

PROPOSED BYLAWS  
of  
GREATER ROCHESTER COMMUNITY HEALTH FOUNDATION

ARTICLE I

NAME AND PURPOSES

The name and purposes of the Corporation shall be as set forth in the Articles of Agreement.

ARTICLE II

LOCATION

The principal office of the Corporation in the State of New Hampshire shall be located at the place set forth in the Articles of Agreement of the Corporation.

ARTICLE III

SHAREHOLDER

The sole shareholder of the Corporation shall be New Hampshire Charitable Foundation (the "NHCF"), which is a nonprofit New Hampshire corporation and an exempt organization within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986. NHCF shall be issued all three hundred (300) shares of the Corporation's common stock.

Any action by NHCF as the sole shareholder shall be taken in accordance with the NHCF bylaws.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 General Powers:

The management, control and operation of the affairs and properties of the Corporation shall vest and be in the Board of Directors of the Corporation, subject to any agreement which the Board of Directors enters with the shareholder and those powers reserved to the shareholder by law, the Articles of Agreement or these Bylaws.

Section 4.2 Number and Classification.

- a. The number of Directors shall be fixed at seven (7) persons. The Board shall be divided into two classes of Directors: Class A and Class B.

- b. There shall be four (4) Class A Directors to be elected by NHCF and three (3) Class B Directors who shall initially be elected by the directors of the former Frisbie Foundation and shall be elected thereafter by the Class B Directors. All directors shall be elected in accordance with the nominating process set forth in paragraph c. below and in accordance with Article VI herein.
- c. In consultation with the Corporation's Board of Directors, the Corporation's Nominating Committee shall prepare 1) a slate of nominees for election as Class A Directors to present to the NHCF not less than thirty (30) days prior to the annual meeting of the Corporation in the case of vacancies created by the expiration of Directors' terms of office, or not less than thirty (30) days prior to a special meeting of the Corporation in the case of vacancies and 2) a slate of nominees for election as Class B Directors to present to the then current Class B Directors not less than thirty (30) days prior to the annual meeting of the Corporation in the case of vacancies created by the expiration of Directors' terms of office, or not less than thirty (30) days prior to a special meeting of the Corporation in the case of vacancies. If NHCF objects to the slate of Class A Directors under consideration, then the Corporation's Nominating Committee shall present a new slate to NHCF. If NHCF fails to approve the first and second slate of nominees submitted by the Corporation's Nominating Committee, NHCF may develop and approve its own slate of directors; provided, however, that all directors must meet the individual criteria for qualification to serve on the Board of Directors as set forth in Article VI herein.

Section 4.3 Term of Office:

Directors shall hold office for one year and may be re-elected for a maximum total of seven (7) consecutive terms; provided, however, that if a director is elected as an officer, the Director's maximum term shall be increased by an additional two years if such Director's seven- one year terms would have ended 1) prior to such election or 2) while serving as an officer. In any event, two years after the termination of membership on the Board of Directors, for any reason, a new seven-year maximum term shall be available to former directors.

Section 4.4 Annual Meetings of the Board of Directors:

The Annual Meetings of the Board of Directors shall be held on the last Thursday of January of each succeeding year, unless another date is selected by the Board of Directors. The Annual Meeting of the Directors shall immediately follow the Annual Meeting of the shareholder and shall be held for the purpose of the election of officers and for the transaction of such other business as may come before the meeting.

Section 4.5 Regular and Special Meetings of the Board of Directors:

Regular and special meetings of the Board of Directors may be called at any time by the Chair of the Board or by a majority of the Directors.

Section 4.6 Notice:

Notice of all meetings of the Board of Directors shall be given in writing at least four (4) days prior to the meeting, except in the case of an emergency, in which event notice may be given by telephone or otherwise at least twenty-four (24) hours prior to the meeting.

Section 4.7 Quorum:

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting, provided that if less than a majority is present, those present may adjourn the meeting from time to time without further notice.

Section 4.8 Manner of Acting:

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by law, these Bylaws or the Articles of Agreement.

Section 4.9 Action by Writing:

Unless specifically prohibited by law, by the Articles of Agreement or by these Bylaws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all directors, and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 4.10 Presence Through Communications Equipment:

Unless otherwise prohibited by law or the Articles of Agreement, the directors may participate in a meeting of the Board of Directors by means of a conference by telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 4.11 Resignation and Removal:

Any director may resign by submitting a written resignation to the Chair or the Secretary of the Corporation. Any director may be removed for cause from office at any time by a vote of the shareholder of the Corporation.

## ARTICLE V

### OFFICERS

#### Section 5.1 Officers:

The officers of the Corporation shall be a Chair of the Board of Directors, a Treasurer and a Secretary. The Chair and officers shall be chosen from among the directors. The Board of Directors may elect such other officers as it shall deem appropriate.

#### Section 5.2 Election and Term of Office:

The officers of the Corporation shall be elected by the Board of Directors at its Annual Meeting and shall serve for a term of one (1) year and until their successors are duly elected and qualified. The officers shall serve at the pleasure of the Board of Directors.

#### Section 5.3 Chair of the Board of Directors:

The Chair shall preside at all meetings of the Board of Directors. The Chair shall perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board of Directors.

#### Section 5.4 Treasurer:

The Treasurer shall be responsible for the general oversight of the funds and securities of the Corporation, and shall advise the Board of Directors respecting its financial condition and the handling of its monies and investments and shall perform such additional duties as may be assigned to the Treasurer by the Board of Directors.

#### Section 5.5 Secretary:

The Secretary shall sign documents of the Corporation from time to time as required and shall keep the minutes of the meetings of the Board of Directors and shareholder in separate books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; see to the proper and safe custody of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents as required. The Secretary shall sign all documents as required by such office, and shall perform such duties as may be assigned to the Secretary by the Board of Directors.

#### Section 5.6 Resignation and Removal:

Any officer may resign by submitting a written resignation to the Chair or Secretary of the Corporation. Any officer may be removed from office by a majority vote of the Board of Directors when in its judgment the best interest of the Corporation would be served thereby.

## ARTICLE VI

### COMMITTEES

#### Section 6.1 Establishment and Appointment:

The Board of Directors may appoint such committees, whether standing or special, as it from time to time shall deem desirable. Except as may be directed by these Bylaws or the Board of Directors, committee members need not be directors. The chair of each committee shall be a director designated by the Chair of the Board, who shall also designate the terms of such committee members. All committees shall keep a record of proceedings and the minutes of said meetings shall be submitted to the Board of Directors for approval.

#### Section 6.2 Nominating Committee.

The Nominating Committee shall consist of the Chair, a representative of NHCF, one Class A Director and one Class B Director. In consultation with the Corporation's Board of Directors, the Committee shall recommend 1) candidates to be elected by NHCF as Class A Directors to the Corporation's Board of Directors and 2) candidates to be elected by the Class B Directors. In recommending candidates, the Committee shall seek a cross section of individuals residing, working or volunteering in Strafford County including individuals involved in education, youth services, local social service organizations, local government, as well as professional or industry representatives and shall be fairly representative of Strafford County's population, including with respect to ethnicity, gender and geography. Notwithstanding the above, at least one director elected to the Board must have experience or expertise in health care or public health in New Hampshire.

#### Section 6.3 Community Advisory Committee.

The Board shall convene a Community Advisory Committee to include at least two directors, a representative of NHCF, other funders, as well as community-based health and social service organizations, to identify and assess community needs and provide input to the Board on the Corporation's grant-making priorities. The Community Advisory Committee shall be convened to provide input to the Board in the development of Corporation's initial grant strategy and periodically thereafter to update the grant strategy.

## ARTICLE VII

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

#### Section 7.1 Contracts:

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 7.2 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 the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.3 Deposits:

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

ARTICLE VIII

CONFLICT OF INTEREST

Section 8.1 Pecuniary Benefit Transaction

Any possible conflict of interest (including any pecuniary benefit transaction, as defined in NH RSA 7:19-a) or any transaction entered into by the Corporation in which a Director or officer of the Corporation has a direct or indirect financial interest (a "Pecuniary Benefit Transaction") shall be disclosed in writing to the Board. A Pecuniary Benefit Transaction shall be prohibited unless it meets all of the following conditions:

1. The transaction is in the best interest of the Corporation;
2. The transaction is for goods and services or benefits purchased by the Corporation in the ordinary course of the business;
3. The goods and services or benefits are purchased for the actual or reasonable value of such goods and services or benefits or for a discounted value;
4. The transaction is fair to the Corporation;
5. The transaction is approved by a two-thirds (2/3) majority of the disinterested Directors of the Corporation, subject to the following requirements:
  - i. After full and fair disclosure of all material facts of the transaction to the Board;
  - ii. After full discussion of the transaction by the Board at a meeting of the Board that has been properly noticed;
  - iii. The required approval was obtained without participation, voting, or the presence of any officer or Director with a Financial Interest (as defined in NH RSA 7:19-a) in the transaction, or who has had a Pecuniary Benefit

Transaction with the Corporation in the same fiscal year, except to the extent that the Board may request the presence of such person in order to answer questions regarding the proposed transaction; and

- iv. A record of the action on the matter is made and recorded in the minutes of the Board. The minutes of the meeting shall reflect that a disclosure was made; that the interested officer or Director and all other officers and Directors with a Pecuniary Benefit Transaction with the Corporation during the fiscal year were absent during both the discussion and the voting on the transaction; and the results of the vote itself.
6. If the transaction, or the aggregate of transactions with the same Director or officer within one fiscal year, is in the amount of \$5,000.00 or more, the Corporation will publish notice thereof in a newspaper of general circulation in the community in which the Corporation's principal New Hampshire office is located and will give written notice of the proposed transaction to the New Hampshire Director of Charitable Trusts before consummating the proposed transaction. At a minimum, such notice will state:
    - i. That it is given in compliance with NH RSA 7:19-a and shall include the name of the Corporation;
    - ii. The name of any officer or Director included in the Pecuniary Benefit Transaction;
    - iii. The nature of the transaction; and
    - iv. The specific dollar amount of the transaction.
  7. The Corporation will maintain a list disclosing each and every Pecuniary Benefit Transaction, including the names of those to whom the benefit accrued, and the amount of the benefit, and will keep the list available for inspection by the Board and contributors to the Corporation. The list will also be provided to the New Hampshire Director of Charitable Trusts each year to the extent required under NH RSA 7:28.
  8. Every officer or Director, or member of the immediate family of such officer or Director, who engages in a Pecuniary Benefit Transaction with the Corporation, shall provide copies of all contracts, payment records, vouchers, and other financial records or other financial documents as may be requested by of the New Hampshire Director of Charitable Trusts in accordance with NH RSA 7:24.
  9. The Corporation shall not lend money or property to any officers or Directors of the Corporation. Any officer or Director who assents to or participates in the making of any such loan shall be jointly and severally liable to the Corporation for the amount of such loan until it is repaid.

10. The Corporation shall not sell, lease for a term of greater than five (5) years, purchase, or convey any real estate or interest in real estate to or from an officer or Director of the Corporation without the prior approval of a New Hampshire Probate Court after a finding that the sale or lease is fair to the Corporation. However, this paragraph shall not apply to a bona fide gift of an interest in real estate to the Corporation by an officer or Director of the Corporation.
11. A Pecuniary Benefit Transaction undertaken in violation of this section is voidable by the Corporation.

#### Section 8.2. Notice and Agreement

Every new officer and Director of the Corporation shall be advised of the terms of this Pecuniary Benefit Transaction provision upon assuming the duties of his or her office, and shall sign a statement acknowledging his or her understanding of and assent to the terms set forth herein.

### ARTICLE IX

#### INDEMNIFICATION

Except only to the extent expressly prohibited by N.H. Revised Statutes Annotated Chapter 292 or other applicable law, each shareholder, director, officer, committee member, or other agent of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which such individual has or shall become subject, or is threatened to become subject, by reason of serving or having served as such shareholder, director, officer or committee member, or by reason of any action alleged to have been taken, omitted, or neglected by such individual in such capacity. Indemnification shall be provided against all judgments, fines, amounts paid in settlement, and reasonable expenses including attorneys' fees actually and necessarily incurred in defense against or as a result of an action, proceeding, hearing, or investigation or any appeal thereof except with respect to any matter in which such individual shall have been adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation. The indemnification hereunder shall include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which undertaking maybe accepted without regard to the financial ability of such person to make repayment.

The Corporation shall maintain or cause to be maintained liability insurance with insurance companies authorized to do business in New Hampshire insuring the directors and officers and other agents against liabilities and expenses incurred in their capacities as such.

The right of indemnification herein provided for shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.



## ARTICLE X

### BOOKS, RECORDS AND ACCOUNTS

The Corporation shall keep or Cause to be kept correct and complete books and records of account and shall also keep minutes of the proceedings of the shareholder, Board of Directors and its committees, all of which shall be kept separate and apart from the books, records, accounts and minutes of its subsidiaries and affiliates. In addition, the Corporation shall annually arrange for an examination and audit of its books, vouchers, investments, funds and other property by a certified public accountant and cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

## ARTICLE XI

### STOCK CERTIFICATES

Certificates representing shares of the corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the Chair and by the Secretary and sealed with the corporate seal or facsimile thereof. Each certificate for shares shall be consecutively numbered or otherwise identified. Each certificate shall state upon its face: (a) that the corporation is organized under the laws of this state; (b) the name of the person to whom issued; (c) the number and class of shares; and (d) the designation of the series, if any, which the certificate represents. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the corporation.

## ARTICLE XII

### TRANSFER OF STOCK

The corporation shall record upon the books of the corporation a transfer of its shares upon surrender of the certificate thereof, accompanied by proper evidence of authority to transfer, except that in the case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe. The corporation shall cancel such certificate and issue a new certificate to the transferee of such shares. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes. No transfer shall affect the right of the corporation to treat such holder as the owner thereof until such transfer shall have been recorded upon the books of the corporation or until a new certificate shall have been so transferred.

## ARTICLE XIII

### FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the Board of Directors.

ARTICLE XIV

SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the year of its incorporation.

ARTICLE XV

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given by law or under the provisions of the Articles of Agreement or the Bylaws of the Corporation, a waiver thereof in writing signed by the person (or his attorney thereunto authorized) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Any director or committee member who attends a meeting without protesting prior thereto or at its commencement the lack of notice shall be deemed to have waived such notice. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

ARTICLE XVI

AMENDMENTS

SUBJECT TO SHAREHOLDER APPROVAL, THESE BYLAWS MAY BE AMENDED BY AFFIRMATIVE VOTE OF A TWO-THIRDS (2/3) MAJORITY OF THE DIRECTORS PRESENT AT A MEETING OF THE BOARD OF DIRECTORS AT WHICH A QUORUM IS PRESENT, PROVIDED THAT A FULL STATEMENT OF THE PROPOSED AMENDMENT(S) IS CONTAINED IN THE NOTICE CALLING THE MEETING AT WHICH SAID AMENDMENT(S) IS (ARE) TO BE VOTED.

ARTICLE XVII

GENDER

Words importing the male gender shall be deemed inclusive of or interchangeable with like words importing the female gender wherever appropriate, and words importing persons shall include natural persons, trusts, partnerships, firms, associations and corporations as the context may require.

ARTICLE XVIII

NON DISCRIMINATION

The Corporation shall not discriminate against any person in any manner on the basis of sex, age, religion, handicap or ethnic origin.