BYLAWS OF

League of New Hampshire Craftsmen

Article I - Name

The name of the Corporation shall be the League of New Hampshire Craftsmen, Inc., herein referred to as the League or the Organization. It shall be a non-profit corporation organized pursuant to New Hampshire Revised Statutes Annotated Chapter 292.

Article II - Principal Place of Business

The principal place of business shall be at 49 South Main Street, Concord, New Hampshire, County of Merrimack, and State of New Hampshire. The Board of Directors of the League may change the location of the principal place of business in any manner it desires consistent with applicable law.

Article III – Seal:

The seal of the Organization shall consist of a flat circular die with the words "League of New Hampshire Craftsmen" cut or engraved thereon. The Board of Directors of the Organization may adopt or alter the seal consistent with applicable laws.

Article IV – Articles of Agreement:

The name of the Organization, the objectives for which it is established, the nature of the business to be transacted by it, and the address of its registered office shall be set forth in the Articles of Agreement, as amended from time to time; and these Bylaws, the powers of the Organization and of its members and Directors, and all matters concerning the conduct and regulation of the business of the Organization shall be subject to any such provisions in the Articles of Agreement, and such Articles of Agreement are hereby made a part of these Bylaws. Any reference to Boards or Board members within the Articles refers to the Board of Directors.

Article V – Membership:

The membership of the Organization shall consist of the juried craftsmen and supporting members. Members of the Board of Directors must be either juried or supporting members. An annual membership fee is required for membership.

Article VI – Directors:

A slate of candidates shall be presented to the Board of Directors by the Governance Committee, of which a Nominating Committee may be a formalized subset. The total number of Directors at any one time shall be not fewer than five (5) nor more than twelve (12). The League's membership votes annually to elect and ratify Board members and Officers. Membership elections are done by ballot in advance of the annual meeting and by majority vote.

Whenever the total number of Directors is fewer than twelve (12), a vacancy may be considered to exist which may be filled by the Board of Directors at any regular or special meeting thereof. A new

member replacing a Board member midway through that Board member's term would finish out that original Board member's term. Newly appointed Board members would begin their service upon appointment and orientation to the Board.

Board members shall be limited to three consecutive three-year terms. Appointments to fill vacancies do not constitute a term. Regardless of date of appointment, terms begin upon election by the membership at the Annual Meeting. After three consecutive three-year terms, a board member cannot be elected to the board until at least one year has passed after the end of the prior term of service. Board members in good standing whose term is expiring will be reelected at the annual meeting in the year in which their term expires to serve their next term. Board members elected to Chair the Board shall have terms extended during the term of service as Chair, notwithstanding term limits. Board members serving at the time of the adoption of term limits shall be deemed to be in their first term, for the purposes of term limits, regardless of any prior service on the Board.

Notwithstanding the foregoing provisions as to term of office of a member of the Board of Directors, the term of office of such Director shall automatically expire at such time as such Director shall have failed to attend a total of two (2) regular meetings of the Board of Directors in a calendar year, unless a special exemption is granted by the Chair of the Board.

Directors shall not receive any compensation for their services as Directors but may be reimbursed for incidental expenses incurred in carrying out their duties as Directors or attending Board meetings.

Article VII – Powers and Responsibilities of the Directors:

The oversight of the affairs of the Organization shall be carried out by the Board of Directors, which shall have all powers enumerated in the Articles of Agreement, the laws of the State of New Hampshire, and all other powers conferred by these Bylaws.

The Board of Directors shall periodically review and determine the purposes and the mission of the League. It shall: hire or dismiss an Executive Director; ensure that there is a sound institutional planning process; exercise fiduciary responsibility; recommend, review and approve major changes in the educational programs consistent with the mission; approve policies and procedures regarding compensation, appointments, promotions, and dismissal of staff members; authorize the purchase, management and sale of all land, buildings or major equipment for use by the Organization; authorize the construction of new buildings and major renovations of existing buildings; authorize the incurring of debt by the Organization and securing thereof by mortgage and pledge of property; authorize officers or agents of the Organization to accept gifts or bequests on behalf of the Organization; and establish the policy of the Organization with respect to all other matters affecting the Organization and shall take such action as may be necessary to effectuate such policy.

The Board of Directors shall manage the financial and real assets placed under its control by the Organization for the benefit of the Organization and its membership; institute and lead such fundraising programs as are necessary to support the program objectives of the Organization; establish relationships with financial institutions as necessary or desirable for the management and investment of funds; foster an environment which will encourage donor confidence and support; receive all gifts and bequests made to the League of NH Craftsmen; shall annually approve a budget submitted by the Executive Director with the approval of the Finance Committee and regularly review the financial status of the Organization; and exercise fiduciary responsibility with respect to the Organization.

Board members shall exemplify those who have the skills, resources and connections as well as the passion to further the organization's mission. All Board members shall become involved in identifying candidates for Board membership who have the ability to further the mission; and candidacy of well-rounded and diverse new members is open to all Board members' suggestions. Expectations of engaged Board members includes but are not limited to:

- Contributes meaningfully to the work and decisions of the Board, in alignment with the League's purpose and mission.
- Regularly attends all Board meetings and fully prepare in advance, as well as maintain background from previous meetings.
- Available to regularly engage online (i.e., via email and zoom) to actively respond to calendaring/meeting invitations, obtain and review materials, read updates being communicated as well as participate in off-meeting-cycle decision making as needed.
- Ability to actively serve on one/two sub-committees.
- Meaningfully supports the organization financially and actively engage others to advocate for and support the organization.
- Able to represent contemporary subject matter expertise in an area(s) that supports the organizations' needs, including but not limited to:
  a) The Arts
  b) Corporate leadership
  c) Education
  d) Finance
  e) Fundraising & Development
  f) Information technology
  g) Legal
  h) Local business leadership
  i) Marketing and public relations, and events
  j) Political
  k) Significant board experience
  l) Social connections/influence/philanthropy

Article VIII – Meetings of the Board of Directors:

The Annual Meeting of the Organization shall be held in May of each calendar year at the principal place of business of the Organization, or at such other location as may be determined by the Board of Directors. At least thirty (30) days' notice in writing (either physically, electronically, and/or by publication on the League's website) shall be sent to all members.

Regular meetings of the Board of Directors shall be held at least quarterly with notice at such time and place as shall be determined by the Board of Directors. Not less than a majority of the Directors shall constitute a quorum for the transaction of business at an annual or regular meeting.

Special meetings of the Board of Directors may be held upon the call of the Chair of the Board or by not less than five (5) Directors upon five (5) days written notice. In cases of urgency, notice of consent

may be waived by unanimous consent of Directors. The agenda shall include a notice which shall set forth the business to be conducted at said meeting. Not less than a majority of the Directors shall constitute a quorum for the transaction of business at these special meetings of the Board of Directors.

The Directors may participate in a committee meeting or Board meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time; participating by such means shall constitute attendance at the meeting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or these Bylaws. The Board may also act without a meeting if written consent setting forth the action taken is signed or agreed by all the Directors via email or other written form and filed with the records of the Board meetings. Such consent shall be treated as a vote of the Directors for all purposes.

Should any item come before the Board or a committee that might result in a Director (or a non-Director member of the committee) having or appearing to have a conflict of interest either by occupation, place or residence or other holdings, or any other interest, such Director or non-Director committee member shall make his/her personal interest known to the Board or committee as soon as he/she recognizes a possible conflict and shall refrain from discussing, deliberating or voting on matters regarding the issue and shall be physically absent from the meeting room during any such discussions, deliberations or votes on same if so requested by the Chair of the Board of Directors or committee chair, as applicable. In addition to the conflict-of-interest provisions of these Bylaws, the Board has adopted a Conflict of Interest Policy, which can be found HERE.

Article IX – Officers of the Board of Directors:

The Officers of the Board of Directors shall be the Chair, Vice Chair, Secretary and Treasurer. The Officers must be members of the Board of Directors.

Unless a vacancy in an office occurs at another time, all Officers shall be elected at the Annual Meeting by a majority vote.

The Chair, Vice Chair, Secretary, and Treasurer shall serve for terms of two (2) years and/or until their successors are appointed or elected, unless sooner removed by the Board of Directors.

All officers of the Board of Directors shall serve at the discretion of the Board of Directors and shall be subject to removal by the affirmative vote of two-thirds of the Directors present at a meeting of the Board of Directors.

The Board may appoint one or more pro tempore or assistant Secretary(s) or assistant Treasurers; and other such officers as may be deemed necessary. These pro tempore assistants may, but need not be, members of the Board of Directors.

Article X – Duties of the Officers of the Board:

The Chair of the Board of Directors shall preside at all meetings of the Board of Directors, serve

as Chair of the Executive Committee, be an *ex officio* member of all other committees, with vote only in instances where a tie-breaker is needed, and shall appoint all committees and their chairs except as otherwise provided in these Bylaws. The Chair shall perform all duties incident to such office and all acts for the Organization not delegated to others.

The Vice Chair of the Board of Directors shall perform such duties as shall be assigned by the Board of Directors. In case of absence, or inability of the Chair of the Board of Directors to act, the Vice Chair shall discharge the duties of the Chair until such time as the Chair resumes their duties, or until such time as a new Chair is elected by the Board.

The Secretary shall have custody of the seal of the Organization and shall attest to and affix said seal to such documents as required in the business of the Organization, including but not limited to deeds, bonds, mortgages, agreements, contracts, abstracts of resolutions, certificates, minutes, Articles of Agreement and Bylaws issued pursuant to the authority of the Organization. The Secretary shall give proper notice of all meetings of the Board of Directors and shall keep a record of the appointment of all committees of the Board of Directors unless otherwise carried out by the Board Chair and or Executive Director. Furthermore, the Secretary shall keep or cause to be kept a record of the minutes of all meetings of the Board of Directors and each of its committees. Any of the duties or powers of the Secretary may be performed by an alternate Secretary who shall be responsible to the Secretary.

The Treasurer shall be the Chair of the Finance Committee. They shall be responsible for carrying out the mandates of the Board of Directors in overseeing the financial resources and activities of the Organization, including but not limited to cash, securities, stocks, bonds and all other property, real or personal, owned by the Organization. Checks or disbursements over $5000 and reimbursements over $500 to the Executive Director must be reviewed and approved by the Treasurer. The Treasurer shall assure that all books and accounts are accurately kept and, furthermore, shall present or cause to be presented a full and detailed financial statement properly audited by an independent Certified Public Accountant to the Board of Directors annually and, if requested, at any other meeting of the Board of Directors or its Committees. The Treasurer may contact the Financial Agent or other resources if necessary and in coordination with the Executive Director unless the Executive Director is in question. Any of the duties or powers of the Treasurer may be performed by an Assistant Treasurer who shall be responsible to the Treasurer. In addition, the role of Treasurer will include the following responsibilities.

1. The Treasurer will offer guidance to the Executive Director and financial officer in ensuring good fiscal planning, decision-making, and oversight at a governance level.

2. The Treasurer will also:

    a) Ensure the development of high-level financial policies and their review by the board,

    b) Lead the finance committees review of the proposed annual budget and assist the Executive Director in its presentation to the board for review and approval,

    c) Monitor financial reports and information monthly, quarterly, and annually, and work in partnership with the Fiscal Agent and Executive Director,

    d) Assist Board members in understanding financial data and appropriate interpretation of financial statements,

e) Present the Organization's state of finances at board meetings and other times as appropriate,

f) Ensure that the board regularly monitors the organization's financial performance and alerts the board and ED to any important discrepancies between planned and actual figures,

g) Ensure that the organization maintains the appropriate financial books and records and that these are accurate and up to date,

h) Ensure that government tax filings and remittances are submitted on a timely basis,

i) Meet with the external auditor annually, or more often if needed, to identify any financial control and record keeping problems or deficiencies and oversee action by the Executive Director and financial officer to address them,

j) Recommend to the board the need for a review or renewal of auditing services provided,

k) Assist the Executive Director and board chair with the development and presentation of the annual report, if applicable,

l) Help, along with the Executive Director, keep the board informed of important financial events, trends, and issues relevant to the organization.

Article XI – Executive Director:

The Board of Directors shall select an Executive Director to be employed by the League of NH Craftsmen to serve as its representative in the direct management of the Organization and its staff.

Though the Board bears ultimate responsibility for the wellbeing of the organization, the Executive Director shall be responsible for the control and direction of the operations of the Organization and shall bring those matters to the attention of the Board of Directors that are appropriate and necessary to enable it to meet its responsibilities. The Executive Director shall be ex officio a member of the Board of Directors, and of all committees of the Board, without vote. They shall be responsible for the sound financial operation of the Organization, for its administration, and for the employment and discharge of all personnel. They shall further see that the Organization's plant and properties are properly managed and maintained.

A majority vote (excluding the Executive Director) of the Directors present at a duly constituted special or regular meeting shall be necessary to elect or remove the Executive Director to or from office.

In the event of a vacancy, the Board of Directors shall appoint an Interim Executive Director and a special Search Committee to submit nominations for candidates for permanent office. Nominations must be approved by a majority vote of the Board.

Article XII – Financial Agent:

The Organization shall employ a Financial Agent who shall be hired by the Executive Director and shall report to the Executive Director and Treasurer. This position and its responsibilities may be League staff or may be an external paid professional consultant or similar qualified professional party.

Under the direction and consistent supervision of the Executive Director, the Financial Agent shall be responsible for all financial activities necessary for the operation of the Organization. The Financial Agent shall have the care and custody of the funds, books, and valuable papers of the Organization. With approval by the Executive Director, they shall have the power to open bank accounts, to endorse for deposit or collection of all notes, checks, drafts, and other obligations for the payment of money payable to the Organization or its order, and to sign notes and drafts and checks drawn upon any bank account of the Organization. They shall keep accurate books of account which shall be the property of the Organization. They shall have the power to receive and give receipt for all monies payable to the Organization. They shall have the power to disburse such monies as may be necessary for the operation of the Organization. Checks or disbursements over $5000 and reimbursements to the Executive Director must be reviewed and approved by the Treasurer. The Financial Agent shall execute and deliver on behalf of the Organization all such instruments as may be ordered by the Board of Directors, unless their execution is otherwise specifically provided for, and perform such other duties as the Board of Directors may require.

The accounts shall be audited by an independent certified public accountant annually unless the Board of Directors shall direct otherwise.

Article XIII– Committees:

Committees shall be standing or special. Standing Committees shall include an Executive Committee; a Governance Committee; a Finance Committee; an Events Committee; a Standards Committee; and an Education Committee. In addition, the Chair of the Board has the authority to appoint other committees as the need arises. Except for the Executive and Finance Committees, the Chair of the Board shall appoint all committee Chairs, after consultation with the Executive Director. Vacancies in any committee may be filled by appointment of the Chair of the Committee and/or Chair of the Board after consultation with the Executive Director. The Executive Director shall be a member of each committee without voting rights.

The Chair of the Board may appoint non-Board members as members of standing or special committees after consultation with the committee Chair and the Executive Director**.** Such non-Board members shall be counted as part of a committee quorum and have full voting rights on the committee. Such members are not Directors, nor can they be Committee Chairs unless elected to the Board, and do not have rights to vote at Board meetings or to attend Board meetings unless invited by their committee Chair.

Committee meetings shall be called by the Chair of the committee, or by the Chair of the Board, or upon the request of three (3) members of the committee. A Board and Committee meeting schedule shall be published annually at the beginning of each fiscal year. The acceptable frequency of such meetings will be established at the same time. A quorum of any committee shall consist of no less than a majority of that committees' members. Three (3) members present shall be required to constitute a quorum of the Executive Committee. Except as the Board may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board or in such

rules, its business shall be conducted in a manner as provided by these Bylaws for meetings of the Directors. Each standing committee shall maintain and periodically review a charter outlining its structure and roles & responsibilities.

Agendas and other materials should be distributed by the Board or Committee Chair to committee members not less than one week prior to a meeting to allow members to fully prepare for meetings. Each committee should endeavor to meet at least 2 weeks prior to a Board meeting so that minutes may be available for Board material distribution or Director review. Minutes should be produced within seven calendar days of a committee meeting and provided to whomever distributes or posts materials for Board meetings.

Committee members shall be appointed annually by the Board of Directors; however, Committee members may be appointed during the year should the need arise.

Executive Committee:

Membership:

The Executive Committee shall include the Officers of the Board and the Executive Director. A board member who is also a juried member may be appointed to the committee by the Chair of the Board The Chair of the Board shall be the Chair of the Executive Committee.

Duties:

The Executive Committee shall be empowered to take all actions and votes necessary on behalf of the Board of Directors on matters arising between meetings of the Board of Directors and on which prompt action is required to carry out the best interests of the Organization. Unless specifically empowered to do so by the Board of Directors, the Executive Committee may not take any action inconsistent with a prior act of the Board of Directors, amend Bylaws, remove or appoint the Executive Director, or take any other action which has been reserved for the Board of Directors.

The Executive Committee shall meet at the call of the Chair of the Board or as otherwise provided by these Bylaws. Any member of the Executive Committee may request a meeting as their individual duties may require. Minutes of the meetings shall be taken by the Secretary and made available to the Board of Directors in a timely manner following each Executive Committee meeting.

Governance Committee:

Membership:

The Governance Committee Chair shall be appointed/reappointed annually by the Chair of the Board after consultation with the Executive Director. The committee shall consist of a minimum of three (3) members of the Board appointed annually by the Chair of the Board in consultation with the Chair of the committee and the Executive Director. The ED serves as a standing member of the committee, without vote. Additional staff members may serve on the committee as non-voting members at the invitation of the committee.

Duties:

The Governance Committee works to ensure that the Board continuously strives to be as effective

as it can be. The Committee is responsible for items such as reviewing and recommending revisions to the League's Articles of Agreement and Bylaws on a bi-annual basis; ensuring the League's compliance with laws governing nonprofit organizations; reviewing and recommending revisions to the League's committee structure; overseeing a (at minimum) bi-annual Board self-assessment; delivering a summary of the self assessments to the Board orally or in writing; coordinating Board training needs with the Chair of the Board and the Executive Director.

The Committee shall incorporate the ongoing tasks of a Nominating Committee; periodically reviewing the structure and performance of the Board; identifying and cultivating possible new members of the Board of Directors; reviewing candidates presented by other Directors or the Executive Director; recommending to the Board of Directors candidates or slates of candidates for election to the Board; supporting the orientation of new Directors; and planning and organizing the slate of officers for the Annual Meeting of the Board of Directors or as vacancies occur. Candidates for these positions may be nominated at any time by submitting the prospective candidate's name to the Governance Committee, which shall screen and review nominations on an ongoing basis in accordance with procedures and criteria established by the Committee.

Finance Committee:

Membership:

The Treasurer of the League of NH Craftsmen shall serve as Chair, and the membership of the Finance and Audit Committee shall also consist of a minimum of two (2) additional members of the Board of Directors, the ED and League's Financial Agent (FA) or their representative, as well as such other non-Board members who by reason of knowledge, training, or experience may be suited to assisting the committee. All members other than the Treasurer shall be appointed annually by the Chair of the Board after consultation with the Chair of the Committee and the Executive Director. Additional non-Board members may be appointed by the Chair of the Board after consultation with the committee Chair and the ED. The ED serves as a standing member of the committee. Additional staff members may serve on the committee as non-voting members at the invitation of the committee.

Duties

The Finance Committee shall recommend actions and policies to the Board for effective and efficient financial management of the Organization. It shall review, evaluate, and make recommendations to the Board with respect to financial functions including, but not limited to, budget, capital, business records and systems, financial and business planning, legal functions, certain contract reviews, auxiliary enterprises, retirement plans, computer and telecommunications systems, and physical plant. With respect to physical plant, the Committee shall review proposals for new or remodeled facilities, review the annual operating and capital budgets required to maintain the physical plants, and make recommendations to the Board of Directors regarding these functions.

The Finance Committee shall recommend actions and policies to the Board pertaining to requests and other disposition of resources from the League of NH Craftsmen Endowment and Investment funds. It will evaluate these items considering whether such disposition meets the overall mission and purpose of the League of NH Craftsmen. The Finance Committee shall recommend actions and policies to the Board with respect to asset management, investment diversification and monitoring, and compliance with general standards of prudent investment.

The Finance Committee shall recommend to the Board the designation of an independent certified public accountant to prepare and submit to the Board audited financial statements showing the financial condition of the Organization on an annual basis and shall review and report to the Board on the findings of the independent auditor.

Education Committee:

Membership:

The Education Committee Chair shall be appointed annually by the Chair of the Board after consultation with the Executive Director. The Committee shall consist of a minimum of two (2) members of the Board, appointed annually by the Chair of the Board after consultation with the Chair of the committee and the Executive Director. Additional non-Board members may be appointed by the Chair of the Board after consultation with the Chair of the committee and the Executive Director. The ED serves as a standing member of the committee without vote. Additional staff members, such as the Education & Community Outreach Coordinator, may serve on the committee as non-voting members at the invitation of the committee.

Duties:

The Education Committee shall be responsible for establishing and upholding policy to award monetary grants, assisting those Fine Craft Galleries that have educational programs in developing and administrating those programs, and reviewing and evaluating grants, stipends, and scholarships. The committee shall also be responsible for carrying out other projects consistent with goals of the League as an educational organization.

Events Committee:

Membership:

The Events Committee Chair shall be appointed annually by the Chair of the Board after consultation with the Executive Director. The Committee shall consist of a minimum of five (5) members appointed annually by the Chair of the Committee after consultation with the Chair of the Board and the Executive Director. In addition to the Chair, at least one other current member of the Board shall serve on this committee. Juried members may submit an application to join the committee to the Committee Chair. The Committee may vote to fill any open seat on the Committee after consultation with the Chair of the Board and the Executive Director, selecting from applicants or the wider Juried membership. The ED serves as a non-voting member of the committee. Additional staff members may serve on the committee as non-voting members at the invitation of the committee. Members of the Events Committee shall serve not more than 6 years. A rest period of one year shall follow six years of service.

Duties:

The Events Committee shall support the creation and execution of events for the juried membership, focusing on creativity and financial success. The committee shall work with the League's Events Manager and/or Executive Director and staff to support the design, production, and operation of the Annual Fair and any other League events from time to time.

Advancement Committee:

Membership:

The Advancement Committee Chair shall be appointed annually by the Chair of the Board after consultation with the Executive Director. The Advancement Committee shall consist of a minimum of three (3) members of the Board appointed annually by the Chair of the Board, after consultation with the Chair of the Committee and the ED. Other League Committee Chairs are strongly encouraged to be members of this committee. Additional non-Board members may be appointed by the Chair of the Board after consultation with the committee Chair and the ED. The ED serves as a standing member of the committee. Additional staff members may serve on the committee as non-voting members at the invitation of the committee.

Duties:

The Advancement Committee shall recommend to the Board fundraising policies and programs for support of the institutional objectives of the League of NH Craftsmen. The Advancement Committee shall be the prime committee of implementation for all fundraising programs approved by the Board. The committee will promote and provide program content and approaches through which all Board members can fulfill their fundraising responsibilities.

Advancement Programs shall include but not be limited to annual giving, capital campaigns, special projects and events, and planned giving as needed. Other duties shall include cultivating and expanding the individual and business/corporate donor base as an ongoing activity; developing strategies for maximizing gift potential; coordinating Advancement program content and committee activities with staff and other committees for maximum effectiveness and utilization of resources; and training and motivating Board members to solicit gifts. Members will coordinate with staff to ensure the timely acknowledgement and proper tracking of activity with donors.

Standards Committee:

Membership:

The Standards Committee Chair shall be appointed annually by the Chair of the Board after consultation with the Executive Director. The Committee shall consist of a minimum of five (5) members appointed annually by the Chair of the Committee after consultation with the Chair of the Board and the Executive Director.

Juried members who have been accredited to serve as jurors are eligible to serve on the Standards Committee. The Committee shall be limited to a maximum of nine (9) members, with a deliberate emphasis on broad representation across the League's juried media categories. Juried members may submit an application to the Standards Committee Chair on a rolling basis. The Standards Committee may vote to fill any open seat on the Committee after consultation with the Chair of the Board and the Executive Director, selecting from applicants or the wider Juried membership. The Board of Directors shall vote to approve any selection made by the Standards Committee. Members of the Standards Committee shall be appointed for a term of three (3) years and shall be eligible for a second term of three (3) years. A rest period of one year shall follow six consecutive years of service.

Duties:

The Standards Committee is responsible for setting, maintaining, and modernizing the high standards for juried membership. The Standards Committee is responsible for setting and maintaining the jury process by which craftsmen are admitted to juried membership as well as determining and accepting new mediums. The Standards Committee shall be responsible for developing and submitting to the Board of Directors recommendations regarding the Standards Policies and Guidelines and shall monitor and oversee the jury process.

Amending Standards Policy shall require a majority vote of the Board of Directors and a 2/3 majority of the votes cast in a referendum of the State Juried Members. For any such referendum, the League shall publish a notice of a special meeting of the Juried Membership and will provide a ballot presenting the desired amendments to said members at least thirty (30) days prior to the special meeting and to be returned to the League no less than three (3) working days prior to such meeting. Ballots not returned by this time shall be rejected. A plurality of votes cast shall be required to approve a change.

Juried Membership Dialogue:

The Executive Director (ED) will host a meeting, open to all Juried Members, not less than four (4) times a year, to be titled at the discretion of the ED. These meetings are intended to serve as an opportunity for the ED to update the juried membership on current initiatives, and for the membership to have a channel for public dialogue with the ED. Each meeting will be attended by not less than one current juried member sitting on the Board. All Board members are also encouraged to attend. Members will be encouraged to ask questions, bring forth ideas, and discuss important issues. Members may make inquiries directly to staff or the Board outside of these meetings, however the meetings provide a consistent forum for sharing ideas and information. Agendas and meeting minutes will be maintained and will be made available after the meeting.

Should an issue arise during any such meeting that requires further dialogue or more focused action, an ad-hoc Juried Member Advisory Committee may be convened by the Board Chair in consultation with the Board and the Executive Director. This committee will be chaired by a current juried member sitting on the Board as appointed by the Board Chair after consultation with the Executive Director. The committee shall comprise not fewer than three (3) members selected by the chair of the committee from available juried members who volunteer. The committee shall meet as necessary, at the discretion of the committee chair, to discuss a specific issue or issues, and to make a recommendation to the Board of Directors. No such recommendation shall be binding upon the Board; rather, such recommendations are intended to serve as an advisory channel between the juried membership and the Board, which must make its own determinations with information that may at times not be known to the juried membership.

In order to secure the broadest possible representation of the membership, the ED will also seek direct feedback and input in the form of a written survey or questionnaire. This survey will be conducted not less than once annually and may seek specific and/or general feedback from the membership on issues selected by the ED in order to understand the needs and attitudes of the membership. The survey will be conducted electronically, using whichever platform the ED determines will best serve the purpose. The intention of this survey is to provide a structured, private channel for those who may prefer not to speak up publicly or participate in a Juried Member Advisory Committee.

Article XIV –Directors Emeriti:

A Director who has served with unusual distinction for two (2) or more terms may, upon recommendation of the Governance Committee, be elected as a Director Emeritus by a majority of the Directors present at any meeting of the Board to a lifetime term. Other individuals of distinction who are not previous Directors may also be elected as a Director Emeritus by a majority of the Directors present at any meeting of the Board to a lifetime term.

There shall be no limit to the number of members that may be elected to this post. A Director Emeritus shall become and remain familiar with the purpose, mission and operations of the League of NH Craftsmen, shall serve as non-Director members of Board committees if so requested by the Board Chair, shall assist in identifying and securing financial support for the League, shall otherwise provide information and advice to the League and staff as requested. Directors Emeriti shall be entitled to receive notices of all meetings of the Board, to attend and speak at all meetings, to receive minutes of any meetings of the Board and Executive Committee and to be members of any committees except the Executive Committee. They shall have the power to vote in meetings of any committee on which they serve but shall not have powers to make or to second motions or to vote on any matters in meetings of the Board of Directors, nor shall they be elected to any office of the Board or as Chair of any standing committee. A Director Emeritus shall not be counted as a member of the Board of Directors in determining a quorum and shall be requested but not required to attend the Annual Meeting of the Board.

Article XV – Fiscal Year:

The fiscal year of the Organization shall commence on the first business day of April each year.

Article XVI – Amendments:

These Bylaws may be altered or amended or repealed and new Bylaws adopted by a majority vote at any duly constituted meeting of the Board of Directors provided that the substance of the proposed changes shall have been specified in the notice sent ten (10) days in advance of such meeting.

Article XVII – Indemnification and Personal Liability:

The Organization shall indemnify, to the fullest extent allowed by the laws of the State of New Hampshire, any and all of its Directors, Officers or Staff, or former Directors, Officers, or Staff, against all judgments, fines and penalties and all costs and expenses reasonably incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Directors, Officers or Staff (such expenses to include the cost of litigation) except in relation to matters as to which any such Director, Officer, or Staff shall be finally adjudged in such action, suit or proceedings to be liable for willful misconduct or gross negligence in the performance of duty or when indemnification would not otherwise be available under New Hampshire law. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any agreement or otherwise. The Organization shall have the power to indemnify other agents as set forth in the laws of the State of New Hampshire.

No Director or Officer of the Organization shall be personally liable to the Organization for monetary damages for breach of fiduciary duty as a Director, an Officer, or both, except with respect to: (1) any breach of the Director's or Officer's duties of loyalty to the Organization; (2) acts or omissions

which are not in good faith or which involve intentional misconduct or a knowing violation of the law; and (3) any transaction from which the Director, Officer, or both derived an improper personal benefit.

Article XVIII - Gifts to The League:

Donors may make gifts to the League by naming or otherwise identifying the League, whether or not an agent is designated to have custody of the property contributed. Gifts shall vest in the League upon receipt and acceptance by it (whether signified by a League officer, employee or agent). The League may enter into agreements with agents having custody of funds of the League, specifying additional terms of such custody.

If a gift is made in trust to make income or other payments for a period, of a life or lives or other period, to any individuals or for non-charitable purposes, followed by payments to the League, or in trust to make income or other payments to the League followed by payments to any individual or for non-charitable purposes, only the payments to the League shall be regarded as subject to the League's Articles of Agreement and these Bylaws, and then only when the League becomes entitled to their use. The Board of Directors may take such actions as it from time to time deems necessary to protect the League's right to receive such payments.

No gift shall be required to be separately invested or held, unless so provided by a restriction of the donor, or if it is necessary in order to follow any other restrictions of the donor as to purpose or investment, or in order to prevent tax disqualification, or if it is required by law. Restrictions involving the naming of a fund as a memorial or otherwise may be satisfied by keeping under such name accounts reflecting appropriately the interest of such fund in each common investment.

Each gift to and for the benefit of the League shall be presumed to be intended (a) to be used only for charitable purposes, (b) to be available for use in paying for program expenses and related administrative expenses of the League on an ongoing basis, and (c) to be used only for such of those purposes and in such manner as not to disqualify the gift or fund from deduction as a charitable contribution, gift, or bequest in computing any federal income, gift, or estate tax of the donor or their estate and not to disqualify the League from exemption under Section 501(c)(3) of the Internal Revenue Code, as amended; and each gift and fund shall not be otherwise applied.

The League shall keep a record of a Memorial gift, bequest, device or gift in trust made in the memory of any person or persons or event or events and record the name, effective date and principal amount thereof. Except with respect to any gift as to which the donor has expressed a contrary intention, the League, from time to time, shall appropriately publicize the existence of said memorial fund.

The League need not accept any property. The Board of Directors, in its absolute discretion, may refuse to accept any property when it believes such acceptance will not be in the best interests of the League or consistent with the purposes of the League.

Distributions and Disbursements

The Board of Directors, not less frequently than yearly, shall (a) determine all distributions to be made from net income and principal of the League (including funds held by agents of the League) pursuant to provisions of the Articles of Agreement, and these Bylaws, and make, or authorize and direct

the respective agents having custody of funds of the League to make, payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable purposes and in the manner intended, and (b) determine all disbursements to be made for administrative expenses incurred by the Board of Directors and direct the respective agents having custody of funds of this League as to payment thereof and funds to be charged.

All determinations shall be by affirmative vote of a majority of the Board of Directors, unless otherwise expressly provided in these Bylaws or by a donor's restriction at the time of the gift.

The Board of Directors shall gather and analyze facts and conduct investigations and research as from time to time is necessary in order to determine the most effective means for accomplishing the League's charitable purposes and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes, or from funds given without restriction as to purpose. Disbursements for other proper administrative expenses incurred by the Board of Directors, including salaries for such professional and other assistance as it from time to time deems necessary, shall be directed to be paid so far as possible, first from any funds provided by any donor for such purpose, and then any remaining balance out of other available funds of the League.

The Board of Directors may, in furtherance of the League's authorized charitable purposes when needs therefore have been determined and with appropriate provisions to assure use solely for such purposes, direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board of Directors can best carry out such purposes.

Adopted: February 2025