Officers.
- b) To appoint any special committee for any purpose consistent with these bylaws and to appoint the committee chairperson unless otherwise specified within these bylaws.
- c) To perform all other duties as may be required by the Executive Committee.
- d) For voting on elections, the President shall hold their vote and only cast it if needed to break a tie.

Section VI.11.b. Vice President

It shall be the duty of the Vice President(s) to attend the regular and called meetings of the Executive Committee and Officers. The Vice President shall assist the President and shall perform such other duties as may be assigned by the Officers or the Executive Committee. The Vice President, followed by the Treasurer and Immediate Past-President, shall preside at any meetings in the absence of the President. The Vice President shall lead the nominations process for the election of the Officers. The Vice President must be from a member county in good standing.

Section VI.11.c. Treasurer

It shall be the duty of the Treasurer to attend regular and called meetings of the Executive Committee and Officers. The Treasurer shall perform or cause to be performed activities which shall ensure that accurate financial records and financial procedures are maintained for the monies of the Corporation. The Treasurer shall perform such other duties as may be assigned by the President or the Executive Committee. The Treasurer shall be the chair of the Finance Committee.

Section VI.11.d. At-Large Officers

It shall be the duty of At-Large Officers to attend regular and called meetings of the Executive Committee and Officers. At-Large Officers shall perform such other duties as may be assigned by the President or the Executive Committee.

Section VI.11.e. Bylaws Chair

It shall be the duty of the Bylaws Chair to attend regular and called meetings of the Executive Committee and Officers. The Bylaws Chair shall ensure compliance with these bylaws in all business of the Executive Committee, Officers, Committees, and Affiliates. The Bylaws Chair shall serve as the chair of the Bylaws Committee.

Section VI.11.f. Immediate Past President

It shall be the duty of the Immediate Past President to attend regular and called meetings of the Executive Committee and Officers. The Immediate Past President shall perform such other duties as may be assigned by the President or the Executive Committee.

Article VII. National Association of Counties (NACo) – Board of Directors

NACo bylaws provide the opportunity for representation on the Board of Directors through state associations whose eligible members include all counties or all county officials in the state. A state association with an active NACo member county may nominate one county official and a state association with 100 percent county membership in NACo may nominate a second member. Pursuant to NACo bylaws, all nominated Directors shall be elected county officials. Nominations shall be determined by the Corporation and communicated to the President of NACo on an annual basis following the last meeting of the year.

Section VII.1 First member – President or other Officer

The first member nominated by the Corporation shall be the President. If the President declines to serve or is declared ineligible to serve under NACo bylaws, the Vice President of the Corporation will serve as the first member.

Section VII.2 Second Member

The second member nominated by the Corporation shall be the Vice President. If the Vice President declines to serve or is declared ineligible to serve, then the Immediate Past President shall serve.

Section VII.3 Contingency

If the Immediate Past President declines to serve, then the remaining Officers of the Corporation in ascending order may serve. If they decline to serve or are declared ineligible to serve, then the decision will go to the Executive Committee for an election to determine who serves on the first and second seats of the NACo Board of Directors.

Article VIII. Standing Committees & Affiliates

Section VIII.1. Governance

At all times, Committees and Affiliates of the Corporation are subject to the governance of the Executive Committee.

Section VIII.1.a. Chairperson

The members of the Committee or Affiliate will elect the Chairperson of the Committee or Affiliate by a majority vote unless otherwise defined in these bylaws.

Section VIII 1.b. Committee Consultation

Each Committee and Affiliate, in the course of its work and study, shall consult with appropriate affiliated organizations, individuals and county, state and federal officials and agencies.

Section VIII.1.c. Committee Reports & Meeting Minutes

Each Committee and Affiliate shall keep full, complete, and accurate reports of its proceedings and file these at the Corporation's principal place of business. In addition, each committee and affiliate shall make a summary report of its studies, work, activities and recommendations to the Corporation no less than annually, in compliance with New Hampshire's Right-To-Know-Law, RSA 91-A.

Section VIII 1.d. Limitation of Committee Powers

No Committee or Affiliate shall be deemed to have the power, without express consent of these bylaws or the Executive Committee, to authorize expenditures of Corporation funds, endorse legislation or proposals in the name of the Corporation or in the name of the Committee or Affiliate.

Section VIII 1.e. Quorum

A majority of the members of any Committee or Affiliate shall constitute a quorum for the transaction of Committee or Affiliate business.

Section VIII.2. Committee Membership

Section VIII.2.a. Nominations

Nominations for members to serve on standing Committees shall be requested from the Executive Committee by the President.

Section VIII.2.b. Confirmation

The Executive Committee shall confirm members to serve on standing Committees, other Committees of the Corporation, and Affiliates.

Section VIII 2.c. Vacancy

The President shall fill any vacancy for the un-expired term of any standing Committee with confirmation of the Executive Committee.

Section VIII.2.d. Term Limits

There are no term limits for those serving on a Committee.

Section VIII.3. Bylaws Committee

Purpose	The duties of the Bylaws Committee shall be to: a) Review the bylaws periodically but no less than every other year; and b) Shall recommend amendments as needed. c) Ensure compliance with current bylaws. Should there be disagreement regarding the meaning of anything described in the bylaws, it shall be brought to a vote in the Executive Committee.
Number of Members	Three (3)
Qualifications	Elected or appointed county officials.
Term of Membership	Two years



Section VIII.4. Certification Board

The Executive Committee, as the governing body of the Corporation, is authorized to promulgate rules and procedures for the initial and continuing certification of county corrections officers in accordance with RSA 100-A:1 §VII (c) (2, 3). The Executive Committee shall establish the fee schedule for Academy tuition and certification.

Purpose	The duties of the Certification Board shall be to: (a) Develop initial and continuing certification standards for county corrections officers consistent with RSA 100-A: 1 §VII (c) (3). (b) Enforce the Code of Administrative Rules and Certification Standards for County Corrections Officers. (c) Certify, renew, decertify, suspend or lapse certification for county corrections officers. (d) Convene an adjudicative hearing for contested proceedings as outlined in Section 500 of the Code of Administrative Rules. (e) Submit all certification, recertification and decertification policies and procedures to the Executive Committee for review and approval.
Number of Members	Ten (10)
Quorum & Voting	A quorum shall consist of six (6) members of the Board, and as such, can operate with the same authority as the full Board. Voting: a) At no time shall any county have more than one vote. b) Proxy votes are allowed with full voting rights.
Term of Membership	Two years
Vacancy	Each Board of County Commissioners shall submit, in writing, their nomination to fill a vacancy of their county representative to the Executive Committee.

Section VIII.5. Finance Committee

Purpose	The duties of the Finance Committee shall be to: a) Review and recommend the annual budget to the Executive Committee; b) Review fiscal policies and procedures and make recommendations to the Executive Committee; c) Periodically review the financial operations of the Corporation and prepare a report of findings and recommendations to the Executive Committee. d) Cooperate with the audit process.
Chairperson	Treasurer
Number of Members	Four (4) plus a representative of the association management.



Qualifications	Elected or appointed members from active member Counties may serve on the Committee. Other than the Treasurer, no Officers shall serve on the Committee. Two (2) members of the Committee must be elected County Commissioners.
Term of Membership	Two (2) years

Section VIII.6. Legislative Committee

Purpose	The duties of the Legislative Committee shall be to: a) Solicit input from the Executive Committee and develop proactive legislative agenda and priorities; b) Monitor and investigate such federal and state legislation which may impact county government in New Hampshire; c) Assist legislative advocates with a strong presence in the NH General Court; d) Prepare and present any necessary recommendations for Corporation action to the Executive Committee for approval (unless there is/are hired legislative advocate(s)).
Number of Members	Unlimited membership granted to those within the Corporation.
Qualifications	Not applicable.
Term of Membership	Not applicable.

Section VIII.7. Strategic Planning Committee

Purpose	The duties of the Strategic Planning Committee shall be to: a) Recommend strategic goals and objectives to the Executive Committee; b) Monitor and evaluate implementation of goals and objectives; c) Report no less than quarterly to the Executive Committee; and d) Meet as needed.
Number of Members	10 – one from every county
Qualifications	Appointed or elected official from a county in good standing.
Term of Membership	Two-year term

Section VIII.8. Other Committees

The President may also request any special committee for any purpose consistent with the Corporation’s bylaws by calling on the Executive Committee for nominations for Committee membership. When a Committee is established, the following shall be developed: purpose, number of members, qualifications, and term of membership.

Article IX: Political Committee Appointments

From time to time, the Corporation is named as the appointing authority for county members to serve on commissions of the governor, committees and the like.

Section IX.1. Nomination

Nominations according to the specifications of the enabling NH RSA for each appointment shall be nominated by the President with the confirmation of the Executive Committee.

Section IX.2. Confirmation

The Executive Committee shall confirm nominations and shall direct the President to notify the Legislative Clerk of the appointment.

Section IX.3. Member Responsibilities

Members appointed to political committees shall periodically report to the Executive Committee.

Section IX.4. County/State Finance Committee

Purpose	Pursuant to RSA 28-B:3, the duties of the Committee shall be to oversee the financial relationship and the development of policy associated with programs for which county and state governments share funding obligations. Further definition is contained in RSA 28-B:3 I-IV.
Number of Members	Twelve (12)
Qualifications	Six representatives appointed by the Corporation as defined in RSA 28-B:3 Six State officials: Commissioner, DHHS Director of Division of Elderly and Adult Services Three members appointed by the Commissioner of DHHS One member appointed by Governor and Council
Term of Membership	Two years

Article X: Financial Management

Section X.1. Financial Audit

The Executive Committee shall contract with an independent, certified public accountant for periodic financial audits of the Corporation. The auditor’s report shall be presented to the Officers for approval. A copy of the report shall be distributed to each Officer and the Chair of each County Board of Commissioners and posted on the Corporation website.

Section X.2. Financial Year

The financial year for the Corporation shall be the calendar year (January 1 through December 31).

Section X.3. Budget

In consultation with the Finance Committee, the association management shall prepare a proposed budget. The Treasurer shall present the proposed budget to the Executive Committee of

the Corporation for review and revision. The Treasurer shall present the proposed budget to the Executive Committee for informational purposes by October 1. The budget shall require a majority vote for approval by the Executive Committee and shall be adopted by November 1 each year.

Section X.4. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer or such other officer or officers in a manner as shall be determined by resolution of the Executive Committee. No checks shall be drafted without appropriate receipts.

Section X.5. Competitive Bidding

The Corporation shall have a competitive bid process in alignment with RSA 28:8 for the purchase of any equipment or materials in an amount exceeding \$5,000 each or in total. The Officers may recommend a waiver of the provision and by unanimous vote may waive the provisions for bidding. The Officers must report the waiver process to the Executive Committee at the next meeting of the Executive Committee.

Section X.6. Contracts

The Officers shall review any contract and make a recommendation to the Executive Committee. The Executive Committee may authorize any Officer, or Officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section X.7. Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Officers may select.

Section X.8. Gifts

No person, on the behalf of the Corporation, shall accept any contribution, gift, bequest or devise over \$100 unless by a majority vote of approval the Executive Committee.

Article XI: Amendments

Amendments to the charter and bylaws of the Corporation may be proposed by a member(s) of the Executive Committee by written request with the President at least thirty (30) days prior to a meeting of the Executive Committee. Written notice of proposed amendment(s) shall be given to the Executive Committee at least fifteen (15) days prior to a meeting of the Executive Committee. Amendments must be approved by a majority vote of the Executive Committee including votes from representatives from at least (6) member counties in good standing in order to become effective.

Article XII: Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Officers, Executive Committee, other Committees and

Affiliates. Association management keep such records at the registered or principal office, as well as a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, his agent or attorney for any proper purpose at any reasonable time. Meeting minutes shall be recorded and archived by Corporation management.

Article XIII: Conflicts of Interest

Any known conflict of interest on the part of any member of the Executive Committee, Officer or association management staff of the Corporation, shall be disclosed to the Executive Committee and made a matter of record as part of the relevant meeting's minutes.

Where the transaction involving an Executive Committee member or Officer exceeds five hundred dollars (\$500) in a fiscal year, a two-thirds vote of the disinterested Executive Committee members is required.

Article XIV: Dissolution

In case of the dissolution of the Corporation, the assets shall be distributed to member counties in good standing in the same proportions as dues are collected, or to political subdivision(s) thereof, or to one or more organizations substantially similar to the Corporation or its members that is exempt from federal income taxation pursuant to § 501(a) of the Code and whose income is excludable from gross income under § 115(1) of the Code.

Article XV: Limitation of Liability

Unless otherwise expressly authorized by the Executive Committee, the members of the Executive Committee and Officers shall serve without compensation and, pursuant to Section 508:16 of NH RSA, shall not be liable for bodily injury, personal injury and property damage of the claim for such damages arising from an act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the purposes of the Corporation.

The members of the Executive Committee and Officers shall not be liable to the Corporation for monetary damages for breach of their fiduciary duties to the full extent permitted by NH RSA Chapter 292.

Article XVI: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules of order that the Corporation may adopt.