

# BY-LAWS OF NATIONAL END-OF-LIFE DOULA ALLIANCE

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## ARTICLE I — NAME OF ORGANIZATION

The name of the organization is National End-of-Life Doula Alliance (the “Organization” or “NEDA”).

## ARTICLE II — PURPOSE AND OPERATIONS

### Section 1. Purpose

The National End-of-Life Doula Alliance “NEDA” is organized as a diverse and inclusive 501c6 non-profit membership business league for those who share its mission, vision, and values; and seek to learn about, promote, and provide educational and professional support for its members.

More specifically, its purpose is to:

- inspire, inform, and assist aspiring and active end-of-life doulas (EOLDs), EOLD trainers, and others by developing and implementing programming, informational resources, networking opportunities, and materials, including, but not limited to our Website, newsletters and other correspondence, directories, social media, experiences such as webinars, book clubs, regional and topical groups, special events, promotional tools, presentations, press releases, rack cards, and posters, and proficiency assessment processes.
- help individuals and organizations gain knowledge, achieve practical skills, and further develop various attributes that are necessary to help achieve better end-of-life experiences for all those who are dying, their caregivers, and others involved
- ensure that diversity, equity, inclusion, and justice (DEIJ) principles and values are considered in all that we do as an organization
- define roles and responsibilities, attributes, core competencies; set best practice standards and measures of excellence; and provide ethical and practical guidelines
- serve as a reliable, centralized source of information that illuminates how EOLDs can help prepare for and experience end of life
- build partnerships and collaborative alliances and programming with other EOL-care-focused organizations and experts in the field to create synergy and additional credibility and value
- explore and monitor issues that both enhance and challenge the effectiveness and success of the EOLD field of practice

### Section 2. IRS Classification

The National End-of-Life Doula Alliance shall be operated on a nonprofit basis pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

### Section 3. Charter of Business

All activities of this organization involving business league members shall be nonprofit in character for the benefit of and upon the mutual responsibility of its members.

### Section 4. Reserves

The Board of Directors shall have the power and authority to set up reasonable reserves of \$25,000 for necessary purposes of the Alliance.

### Section 5. Use of Funds

The Board of Directors is hereby authorized to use any of the funds in the possession of the Alliance or any of the property or assets of the Organization for any of the purposes or activities authorized by the Alliance's bylaws. No financial benefit shall inure to any member of the Executive Committee, Board of Directors, or any member-at-large as a direct result of membership.

### Section 6. Our Mission, Vision, and Values

NEDA's mission is to influence positive changes in how people experience end of life by developing and advocating for efforts that improve access to a broad spectrum of holistic non-medical support provided by end-of-life doulas (EOLDs). Our goal is to elevate the role of EOLDs into a position that is recognized, understood, utilized, and well-integrated into mainstream EOL care practices.

NEDA's vision is for a cultural shift that ensures that:

- All people preparing for or experiencing end of life have access to excellent holistic, integrative, ethical, and appropriate non-medical support in alignment with their own needs and desires.
- End-of-life doula is understood to be a collective term that describes skilled and capable non-medical providers who make themselves available to those who seek such support.
- End-of-life doulas hold an integral position in the mainstream EOL care service model, worthy of recognition and compensation that is commensurate with their role;
- All end-of-life doulas have a strong foundation of requisite skills, knowledge, and awareness that brings value to those they serve.
- NEDA is considered to be the primary resource for comprehensive and current information about EOLDs.

## NEDA's Values:

- We value EOL doulas who provide non-medical, holistic support and comfort to the dying person and their family, which may include education and guidance as well as emotional, spiritual or practical care.
- We value and respect the diverse voices and viewpoints of all doulas, trainers, and others whose practices honor the individual traditions, heritages, experiences and unique needs of the dying, and their loved ones.
- We value a cultural environment that encourages the potential for healing exchanges between doulas and the dying, the family, and the healthcare team as part of the life-death process.
- We embrace the Doula Model of Care that recognizes the need for ethical, compassionate care for all, and emphasizes empowering, non-judgmental support to maximize the self-determination of the individual and honor significant others and family as part of the circle of care.
- We acknowledge and honor the fundamental value and dignity of all individuals. To this end, we strive to create an environment that is welcoming to all, and where each person feels accepted, included, seen, heard, valued, and safe. We pledge ourselves to developing and maintaining an environment that recognizes, understands, and appreciates the impact of differences such as race, ethnicity, gender, class, education, age, sexual/affectional orientation, physical ability, language, political affiliation, economic status, immigrant/citizenship status, military experience, and legal position.

## **ARTICLE III — MEMBERSHIP**

### Section 1. Eligibility for Membership

Application for any level of membership shall be open to any and all who support the Mission, Vision and Values, agree to abide by the Scope of Practice and Code of Ethics, and meet the requirements of the category level. Membership is granted after receipt of a membership application and annual dues.

### Section 2. Membership Rights

Members receive a benefits package commensurate with the chosen category. Continued membership is contingent upon being up-to-date on membership dues.

### Section 3. Membership Revision Process

Dues, membership requirements, and benefits may be changed by unanimous vote of the Board with a 30-day warning to members in writing.

### Section 4. Resignation and Termination

Any member may end their membership by not renewing their dues or emailing their intentions to NEDA. A member can have their membership terminated by a majority vote of the Board of

Directors.

## **ARTICLE IV — BOARD/OFFICERS**

### Section 1. General Powers

Pursuant to the Articles of Incorporation and associate under the provisions of New Hampshire Revised Statutes Annotated, Chapter 292 all corporate powers shall be exercised by the board of directors (the “Board”). The business affairs of the Organization shall be managed under the direction of the Board.

### Section 2. Board and Director Duties

The board is responsible for overall policy and direction of the Organization, and delegates responsibility of day-to-day operations to the staff and committees. The roles and responsibilities of Directors vary, depending on the needs of the Board in relation to accomplishing goals and creating a balanced, functioning board culture. Tasks include, but are not limited to:

- Sharing ideas, materials and resources;
- Participating in NEDA-hosted and sponsored events;
- Framing and presenting ideas and projects for development;
- Steering the direction of the organization;
- Providing wisdom, expertise and consistency in a variety of functions;
- Procuring funds to support the mission and programs of the organization;
- Exercising fiduciary responsibility for the financial health and sustainability of the organization
- Overseeing staff.

The President shall:

- Convene regularly scheduled board meetings
- Preside or arrange for other members of the Executive Board Committee to preside at each meeting
- Supervise activities of the board relative to matters of policy
- Represent the Alliance to the public
- Be a signatory on all bank accounts

The Vice President shall:

- Preside over meetings or arrange for someone else to in the absence of the President
- Chair committees on special subjects as designated by the board
- Assume DEIJ oversight responsibilities
- Respond to membership questions
- Make a monthly member report to the Board
- Act upon correspondence and communications with members

The Recording Secretary shall:

- Keep records of board actions, including overseeing the taking of minutes at all board meetings
- Send out meeting announcements and distribute the agenda one week prior to the meeting
- Send out Annual Meeting agendas and other notices to members
- Send and receive proxy votes for tally
- Maintain corporate records, including annual state corporate filings
- Act upon correspondence and communications with the public

The Treasurer shall:

- Be responsible for receipt and disbursement of funds for the Alliance
- Make a report at each board meeting
- Assist in the preparation of the budget
- Help with the development of fundraising efforts
- Make financial information available to board members
- Provide detailed information to bookkeepers and accountants for annual tax filing and other nonprofit financial reporting purposes
- Be a signatory on all bank accounts
- Not be required to act as a member of the Board

### Section 3. Number, Tenure, Requirements, Qualifications, and Officers

The number of directors shall be fixed from time-to-time by the Board but shall consist of no less than five (5) and no more than twelve (12). There shall be up to four officers of the board, consisting of a President, Vice President, Recording Secretary, and Treasurer. These same officers serve on the Executive Board Committee.

The members of the Board shall upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected. All members of the Board must be approved by a majority vote of the directors present and voting. No vote on new members of the Board shall be held unless a quorum of the Board is present as defined in Section (14) of this Article.

Members of the Board shall serve a two-year term with a possible re-election for up to five consecutive terms. After a one-year break, a candidate may again be eligible for Board service. Exceptions to term limit rules may be made by unanimous agreement of an ad hoc Nominating Committee, with the candidate abstaining.

### Section 4. Terms of Officers

Officers: President, Vice President, Recording Secretary, and Treasurer, shall serve two-year terms, but are eligible for re-election for up to five consecutive terms. After a one-year break, a

candidate who has previously served as an officer may again be eligible to be an officer. Exceptions to term limit rules may be made by unanimous agreement of an ad hoc Nominating Committee, with the candidate abstaining.

#### Section 5. Regular and Annual Meetings

The Board may provide, by resolution, the time and place for the holding of regular meetings. The board shall meet at least monthly, at an agreed upon time and place, or through an electronic video conference platform. An official board meeting requires that each board member have written notice at least one week in advance. Regular meetings are closed.

The Board may provide, by resolution, the time and place for the holding of an annual meeting. It shall be held at a time of day and at a location designated by the Executive Board Committee. The Annual meeting is open to all members and they shall have written notice at least one week in advance.

#### Section 6. Special Meetings

Special meetings of the board shall be called upon at the request of the President, or any two members of the Board. The person or persons authorized to call special meetings of the Board may fix any location as the place for holding any special meetings of the Board called by them within reason; preferably by Zoom. Notices of special meetings shall be sent out by the Secretary to each board member at least 24 hours in advance if over Zoom and two weeks in advance if they are requesting an in-person meeting.

#### Section 7. Executive Sessions (Executive Board Committee Meetings)

The four officers serve as the members of the Executive Board Committee which is a standing committee. Executive sessions are closed sessions where the executive board committee sets the agenda for regular and annual board meetings, addresses organizational efficiencies, and can discuss timely or sensitive personnel, legal, or financial issues with full confidentiality. The Executive Board does not have the power to amend the Articles of Incorporation and bylaws. When calling an executive session, an officer shall specify the time allotment, purpose, and topic.

Executive Sessions may include additional participants at the invitation of the executive board committee.

#### Section 8. Special Executive Board Committee Sessions

In an emergency, The Executive Board Committee shall have all the powers and authority of the full board of directors in the intervals between meetings of the full board of directors and is subject to the direction and control of the full board.

## Section 9. Process for Filling Board Positions

Board members may propose candidates for the role of Director at any time if there are seats available. Nominee contact information will be sent to the Secretary for proposal at the next meeting.

An annual recruitment call for board members will be announced as needed during the summer, requesting that those interested in applying for a NEDA Board position submit their vetting data between July 1-15.

An ad hoc Nominating Committee will then be formed, consisting of three members (two of which would be board members) for the purpose of reviewing and further vetting of the candidate(s). Once complete, vetting conclusions shall be sent to board members to be voted upon at the September board meeting.

All board elections must be unanimous. Start date for accepted candidates is October 1.

## Section 10. Vacancies

Whenever any vacancy occurs in the Board, the Secretary shall receive nominations of new members; after vetting, a vacancy will be filled by a replacement board member only to the end of the board member's term without undue delay by a majority vote of the remaining members of the Board at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board. The term of a Director elected to fill a vacancy shall expire upon the next annual election of Directors.

## Section 11. Resignation, Termination, and Absences

Resignation from the board must be in writing (may be by email) and received by the Secretary. A board member shall be terminated from the board due to more than four absences from board meetings in a fiscal year, or after three consecutive absences. A board member may be removed by a unanimous vote of the Executive Committee for reasons such as behavior that is contrary to the mission of NEDA.

## Section 12. Proxies and Alternatives

Board members may not designate others to take their place at meetings or in their place in any capacity in the execution of their board duties.

## Section 13. Notice

Annual and regular meetings of the Board may be held without notice; however, the person or persons calling a special meeting of the Board shall, at least five (5 business days) before the meeting, give notice of the meeting by any usual means of communication, including by

telephone, mail, electronic mail, private carrier, facsimile, transmission, or other form of wire or wireless communication. Such notices may be oral, and may need not specify the purpose for which the meeting is called unless required by the Act, the Articles of Incorporation or these Bylaws.

Any director may waive notice of any meeting before or after the date and time stated in the notice. The waiver shall be in writing, signed by the director entitled to the notice and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to him or her unless the director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or to transacting.

#### Section 14. Quorum and Vote

The presence of a majority of the members of the Board shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specific later date without notice. A majority of Directors in office, which shall include at least two officers, shall constitute a quorum for the transaction of business. Voting is by simple majority for all eligible and present Directors.

#### Section 15. Presumption of Assent

A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless she or he votes against such action or abstains from voting because of an asserted conflict of interest as indicated in the NEDA Conflict of Interest Policy.

#### Section 16. Compensation of Directors

Members of the Board shall not receive any compensation for their services as Directors. Directors may be paid their mileage, expenses for plane fare, food and lodging for attendance at select Board, in person Board retreats, or committee meetings, or conferences as approved, in advance, by the Board. Directors may be reimbursed for select educational training or for memberships in organizations, as approved in advance, by the Board.

#### Section 17. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if action is taken by all members of the Board by written consent, setting forth the action so taken, signed by each Director.

#### Section 18. Diversity, Equity, Inclusion, and Justice (DEIJ) Audit and Amendments

The Organization is committed to tracking how it is doing on DEIJ-related goals by requiring a



DEIJ audit. The Bylaws require that an annual DEIJ audit report be provided to the Board to hold itself accountable to its values. The report might examine the organization's employees, beneficiaries, goods, Directors, officers, and vendors to see if there has been improvement and determine the areas needing more work. The DEIJ audit report will be made public on the Organization's website. To protect the DEIJ provisions in the Bylaws, the required number or Directors necessary to approve an amendment to those provisions are at least one-third of the Board.

## **ARTICLE V — STAFF**

### Section 1. Business Manager

The Board may contract paid staff to support business operations and perform such additional duties as may be directed by the Board. These positions may be appointed at any meeting of the Board by a majority vote and shall serve at the discretion of the Board. They may be removed by a majority of the Board at any point. Such removal may be with or without cause.

### Section 2. Board Observer

The Board may appoint a non-voting board observer (the "Board Observer") who is not on NEDA's payroll, at the discretion of the Board, may be entitled to attend Executive Board Committee meetings of the Board and any committees of the Board and to receive information provided to the members of the Board or its committees (including minutes of previous meetings of the Board or such committees); provided, that (i) the Board Observer shall not be entitled to compensation, (ii) entitled to vote on any matter submitted to the Board or any of its committees nor to offer any motions or resolutions to the Board or such committees; (iii) the Organization may withhold information or materials from the Board Observer or exclude the Board Observer from any meeting or portion thereof if (as determined by the Board in good faith) access to such information or materials or attendance at such meeting would (A) adversely affect work product privilege between Organization and its counsel; or (B) result in a conflict of interest or if withholding or exclusion is otherwise required to avoid any disclosure that is restricted by any agreement with a third-party.

## **ARTICLE VI — STANDING AND AD HOC COMMITTEES**

### Section 1. Committee Formation

The board may create standing and ad hoc committees as needed, such as fundraising, public relations and communications, events, etc., as described below. Full descriptions are provided in committee charters. Standing committees must be chaired by board members. The board President appoints all committee chairs.

### Section 2. Executive Board Committee

The four officers serve as the members of the executive board committee which is a standing committee. Executive sessions are closed sessions where the executive board committee sets the agenda for regular and annual board meetings, addresses organizational efficiencies, and can discuss timely or sensitive personnel, legal, or financial issues with full confidentiality. The executive board does not have the power to amend the Articles of Incorporation and bylaws.. Executive Sessions may include additional participants at the invitation of the executive board committee.

### Section 3. Finance Committee (Standing Committee)

The Treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The financial records of the organization are public information and shall be made available if requested.

### Section 4. DEIJ Advisory Committee (Standing Committee)

The Diversity, Equity, Inclusion, and Justice (DEIJ) Advisory Committee for the Organization was created to continue the work of the JEDI Committee. The committee's major functions are to advise NEDA leadership on DEIJ matters in association strategy and programming and to serve as the voice of the NEDA membership on DEI matters. The DEI Advisory Committee serves as a body of diverse representatives in the EOLD community that provide perspective, context, and recommendations in response to ongoing actions taken by the Organization to ensure all members of the community are valued, respected, and supported. The Committee is charged with promoting and supporting the efforts of the Office of Diversity, Equity, and Inclusion aimed at improving the death positive movement, sense of belongingness, and education of anti-racism, anti-bias, and anti-discriminatory practices in end of life can maintain a diverse composition and be better positioned to have big picture discussions about the Organization's DEIJ priorities. The Committee shall submit to the Executive Committee an annual written report on the issues addressed and the advice given to be distributed with the agenda during our Annual meeting.

### Section 5. Membership Engagement (Standing Committee)

The NEDA Membership Engagement Committee is chaired by the Vice President and is composed of both Board and regular members of the Organization. The role of this committee is to increase engagement of the NEDA membership resulting in improved member satisfaction, retention and growth.

### Section 6. Integrated Communications (Standing Committee)

The NEDA Integrated Communications Committee (ICC) is composed of both Board members and regular members of the Organization. Terms of service are one year, and members may be re-elected for additional one-year terms without restriction. The ICC's primary purpose is to craft the Organization's brand and messaging; help increase visibility of NEDA and articulate the need for and benefits of the organization; create informational resources necessary to support NEDA; and respond to general public inquiries and media requests. This committee develops an annual communications strategic and tactical plan; oversees the development, design, production, and distribution of all informational and promotional materials; review, proofread, edit, and approve all communications materials prior to publication or distribution; maintains the Organization's website, including directories and archives; maintains a library of graphic images used in communications materials; oversees the organization's social media activities; assists other committees upon request to develop materials and products (e.g. webinars, presentations, videos, events, etc.)

#### Section 7. Events and Sponsorships (Standing Committee)

The NEDA Events and Sponsorship Committee is composed of both Board members and regular members of the Organization. The Committee's primary purpose is tasked with creating NEDA signature events as well as sponsoring events that are aligned with NEDA's mission and goals. Events and sponsorships will offer educational, nurturing and inclusive events and sponsorships to add value to a member's relationship with NEDA by providing specialized events for members to attend and expand their professional knowledge and contacts; define and develop levels/types of sponsorships for NEDA events; identify sponsorship opportunities; and develop and encourage professional standards of performance, competence, service, and conduct in the end-of-life community.

#### Section 8. Webinar and Education (Standing Committee)

The NEDA Webinar and Education Committee (Ed/Web) is composed of both Board members and regular members of the Organization. The Ed/Web Committee is a standing committee tasked with engaging and educating the NEDA membership through high-quality webinars that expand our profile within the EOL community; as well as auditing and updating the Proficiency Assessment. The Committee will meet the educational needs of NEDA members; consciously present diversity inspeakers/presenters while offering inclusive material and ensure Proficiency Assessment is an accurate reflection of the Doula Model of Care and Scope of Practice.

#### Section 9. Scholarship (Ad Hoc Committee)

A committee shall consist of two members of the board for the purpose of vetting Proficiency Assessment scholarship candidates. Scholarship recipients and non-recipients notified of award decisions by the 5th day of each month.

#### Section 10. Ethics (Ad Hoc Committee)

The purpose of the Ethics Committee is to clarify and strengthen ethical standards as they pertain to end-of-life doula conduct and practices. The Committee shall consist of one designated point person per case and up to two other Board members appointed by the President. All deliberations are confidential; resulting recommendations will be shared with the Board and interested parties. Results will be used to clarify NEDA's Code of Ethics.

#### Section 11. Nominating (Ad Hoc Committee)

A nominating committee shall consist of two to three members of the board for the purpose of vetting candidates. Once complete, vetting conclusions shall be sent out to board members with the regular board meeting announcement, and once voted upon at the next board meeting, the Nominating Committees' duties conclude.

#### Section 12. Monthly and Annual Reports by Committee Chairs

Annual reports are required to be submitted to the board four weeks prior to the Annual Meeting. Committee reports are expected at each monthly board meeting.

### **ARTICLE VII — FINANCE**

#### Section 1. Funds

The annual budget shall be prepared by the Treasurer and approved by the Board of Directors. The Alliance shall operate on a fiscal year beginning January 1 and run through December 31. The Board of Directors shall create a NEDA general fund, which shall be administered by the Treasurer and be utilized for the payment of general operating expenses. The Treasurer has authority to make financial decisions that are in the best interest of the Alliance and is required to report financial activity to the Board of Directors on a regular basis. Non-budgeted purchases exceeding \$300 will be approved in advance by Board vote.

#### Section 2. Contracts

The Board may authorize any officer or officers, agent, or agents, to enter into any contract or execute and deliver any instrument on behalf of NEDA, and that authority may be general or confined to specific instances.

#### Section 3. Loans or Indebtedness

No loans shall be contracted on behalf of NEDA and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. That authority may be general or confined to specific instances. No loans shall be made by the NEDA to a Director nor shall NEDA guarantee the obligation of a Director unless either (a) the particular loan or guarantee is approved by a majority of the votes represented by members in attendance at the meeting where the matter is considered, except the votes of the benefited director, or (b) the

Board of Directors determines that the loan or guarantee benefits NEDA and either approves the specific loan or guarantee or general plan authorizing loans and guarantees.

#### Section 4. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of NEDA may be signed by the officer or officers, agent or agents of NEDA. In no event shall a check in excess of \$1,000 be issued without the electronic approval (via e-mail) of one signatory, who is other than the second signatory signing the check.

#### Section 5. Credit Cards

NEDA credit card or debit card is only available to authorized personnel, namely the President, Treasurer, and Business Manager. The President and Treasurer reserve the right to release the company credit card to any NEDA consultants or board members, depending on the circumstances, necessary documentation, and company-related expenses.

#### Section 6. Reimbursement Policy

Board members, consultants, and volunteers must seek reimbursement for expenses within a reasonable period (120 days.) Board members, consultants, and volunteers must return any unspent money within 60 days.

#### Section 7. Deposits

All funds of NEDA shall be deposited on a timely basis to the credit of NEDA in the banks, trust companies or other depositories as the Board of Directors may select.

### **ARTICLE VIII — AMENDMENTS**

#### Section 1. Amendments

The Board may amend these Bylaws by majority vote at any regular meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meeting when necessary, by a unanimous vote of the Board. Proposed amendments must be submitted to the Secretary to be sent out with Confidential Board special announcements. A bi-annual review shall be performed to determine need for changes.

### **ARTICLE IX — BOOKS AND RECORDS**

The Organization shall keep complete books and records of accounts and other legal and financial documents pertaining to NEDA at the home or office of the President and the Treasurer.

## **ARTICLE X — INDEMNIFICATION**

### Section 1. Liability Release

To the full extent authorized under the laws of the State of New Hampshire, the Organization shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee or agent of the organization, or any person who may have served at the Organization's request as a director of officer or another Organization (each of the foregoing members, directors, officers, employees, and persons is referred to in this Article individually as an "indemnitee"), against express actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suite, or proceeding to be liable for negligence or misconduct in the performance of duty. The forgoing indemnification shall not be deemed exclusive or any other right to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board or otherwise.

The liability of directors and officers of the corporation shall be limited as follows:

- Directors and officers of the corporation shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
- Directors and officers of the corporation shall not be personally liable for damages for bodily injury, personal injury, or property damage if the claim for damages arises from an act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the charitable purposes of the corporation.
- Directors and officers of the corporation shall not be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director or officer except with respect to any breach of duty of loyalty to the corporation, any act or omission that is not in good faith or which involves intentional misconduct or a knowing violation of the law, or any transaction from which the director or officer derived an improper personal benefit.
- The intent of these provisions is to limit the liability of directors and officers of the corporation to the fullest extent permitted by New Hampshire law, including the provisions of RSA 292, RSA 508:16 and any other statute of similar import.

### Section 2. Insurance of Directors and Officers

The Board of Directors shall purchase Directors and Officers insurance annually.

### Section 3. Expenses

Expenses include reasonable attorney's fees incurred in defending civil or criminal action, suite, or proceedings may be paid by the Organization in advance of the final disposition of such action, suit or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### Section 4. Insurance

The organization may purchase and maintain insurance on behalf of any person who is or was a member, director, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, or not the Organization would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE XI — CONFLICTS OF INTEREST AND COMPENSATION**

### Section 1. Conflicts of Interest

The purpose of the conflict-of-interest: Any possible conflict of interest is to protect this tax-exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director or board observer of the Organization or might result in a possible excess benefit transaction.

Any possible conflict of interest on the part of any member of the Board shall be disclosed in writing to the Board and made a matter of record through an annual procedure and when the interest involves a specific issue before the Board. The minutes of the meeting shall reflect that disclosure was made, the abstention from voting, and the actual vote itself. 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 an agreement to abide by this policy.

### Section 2. Definitions

**Interested Person:** Any director, principal officer, or member of a committee with Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

**Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the Organization has a

transaction or arrangement.

- A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement.
- A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the Organization is negotiating a transaction or arrangement.
- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

### Section 3. Recordings of Proceedings

The meeting of the Board and all committees with Board delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the transactions or arrangement, the content of discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### Section 4. Compensation

A voting member of the Board who receives compensation, directly, from the Organizations for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### Section 5. Annual Statements

Each director, principal officer, and member of a committee with Board-delegated powers shall annually sign a statement that affirms such person:

- Has received a copy of the conflicts of interest policy,
- Has read and understands the policy,



- Has agreed to comply with the policy, and
- Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

#### Section 6. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following:

Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the results of arm's length bargaining.

Whether partnerships, joint ventures, and arrangements with management Organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### Section 7. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

### **ARTICLE XII —CONFIDENTIALITY**

#### Section 1. Confidentiality

Directors shall not discuss or disclose information about the Organization or its activities to any person or entity unless such information is already a matter of public knowledge, such as person or entity has a need to know, or the disclosure of such information is in furtherance of the Organization's purposes or can reasonably be expected to benefit the Organization. Directors shall use discretion and good business judgment in discussing the affairs of the Organization with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Organization, including but not limited to accounts on deposit in financial institutions or budgets for certain proposed projects. All Board members will sign a Confidentiality Form on an annual basis.

### **ARTICLE XIII —DISSOLUTION**

Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or

corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government, for public purpose.

ADOPTION OF AMENDED BYLAWS

THIS IS TO CERTIFY that the above Bylaws, were duly adopted and approved at a meeting by the Board as the Bylaws of this Organization on this 9 day of September, 2022.

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Angela Shook, President

Created 5.4.2018

Amended 6.18.2018

Amended 8.5.2020

Amended 9.9.2022