

**AMENDED AND RESTATED BYLAWS  
OF THE  
SOCIETY FOR THE PROTECTION OF NEW HAMPSHIRE FORESTS**

**ARTICLE I  
NAME**

The name of the corporation shall be the Society for the Protection of New Hampshire Forests (hereinafter the "Society"). Its principal place of business shall be Concord, New Hampshire.

**ARTICLE II  
PURPOSE**

The objects for which this corporation is established are to employ all lawful means for the protection of New Hampshire forests, and for the conservation of its natural resources and advantages which might be impaired by forest destruction, to promote the preservation and management of forests for commercial use, the planting and care of trees for shade, ornament, and utility, to receive and hold in trust for purposes to the foregoing any real estate or other property which may be acquired by the corporation by gift or otherwise, and to manage such property and dispose of the proceeds thereof for the uses of said corporation or as may be provided otherwise by the special terms of the trust; to become the corporate successor of the voluntary association formed on February 6, 1901, and under the name of the Society for the Protection of New Hampshire Forests and to undertake and carry on the activities of said Society; to cooperate with other measures of public improvement in the State of New Hampshire; and to do any act in pursuance of the foregoing objects which shall tend to advance the public welfare.

The Society shall not carry on any activity not in furtherance of the foregoing purposes or any activity not permitted to be carried on (a) by a corporation exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) by a voluntary corporation formed under the provisions of Chapter 292 of the Revised Statutes Annotated of New Hampshire and the Amendments thereto. No substantial part of the activities of the Society shall be to carry on propaganda, or otherwise attempt to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code, and the Society shall not participate in, or intervene in (including publishing or distributing statements), any political campaign on behalf of any candidate for public office.

**ARTICLE III  
BOARD OF TRUSTEES**

**Section 1. General**

The Board of Trustees shall consist of not less than six (6) and not more than twenty (20)

Trustees including the President/Forester, who shall be a voting member of the Board. The number of Trustees shall be set and elected from time to time in a manner not inconsistent with the Society's Articles of Agreement and these Bylaws.

**Section 2. Control and Power**

The Board shall have the exclusive control and power to manage the activities, property, and affairs of the Society, including the review and approval of the Society's annual operating and capital budget, and shall determine the manner in which the funds of the Society, both principal and income, shall be invested, applied and distributed within the limitations of the Articles of Agreement and these Bylaws.

**Section 3. Nomination**

Candidates for the office of Trustee shall be nominated by the Leadership and Governance Committee.

**Section 4. Election**

The Trustees shall be elected by a majority vote of the Members present and voting at the Annual Meeting of the Members. Trustees shall be elected for a term of three years, to serve until their successors are elected, or until their death, resignation or removal. A Trustee may be elected to a shorter term to fill the unexpired term of a former Trustee.

No Trustee shall serve more than two successive three-year terms. Following a year out of service as a Trustee, a former Trustee will again be eligible to serve two successive terms.

Notwithstanding anything to the contrary in this section, the term of any Trustee who has served as chair may be extended by the number of years that person served as chair.

**Section 5. Removal**

Any member of the Board may be removed at any time by the vote of a majority of the Trustees then in office at any meeting of the Board, provided that notice of such vote is included in the call for the meeting.

**Section 6. Vacancies**

In the event of a vacancy on the Board due to death, resignation or otherwise, a majority of the remaining members of the Board shall elect a person to fill such vacancy pursuant to Section 4 above.

**ARTICLE IV  
MEETINGS OF THE TRUSTEES**

**Section 1. Regular Meetings**

Regular meetings of the Board shall be held at least four (4) times per year upon call of the Chair.

**Section 2. Special Meetings**

Special meetings of the Board may be called by the Chair, or by any five (5) Trustees, on five (5) days notice to be held at such time, day and place as shall be designated in the notice of the meeting.

**Section 3. Notice of Meetings**

The time, day and place of any regular or special meeting of the Board shall be specified in the notice of the meeting, but no such specification is required in a waiver of notice of such meeting. Notice shall be given as provided in Article V.

**Section 4. Electronic and Telephone Meetings**

Any one or more Trustees may participate in a meeting of the Board by conference telephone or other electronic means by which all persons participating in the meeting can communicate with each other. Participation by telephone or other electronic means shall be equivalent to presence in person at a meeting for purposes of determining if a quorum is present.

**Section 5. Record of Meetings**

The Secretary or, in the absence of the Secretary, the Chair shall cause a record of the meeting to be kept.

**Section 6. Quorum: Vote Required**

One-third of the Trustees then in office shall constitute a quorum for the transaction of business at any meeting of Trustees and, unless otherwise provided for by law or these Bylaws, the act of the majority of the Trustees present and voting at any meeting at which a quorum is present shall be the act of the Board. If a quorum shall not be present at any meeting of the Trustees, the Trustees present at the meeting may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

**Section 7. Action by Unanimous Consent**

Any action required or permitted to be taken at a meeting of the Trustees may be taken without a meeting if:

- a. Consents in writing, setting forth the action so taken, shall be signed by all of the Trustees and filed by the Secretary with the minutes of the meetings of the Board. The consents may be executed in any number of counterparts, all of which when taken together shall constitute a single original consent.
- b. Consents by electronic mail, setting forth the action so taken, submitted by all the Trustees, received and filed by the Secretary with the minutes of the meetings of the Board.

**ARTICLE V  
NOTICE**

**Section 1. General**

Whenever under the provisions of law or these Bylaws, notice is required to be given to any person, such notice may be given via U.S. mail or overnight delivery service with postage prepaid, and shall be deemed given when deposited in the mail or the delivery service addressed to such person at such person's address as it appears on the records of the Society. Notice may also be given by electronic mail, facsimile, or hand delivery, and such notice will be deemed given when received.

**Section 2. Waiver**

Whenever any notice is required to be given by law or by these Bylaws, a waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated in these Bylaws, shall be deemed equivalent to the giving of such notice. Attendance at a meeting either in person, or if applicable, by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he or she attends solely for the purpose of objecting at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

**ARTICLE VI  
OFFICERS**

**Section 1. General**

The officers shall be the Chair, Vice Chair, a President/Forester, a Secretary, a Treasurer, and such other officers as shall be determined by the Board, all of which shall be elected by the Board of Trustees except for the Secretary, who is elected by the general membership.

## **Section 2. Powers and Duties**

The officers shall have the respective powers and duties which customarily appertain to or are incidental to their respective offices, including but not limited to, those set forth in these Bylaws, and such additional powers as the Board may from time to time designate and confer.

- A. **Chair**. The Chair shall preside at all meetings of the Board and shall perform all other duties properly required of the Chair by the Board.
- B. **Vice Chair**. The Vice Chair shall exercise the functions of the Chair during the absence or disability of the Chair and shall have such other powers and duties as may be assigned to the Vice Chair from time to time by the Board.
- C. **President/Forester**. The President/Forester is hired by the Board and shall serve as a Trustee. The President/Forester shall have day to day responsibility of the Society, including carrying out the Society's goals and policies, shall report on the activities of the Society, and perform such other duties as assigned by the Board. The Board shall establish the compensation payable to the President/Forester.
- D. **Secretary**. The Secretary shall cause minutes of all meetings of the Board to be kept, maintain custody thereof, and perform such other duties as are properly required of the Secretary of the Board.
- E. **Treasurer**. The Treasurer shall cause regular books of account to be kept and shall render to the Board, from time to time as may be required, an account of the financial condition of the Society and shall perform all other duties properly required of the Treasurer by the Board.
- F. **Other Officers**. The Board may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

## **Section 3. Terms of Office**

The Chair, Vice Chair, Secretary, and Treasurer shall each serve for a term of one (1) year and until his or her successor shall be elected and qualified. Other officers shall hold office for a term designated by the Board and until their successors are chosen and qualified.

## **Section 4. Removal**

Any officer may be removed with or without cause, from such office by a two-thirds (2/3) vote of the members of the Board at a meeting of the Board called for such purpose.

**ARTICLE VII  
THE PRESIDENT/FORESTER’S COUNCIL**

There shall be an advisory council, known as “The President/Forester’s Council”, whose membership shall consist of all former chairs of the Society. The council shall convene at least annually to advise the President/Forester on matters of concern to the Society and its work.

**ARTICLE VIII  
COMMITTEES**

**Executive Committee**

The Chair shall appoint an Executive Committee of seven (7) members which shall include the Chair, the Vice-Chair, the Treasurer, the Secretary and three other Trustees who shall be, in general, representative of the major committees of the Board. The Executive Committee shall, between regular meetings of the Board, but never in substitution for such meetings, exercise all the powers of the Board of Trustees. Four members of the Executive Committee, present and voting, shall constitute a quorum.

**Finance Committee**

The Chair shall appoint a Finance Committee of not less than five (5) members, a majority of whom shall be either past or current members of the Board of Trustees and which shall include the Treasurer as Chair of the committee. The Finance Committee shall be responsible for the management of the assets of the Society, and in particular, for the investment and reinvestment of the securities held by the Society. The Finance Committee may appoint an investment subcommittee. The Finance Committee shall have the authority to engage the services of a professional investment advisor, subject to the approval of the Board. The Finance Committee shall also be responsible for budget review and preparation of an annual budget for the Society. The Committee shall consider such income and expenses as may reasonably be anticipated and make its recommendations to the Board for approval. A majority of the Finance Committee members, present and voting, shall constitute a quorum. The Finance Committee shall meet regularly upon the call of the Chair or upon the request of any member of the Committee and shall report at least quarterly to the Board.

**Audit Committee**

The Chair shall appoint an Audit Committee of not less than three (3) members of the Society, at least two of whom shall be Trustees, to supervise the annual activities of the Society’s independent, outside auditor. No committee member shall also be a member of the Finance Committee. The Audit Committee shall review the interrelationship between the staff and the auditors and shall be responsible for the employment and negotiation of fees of the auditor. A majority of the Audit Committee, present and voting, shall constitute a quorum. The Committee shall report at least annually to the Board and will also present the annual audit report to the Board for acceptance.

### **Land Protection Committee**

The Chair shall appoint a Land Protection Committee of not less than nine (9) members, at least a majority of whom shall either be past or current members of the Board. A majority of the Committee, present and voting, shall constitute a quorum. The Land Protection Committee shall evaluate all potential land protection projects involving the Society to insure that Society support of any participation in said projects is in furtherance of the Society's goals and objectives. The Land Protection Committee shall report its findings and make recommendations to the Board for the Board's decision. Said projects to be evaluated may include, but are not limited to, land transactions, such as acquisitions, donations, preacquisitions and sales, conservation easements and applications for environmental loan fund monies.

### **Leadership and Governance Committee**

The Chair shall appoint a Leadership and Governance Committee comprising not less than five (5) nor more than seven (7) Trustees. The purpose of the Leadership and Governance Committee is to (i) identify individuals qualified to become members of the Board and recommend to the Board nominees for election as Trustees at each annual meeting of the Board and to fill vacancies on the Board; (ii) develop and recommend to the Board governance guidelines for the Society, and (iii) oversee the evaluation of the Board and its committees and other duties assigned by the Board. A majority of the Committee shall constitute a quorum.

### **Other Committees**

The Board may also designate such other committees as they deem necessary for the efficient conduct of the business of the Society which committees may consist either of members of the Board or such other persons as are designated in the resolution authorizing the creation of that committee. Such committees may be discontinued when no longer necessary

## **ARTICLE IX**

### **Members**

Any person, corporation or unincorporated association may become a member in good standing of the Society, and shall have a vote at any meeting of the Members called in accordance with the provisions of these Bylaws by payment of such dues and fees as may be fixed from time to time by the Board. The Board may provide for various classes of membership and determine their privileges and rights. No Member shall be entitled to share in the distribution of corporate assets upon the dissolution of the Society.

**ARTICLE X**  
**Meetings of Members**

**Section 1. Regular meetings**

Regular meetings of the members shall be held at a time and place designated by the Chair.

**Section 2. Annual meeting**

An annual meeting of the members shall take place in the month of September. At the annual meeting the members shall elect trustees, the Secretary of the Society and receive reports on the activities of the Society.

**Section 3. Special meetings**

Special meetings may be called by the Chair, the Executive Committee, or a simple majority of the Board. A petition signed by five percent of voting members may also call a special meeting.

**Section 4. Notice of meetings**

Printed notice of each meeting shall be given to each voting member, by mail, not less than two weeks prior to the meeting.

**Section 5. Quorum**

The members present at any properly announced meeting shall constitute a quorum.

**Section 6. Voting**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

**ARTICLE XI**  
**FINANCES**

The funds of the Society shall be used only for the purposes set forth in Article II hereof.

Current funds shall be maintained in a depository approved by the Board acting upon the advice of the Finance Committee, and shall be disbursed only by the Treasurer or such other Officers of the Society, elected or appointed, as may from time to time be so empowered by the Board.

Capital funds and other property of the Society shall be invested in a manner approved by the Board, acting upon the advice of the Finance Committee.

**ARTICLE XII  
COMPENSATION**

No member, Trustee, Officer, elected or appointed, or employee of the Society, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Society, but this shall not prevent the payment to any such person of such reasonable compensation for services rendered to the Society in effecting any of its purposes as shall be fixed from time to time by the Board, acting upon the advice of the Finance Committee.

**ARTICLE XIII  
DISCRIMINATION PROHIBITED**

In administering its affairs, the Society shall not discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex, age, or sexual orientation.

**ARTICLE XIV  
INDEMNIFICATION**

The Society shall indemnify its Trustees, officers and committee members and former Trustees, officers and committee members and their respective heirs, executors, and administrators against all judgments and assessments and reasonable costs and expenses, including attorneys' fees, incurred by or imposed upon them in connection with any action, suit, or proceedings to which they may be made a party or with which they shall be threatened by reason of their being or having been Trustees, officers or committee members of the Society, except with respect to the following matters as to which they shall be finally adjudged in such action, suit or proceeding to involve: (i) a breach of his or her duty of loyalty to the Society, (ii) acts or omission which are not in good faith or which involved intentional misconduct or a knowing violation of law; or (iii) a transaction from which he or she derived an improper personal benefit. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Trustee, officer or committee member may otherwise be entitled as a matter of law or contract.

**ARTICLE XV  
CONFLICT OF INTEREST**

**Section 1. Duty to Disclose and Voting Requirements**

Any possible conflict of interest on the part of any Trustee or officer shall be disclosed in writing to the Board and made a matter of record through an annual procedure, and also when the interest involves a specific issue or transaction before the Board. Where the transaction involving a Trustee or officer exceeds \$500 but is less than \$5,000 in a fiscal year, a two-thirds (2/3) vote approving the transaction is required. Where the transaction involved exceeds \$5,000 in a fiscal year, then a two-thirds (2/3) vote approving the transaction and publication of a legal notice in the required newspaper is required, together with written notice to the office of the Attorney General, Charitable Trust Unit. The minutes of the meeting shall reflect that a

disclosure was made; that the interested Trustee and all other Trustees with a pecuniary transaction with the Society during the fiscal year were absent during both the discussion and the voting on the transaction. Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to this policy.

## **Section 2. Other Statutory Requirements**

The Board will comply with all requirements of New Hampshire laws dealing with pecuniary benefit transactions (RSA 7:19-a and RSA 292:6a) and all such laws are incorporated in full into and made a part of this policy statement. These requirements include, but are not limited to, absolute prohibition of any loans to any officer or Trustee of the Society and prohibition of any sale or lease (for a term greater than 5 years) or conveyance of real estate from an officer or Trustee without the prior approval of the probate court. These requirements extend to both direct and indirect financial interests.

## **ARTICLE XVI DISSOLUTION**

No Member, Trustee, Officer, elected or appointed, or employee of the Society, or any other private individual, whether connected with the Society or not, shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Society. All members of the Society, its Trustees, Officers, elected or appointed, and its employees, shall be deemed to have expressly consented and agreed that, upon such dissolution or termination of the affairs of the Society, whether voluntary or involuntary, the assets of the Society then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered, and paid over to one or more charitable, scientific or educational institutions, which are exempt under Section 501(c)(3) of the Internal Revenue Code. The said distribution of assets shall be upon such terms and conditions and in such amounts and proportions as the Board may impose and determine, to be used by such charitable, scientific or educational institutions for such similar or kindred purposes as are set forth in these Bylaws and the certificate of incorporation of the Corporation, and any and all amendments thereto.

## **ARTICLE XVII SEAL**

The corporate seal of this Society shall be circular in form with the name of the association and the date of its organization (1901) so engraved on its face that it may be embossed on paper by pressure.

**ARTICLE XVIII  
AMENDMENTS**

These Bylaws may be amended by a two-thirds (2/3) vote of the Trustees present and voting at their Annual Meeting, or at a Regular Meeting or a Special Meeting of the Board called for the purpose of amending these Bylaws, provided that the text of the proposed amendments shall have been distributed to the Board.

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