



BYLAWS OF THE Currier and Ives Scenic Byway - A Nonprofit Corporation

ARTICLE I – NAME AND PURPOSE

Section 1 – Nomenclature

- A. The name of the organization is the Currier and Ives Scenic Byway- A Nonprofit Corporation, herein referred to as the “C&I Corporation”.
- B. The Currier & Ives Scenic Byway is a route designated by the State of New Hampshire through the towns of Salisbury, Webster, Warner, Hopkinton and Henniker, herein referred to as “the Byway”.
- C. The C&I Corporation is administered by a Council of representatives of the five towns, herein referred to as “the Council”.

Section 2 – Purpose: The C&I Corporation is organized exclusively for charitable, scientific, recreational, and educational purposes to:

- promote preservation of the natural, historical and cultural features of the Byway as deemed appropriate by each town.
- encourage the public to investigate the resources of the Byway.
- encourage that the Byway be clearly marked, safe and attractive for both visitors and residents.
- encourage the public’s appreciation of the area’s natural resources.
- promote existing local businesses, including local artists, agriculture, and tourist related businesses.
- encourage recreational opportunities along the route that are appropriate, responsible, and cause minimal impact to natural resources.

ARTICLE II –MEMBERSHIP

Section 1 – Eligibility, Rights and Obligations of Membership in the Council:

Membership will be open to any individual or organization interested in furthering the

purposes of the organization without prejudice of age, gender, race, color, religion, disability, financial status, sexual orientation, national origin, or political affiliation. Members are expected to cooperate in projects, committee work and activities of the organization.

Section 2 – Voting Members of the Council: Up to six (6) Voting Members are appointed by each town’s Board of Selectmen and may include the following representatives:

1. One Selectman from the Board of Selectman of each municipality;
2. One Town Official (the town official could be the town planner, planning coordinator, town administrator, town manager, public works director, town engineer or road agent) of each municipality;
3. One representative from the Planning Board of each municipality;
4. One representative from the Conservation Commission of each municipality;
5. One representative from either the Historical Society, Heritage Commission or Historic District Commission, as applicable of each municipality;
6. One representative from the local Economic Development Committee, local business association, or Main Street Program, as applicable of each municipality;
or
7. At large representatives.

In addition to the above municipal appointments, one representative from each of the following organizations may serve as voting members:

1. Central New Hampshire Regional Planning Commission
2. NH Department of Transportation Scenic Byways Program
3. NH Division of Historical Resources
4. NH Department of Travel and Tourism
5. NH Division of Parks and Recreation
6. New England College

Section 3 – Resignation and Termination: Any member of the Organization may resign or terminate their membership by submitting a written resignation to their Board of Selectmen.

ARTICLE III – OFFICERS

Section 1 – Officers of the Council: The voting members of the Council shall nominate and elect the officers of the organization. The Officers shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer and an At-Large Director. These five people are herein referred to as “Director” or collectively “Directors”. Their terms shall be for one year.

- A. The Chairperson shall call and preside at all meetings, shall act for and in behalf of the membership of the organization, shall appoint any special committees

necessary for the operation of the organization business, and shall act as official spokesperson for the organization.

- B. The Vice Chairperson shall, in the absence of the Chairperson, assume all of the duties of that office and shall be responsible for publicity and notifications of meetings of the association.
- C. The Secretary shall keep a permanent record of all formal meetings and all legal documents and legal transactions of the Council. The secretary shall transcribe the minutes of each meeting and shall maintain a file copy of same and submit a copy of these minutes to the Central New Hampshire Regional Planning Commission, the NH DOT Scenic Byways Coordinator, and each participating town office. The Secretary is responsible for complying with New Hampshire's Right to Know law under RSA 91-A.
- D. The Treasurer shall maintain a bank account, cause regular books of account to be kept, and shall render to the Council, from time to time as may be required, an account of the financial condition of the Council, and shall deliver an annual report at the annual meeting.
- E. The At-Large Director, a requirement of New Hampshire RSA 292:6-a, shall assume the duties of any officer who resigns or is unable to perform their duties until an election to replace them takes place.

Section 2 - Conflict of Interest Policy

(a) Each Director, prior to taking his position on the Board, and all present Directors shall submit in writing to the Chairman of the Board a list of all businesses or other organizations of which he is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which the C&I Corporation has, or might reasonably in the future enter into, a relationship or a transaction in which the Director would have conflicting interests. The Chairperson shall become familiar with the statements of all Directors in order to guide his conduct should a conflict arise.

(b) At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by his written statement or not, and after answering any questions that might be asked him, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the affected Director nor any other Director with a pecuniary benefit transaction with the Corporation shall vote on it.

(c) The Board will comply with all the requirements of New Hampshire law where conflicts of interest are involved, including but not limited to the requirements of a two-thirds vote where the financial benefit to the director or trustee is between \$500 and \$5,000 in a fiscal year, and to the requirement of a two-thirds vote and publication in the required newspaper where the financial benefit exceeds \$5,000 in a fiscal year. The New Hampshire statutory requirements are incorporated into and made a part of this conflict policy.

ARTICLE IV – MEETINGS

Section 1 – Regular Meetings: Meetings for the Council shall be held every quarter. The meetings shall be located on a rotating basis within one of the participating communities of the Currier and Ives Scenic Byway.

Section 2 – Notice of Regular Meetings: Written, printed, or electronic notice stating the place, day and hour of a regular meeting, and the agenda for the meeting, shall be delivered not less than 7 days nor more than 30 days before the date of the meeting, by the person calling the meeting. All meeting notices shall be posted at each participating town.

Section 3 – Annual Meeting: The annual meeting shall be the first meeting of the Council in each calendar year for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The meetings shall be located within one participating community of the Currier and Ives Scenic Byway.

Section 4 – Notice of Annual Meeting: Written, electronic, or printed notice stating the place, day and hour, and purpose of the meeting. Notice shall be delivered not less than 30 nor more than 60 days before the date of meeting to each member entitled to vote at such meeting.

Section 5 – Special Meeting: Special meetings of the members for any purpose unless otherwise prescribed by statute, may be called by the Chair or Vice Chair or by a majority vote of the voting members. The Chair or Vice Chair may designate any place as the place of meeting for any special membership meeting.

Section 6 – Notice of Special Meeting: Written, printed, or electronic notice stating the place, day and hour of a special meeting, the purpose for which the meeting is called, shall be delivered not less than 7 nor more than 30 days before the date of the meeting, by the person calling the meeting.

Section 7 – Voting: Any voting member shall be entitled to vote at any regularly scheduled, annual or special meeting of the membership.

Section 8 – Quorum: A quorum shall consist of a simple majority of member Towns. Votes on matters specifically pertaining to a particular Town or Towns along the Byway must be taken with at least one (1) voting member from said Town(s) present. All other votes may be taken with a basic quorum. Any proposition passed by a simple majority vote at an annual, regular or special meeting shall be deemed to be valid if said representation is present.

ARTICLE V – NOMINATION, ELECTIONS, AND INSTALLATION OF OFFICERS

Section 1 – Nominations: Nominations of officers shall be made by a nominating committee or made from the floor at the annual meeting.

Section 2 – Election: Election of officers shall be held on the same day as the nominations.

Section 3 – Installation: Upon installation of the officers whose terms begin at the close of the Annual Meeting, all documents, records, and any materials pertaining to the duties of the office as designated in the bylaws which are in the possession of the outgoing officers shall be submitted to the newly elected counterpart within 30 days of the installation.

Section 4 – Vacancies: Any vacancies occurring during the year of any Officer may be filled by an election of the voting members.

Section 5 – Removal from Office: Any officer may be removed from office for cause by a majority vote of the voting members.

ARTICLE VI – COMMITTEES

Section 1 – Committee Formation: The Chair or Vice Chair may create committees as needed.

ARTICLE VII – DISSOLUTION

Section 1 - Upon the dissolution of the C&I Corporation, assets shall be distributed equally to the Towns of Henniker, Hopkinton, Salisbury and Webster for a public purpose.

ARTICLE VII – AMENDMENT OF BYLAWS

Section 1 – Proposed amendments shall be sent to all members at least 30 calendar days in advance of the meeting where action is to be taken; or shall be read at the presiding meeting.

Section 2 – These bylaws may be amended by a majority vote at an annual, regular, or special meeting.

CERTIFICATION

These Bylaws were approved at a meeting of the Currier and Ives Scenic Byway Council by at least a two-thirds majority vote on _____.

Chair _____ Date _____

Vice Chair _____ Date _____

Secretary _____ Date _____