

THE PEASE GREETER’S FUND, INC.

BYLAWS

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THE PEASE GREETER'S FUND, INC.

BYLAWS

Article 1

Name, Purposes and Fiscal Year

Section 1.1 Name and Purposes.

The name and purposes of the corporation shall be as set forth in the Articles of Organization. All references in these bylaws to the Articles of Organization shall be construed to mean the Articles of Organization of the corporation as from time to time amended.

The name of the organization is the "PEASE GREETERS' FUND, INC.," hereinafter referred to as the GREETERS. The principal place of business for this organization is: Post Office Box 22311, Portsmouth, New Hampshire 03802-2311. The telephone number is (603) 828-6444.

It has been duly incorporated in the State of New Hampshire dated 12/27/2007 with a business identification number of: #589102.

The Federal Employer ID# is: 90-0444945

The GREETERS filed for Internal Revenue Code Section 501(c)(3) tax exempt status receiving approval on May 21, 2009.

The mission and purpose of the GREETERS consists of the following activities:

1. To welcome troops passing through Pease Air Terminal on their way to, or from Afghanistan, Iraq, Africa, or any other areas of conflict in any part of the world.
2. To create within the Pease Trade Port an environment that reflects the respect and high esteem in which we hold all veterans.
3. To promote broad participation by the general public in this welcoming of heroes, paying special attention to the education of school children by instilling respect and admiration for the troops through formal ceremonies for each flight.

Section 1.2 Fiscal Year.

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the GREETERS shall be the twelve months ending on May 31.

Article 2

Board of Directors

Section 2.1 Powers.

The management and administration of the affairs of the GREETERS shall be carried out by the Board of Directors (the “Board”) which shall have all powers enumerated in the Articles of Agreement, the laws of the State of New Hampshire as amended from time to time, and all other powers conferred by these bylaws. The Board shall have the exclusive control and power to manage the activities, property and affairs of the GREETERS and shall determine the manner in which the funds of the GREETERS, both principal and income, shall be applied within the limitations of the GREETERS' Articles of Agreement, these bylaws, the Code and Chapter 292 of the New Hampshire Revised Statutes Annotated.

Section 2.2 Composition.

The Board of Directors shall consist of a minimum of Five (5) and a maximum of Nine (9) Voting Directors.

The elected members of the Board shall meet the following criteria:

1. Commitment to the philosophy and purposes of the GREETERS;
2. Individuals who can provide resources in one or more of the following areas: logistic skills; community relations, educational concerns, financial matters, military awareness and legal affairs; insurance; and
3. Readiness to commit time and energy to the fulfillment of the purposes of the GREETERS including regular attendance at Board meetings and a willingness to volunteer time to the GREETERS.

Section 2.3 Appointment and Election.

The Governance Committee shall present a slate of candidates at the GREETERS’ Annual Meeting. The election of Directors shall be held at the GREETERS’ Annual Meeting, and shall be decided by a majority of the Directors present and voting. Notwithstanding the foregoing, upon vote of the Board, the election of the Directors may be conducted by mail by ballot being sent to the Directors then duly in office by mail at least fourteen (14) days before the election date, in which event the election shall be valid only if at least fifty-one percent (51%) of the Directors shall cast ballots on or before the election date.

Section 2.4 Tenure.

Directors shall be elected to serve a three (3) year term (a Director may be re-elected to fill one or more additional terms), which shall be staggered (initial terms may be for a term of one to three years to allow for staggered terms). In the interest of continuity, there shall be no limit on the number of terms that a member of the Board of Directors may serve. Each term shall be from June 1 to May 31 or until the next Annual Meeting, whichever is the later. The Directors shall

initially be those Directors serving at the time of the enactment of this amendment to the bylaws, and thereafter by election. Each Director shall hold office until the Annual Meeting for the year in which his or her term expires and until his or her successor is elected and qualifies, unless he or she shall sooner die, resign, be removed or become disqualified.

Section 2.5 Vacancies.

The Board, by vote of a simple majority of all of the Directors then in office, shall fill any vacancy occurring on the Board for the balance of the unexpired term of any Director who does not complete the term for which that Director was then duly in office. In the event of a vacancy for any reason among the Directors, the vacancy shall be filled as soon as is reasonably possible by the remaining Directors voting at any regular or special meeting of the Board. The remaining Directors may exercise the powers of the Board until a vacancy is filled. A Director elected to fill a vacancy shall serve for the unexpired term of the predecessor Director.

Section 2.6 Regular Meetings.

Regular meetings of the Board shall be held every month, unless otherwise voted by the Board. Any Board member unable to attend a regular meeting in person may do so by telephone or similar communications equipment by means of which the comments of the Board and the member may be heard by all participating, and participating by such means shall constitute presence in person at a meeting. No notice shall be required for any regular meeting held at a time and place fixed in advance by the Board of Directors, provided that reasonable notice of the first regular meeting following the determination by the Directors of times and places for regular meetings shall be given to absent Directors and provided further that reasonable notice specifying the purpose of a regular meeting shall be given to each Director if either contracts or transactions of the GREETERS with interested persons or amendments to these bylaws are to be considered at the meeting. Notwithstanding the foregoing, a regular meeting of the Board may be held without call or formal notice immediately after and at the same place as any Annual Meeting.

Section 2.7 Special Meetings.

Special Meetings of the Board may be called by the Chairman/President or by the Vice-Chairman/President upon written request of any three (3) Directors at any time. Any notice to a Director shall be sufficient if given in person, or by facsimile or email transmission (with confirmation receipts or acknowledgement by recipient) at least 48 hours, or by mail at least 96 hours, before the meeting, such notice in the case of facsimile transmission or mail directed to him or her at his or her address as last recorded on the records of the GREETERS. Notice of a meeting need not be given to any Director if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior to the meeting or at its commencement the lack of notice to him or her. A notice or waiver of notice need not specify the purpose of the meeting unless the matters to be considered at such meeting are contracts or transactions between the GREETERS and interested parties or amendments to these bylaws.

Section 2.8 Quorum.

Except as otherwise provided in these bylaws, a quorum for any election or for the consideration of any question shall consist of a majority of the Directors then in office, but less than a quorum may adjourn a meeting from time to time to a future date or dissolve a meeting which has been called. If a meeting is adjourned to a future date, it may be held as so adjourned without further notice. When a quorum is present at any meeting, the votes of a majority of Directors present at the meeting shall be sufficient for election to any office and shall decide any question brought before such meeting, except in a case where a larger vote is required by law, by the Articles of Organization, or by these bylaws.

Notwithstanding the preceding paragraph, the quorum for any vote of the Board of Directors to permanently invade any endowment fund, or any similar fund established by the Board of Directors, shall consist of 2/3 of the Directors then in office. When such a quorum is present, the votes of 2/3 of the Directors present for such vote shall decide the question.

Section 2.9 Action by Consent; Telephone Conference Meetings.

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting. Members of the Board of Directors of the GREETERS or any committee designated thereby may participate in a meeting of such board or committee 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 and participation by such means shall constitute presence in person at a meeting. Action by a vote taken by means of e-mail or facsimile transmission shall be considered an action by written consent.

Section 2.10 Manner of Acting.

The action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board, unless the vote of the greater number is required by law or these bylaws. The Officers of the Board may act on behalf of the Board, as required in the interim between regularly scheduled meetings of the Board.

Section 2.11 Chairman.

The members of the Board shall select two members from the Board to serve as Chairman, President, Vice-Chairman and Vice-President, also for up to three year terms, which shall be staggered (initial terms may be for one to three terms to allow for staggered terms) without limitation for the number of years they may serve.

Section 2.12 Compensation.

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.

Section 2.13 Honorary Directors.

The Pease Airport Manager shall be invited to attend all Board Meetings, but will attend as a nonvoting member. The GREETERS may elect Directors to serve in the "emeritus" position in recognition of their service. Emeritus Directors may attend Directors meetings, but will not have authority to vote on matters, direct the operations of the GREETERS or act on behalf of the GREETERS.

Section 2.14 Gifts.

The Board may accept, on behalf of the GREETERS, any contribution, gift, bequest or devise for the general purposes of or for any special purpose of the GREETERS.

Article 3
Committees of the Board of Directors

Section 3.1 Executive Committee.

An Executive Committee consisting of two to four Voting Directors shall assist the Chairman (total number of members shall be three to five Voting Directors, including the Chairman) in the leadership roles in the day to day activities of the GREETERS.

Executive Committee

- **Chairman/President**
- **Vice-Chairman/Vice-President**
- **Pease Development Representative**
- **Judge Advocate**
- **Secretary**

The membership of the Executive Committee shall be the Voting Members of the Board. The purpose of the committee is to further communications between meetings and to act for the Board in emergencies. The committee will meet as needed and may act for the Board in the absence of a full Board presence. All activities taken by the Executive Committee between Board meetings will be reported to the full Board at its next regularly scheduled meeting.

Section 3.2 Standing Committees.

There shall be a Governance Committee, an Audit and Finance Committee, a Development Committee, and possibly various ad hoc advisory or house committees designated by the Board as hereafter provided, and such other committees as the Board of Directors may, from time to time, deem proper. The Board may grant to the committees so formed such authority as is deemed essential to their function. Each committee must have at least one (1) Director as a member.

Section 3.3 Governance Committee.

The Governance Committee shall work with the Board to develop and maintain governance policies for the GREETERS. The Governance Committee shall periodically review the GREETERS' bylaws and present to the Board any proposals for amendment to or modifications of the bylaws. It shall work with the Board to evaluate, prospect for, recruit, and present a slate of Board candidates to the Board for election. The Governance Committee shall educate new Board members regarding governance policies of the GREETERS.

The Governance Committee shall present to the Directors (a) a list of nominees to serve on the Board of Directors for the ensuing three (3) year term. The proposed board slate shall include no more than nine (9) Members in good standing. The Governance Committee shall consult with the Directors in advance of the GREETERS' Annual Meeting as to who should be identified as Members in good standing. The Directors shall have the right to approve the list of Members designated as being Members in good standing.

Section 3.4 Audit and Finance Committee.

The Finance Committee, of which the Treasurer shall serve as Chairman of the Finance Committee, shall consist of members of the Board and shall include the Pease Development Representative and Judge Advocate. This Committee shall have supervision on behalf of the Board in all matters relating to the funds, securities and investments of the GREETERS. It shall maintain a continuous and overall review of income and expenditures and make recommendations to the Board related thereto. This Committee annually in June shall present to the Board a budget of anticipated receipts and expenditures for the coming year. It shall, in addition, review regularly the GREETERS' financial position and make recommendations related thereto to the Board. It shall also consider and advise upon any other matters relating to the financial affairs of the entire GREETERS. This committee shall be responsible for the annual review of the insurance coverage of the GREETERS. This committee shall make recommendations to the Board concerning improvements or increases in insurance coverage and in premiums. It will also review any and all employee benefit plans and make recommendations to the Board about the same.

Any action taken by the Finance Committee pursuant to the foregoing authority shall be reported to the Board at its next regularly scheduled meeting.

Section 3.5 Development Committee.

The Development Committee shall advise the Board and assist it in making decisions that will affect the GREETERS' annual financial short and long-range planning strategy. This committee shall review and recommend fundraising programs for the GREETERS as well as develop and oversee relationships with other financially supportive organizations.

Section 3.6 Appointment.

Except as otherwise provided herein, the respective chairs and members of the standing committees shall be designated by the Chairman/President at the Annual Meeting of the Board and at such other meetings as may be appropriate, subject to the Board's approval. Each chair of a Committee shall be selected from the current members of the Board of Directors. The Chairman/President shall be a member, ex officio, without vote, of all Committees. No person may serve as a chairperson of a particular committee for more than six (6) consecutive years.

Section 3.7 Quorum and Voting.

The presence of a majority of the members of a committee shall constitute a quorum. When a quorum is present, the affirmative vote of a majority of the members present shall be required to take any action.

Section 3.8 Term and Qualifications.

Except as otherwise provided herein, members of committees need not be Directors, but shall hold office subject to the pleasure of the Board of Directors.

Section 3.9 Meetings.

Unless otherwise provided in these bylaws or by the Board, meetings of a committee may be called by the committee's chair, the Chairman/President or any two (2) of the committee's members.

Section 3.10 Special or Ad Hoc Committees.

The Board may delegate such of their powers as they consider advisable, except those powers which by law, the Articles, or these bylaws may not be so delegated, to such special or ad hoc committees as the Board may from time to time establish. With the Board's approval, the Chairman/President shall designate the members of all special and ad hoc committees and designate the chair of each as soon as practicable after the meeting at which such committee is established.

Article 4
Officers of the GREETERS

Section 4.1 Officers.

The officers of the GREETERS shall be a Chairman/President, a Vice-Chairman/Vice-President, a Pease Development Representative, a Judge Advocate, a Treasurer, a Secretary/Clerk, a Sergeant at Arms and such other officers elected or appointed in such manner as the Board of Directors may from time to time determine.

Section 4.2 Election and Tenure.

The officers of the GREETERS shall be elected annually by the Board of Directors at its first meeting following the Annual Meeting of Membership of the GREETERS. They shall hold office for one (1) year subject to the bylaws, unless a shorter period shall have been specified by the terms of their election, and until their successors are elected and qualify, unless they shall sooner die, resign, be removed or become disqualified.

Section 4.3 Qualification.

All Officers shall be members of the Board of Directors.

Section 4.4 Chairman /President and Vice-Chairman/Vice-President.

The Chairman/President shall preside at all meetings of the Directors. In the event of his or her absence or disability, the Vice-Chairman/Vice-President, if one shall have been elected, shall perform the duties of the Chairman/President and in the event of the absence or disability of both the Chairman/President and Vice-Chairman/Vice-President, a chair *pro tem* shall be elected by those present at such meeting and shall preside.

Section 4.5 Pease Development Representative.

The Pease Development Representative shall serve as a liaison between the GREETERS and the Pease Development Authority.

Section 4.6 Judge Advocate.

The Judgment Advocate shall monitor governance issues and procedural issues.

Section 4.7 Treasurer.

The Treasurer shall report to the Board of Directors at regular intervals the financial condition of the GREETERS, and shall ensure that a true and accurate accounting of the financial transactions of the GREETERS is made. The Treasurer may or may not be a Director and may serve as a member of a Committee of the Board of Directors regardless of their status as a Director in their capacity as an officer.

Section 4.8 Secretary/Clerk.

The Secretary/Clerk shall have general charge of the records of the GREETERS and shall keep minutes of all meetings of the Membership of the GREETERS and of the Board of Directors. He or she shall ensure that notice is given as is required of meetings of the Membership and Directors and shall perform all duties commonly incident to his or her office. In the event of the absence of the Secretary/Clerk from any meeting of the Membership of the GREETERS or of the Board of Directors or of any committee thereof, a person appointed by the meeting to be Secretary/Clerk pro tem, shall keep the records of such meeting and perform such other duties in connection with the office of Secretary/Clerk as the meeting may prescribe.

Section 4.9 Powers and Duties of Officers.

Each officer shall, subject to these bylaws and to the control and direction of the Directors, have in addition to the duties and powers specifically set forth in these bylaws, such duties and powers as are customarily incident to such office and such additional duties and powers as the Directors may from time to time determine.

Article 5
Resignations, Removals and Vacancies

Section 5.1 Resignations.

Any Director or officer may resign at any time by delivering his or her resignation in writing to the Chairman/President or the Secretary/Clerk or to a meeting of the Directors. Such resignations shall take effect at such time as is specified therein, or if no such time is so specified, then upon delivery thereof to the Chairman/President or the Secretary/Clerk or to a meeting of the Directors. The failure to attend at least fifty (50%) percent of the Board meetings in a calendar year shall be considered a resignation, at the option of the Board.

Section 5.2 Removals.

Directors, including Directors elected by the Directors to fill vacancies in the Board, may be removed without assignment of cause by vote of a two-third (2/3) majority of Directors. The Board of Directors may terminate the employment, or modify the authority, of the Executive Director, but not other employees of the GREETERS. The Directors may remove any officer from office with or without assignment of cause by vote of a majority of the Directors then in office. The Directors may by vote of a majority of the Directors then in office remove any Director for cause. If cause is assigned for removal of any Director or officer, such Director or officer may be removed only after a reasonable notice and opportunity to be heard before the body proposing to remove him or her. No Director or officer who resigns or is removed shall have any right to damages on account of such removal.

Section 5.3 Vacancies.

If the office of any officer becomes vacant, the Directors may choose or appoint a successor by vote of a majority of the Directors present at the meeting at which such choice or appointment is made. Each such successor shall hold office for the unexpired term of his or her predecessor and until his or her successor shall be chosen or appointed and qualifies, or until he or she sooner dies, resigns, is removed or becomes disqualified.

Article 6 **Membership of the GREETERS**

Section 6.1 Composition.

All individuals who have volunteered their time for the GREETERS during the year are welcome to become “Members” for that year. Members may serve whether having served in the Armed Forces of the United States, or not. Members shall serve without discrimination as to age, creed, ethnic origin, handicap or sex. Each Member shall complete a registration by registering via the internet at www.peasegreeters.org. Each Member’s status as a Member in good standing shall be verified by the Board of Directors each year.

Section 6.2 Conduct.

All persons attending welcoming activities and meetings shall be expected to conduct themselves in a respectful manner to the troops and fellow Members. We will not allow any disrespect, or demonstrations, that might be considered hostile to the troops to occur.

Welcoming activities may not interfere in any way with the commercial operations of the airport.

The Members are guests of the Pease Development Authority (PDA). Accordingly, GREETERS must always observe proper deportment while performing as GREETERS and conduct themselves with the highest standards of behavior.

The Members shall not park in any Reserved Parking space, or non-parking area. The PDA will be forced to tow away violators at the violator's expense. GREETERS must observe all the rules and regulations promulgated by the TSA and Federal Security.

Article 7 **Meetings of the GREETERS**

Section 7.1 Annual Meeting.

The Annual Meeting of the Board of Directors of the GREETERS shall be held on the last Tuesday in May or, if that day falls on a legal holiday, on the next succeeding business day at 6:00 P.M., unless the Board of Directors appoints some other time. The Membership of the

Greeters may attend the Annual Meeting. If such Annual Meeting has not been held on the day herein provided, a special meeting in lieu of the Annual Meeting may be held, and any business transacted or elections held at such special meeting shall have the same effect as if transacted or held at the Annual Meeting.

Section 7.2 Special Meetings.

Special meetings of the Membership of the GREETERS may only be called by the Chairman/President, or by a majority of the Board of Directors.

Section 7.3 Place of Meetings.

All meetings of the Membership of the GREETERS shall be held at the Pease International Airport unless a different place within the State of New Hampshire is designated by the Board of Directors. Any adjourned session of any meeting of the Membership shall be held at such place within the State of New Hampshire as is designated in the vote of adjournment.

Section 7.4 Notice.

Except as otherwise provided in these Bylaws, notice of any annual or special meeting of the Board of Directors of the GREETERS, stating the place, day, hour, and purposes thereof, shall be posted on the GREETERS' website by the Secretary/Clerk at least ten (10) days before the date of the meeting.

Article 8
Indemnification of Directors and Others

To the extent permitted by law, the GREETERS shall indemnify any person serving or who has served as a Director, officer, employee or other agent of the GREETERS, or at its request as a Director, officer, employee or other agent of any other organization in which the GREETERS has an interest, or at its request in a capacity with respect to any employee benefit plan of the GREETERS or of any other organization in which the GREETERS has an interest, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties other than punitive damages, and counsel fees, reasonably incurred by such person in connection with the defense or disposition of any action, suit or other proceeding whether civil or criminal, in which such person may be involved or with which he or she may be threatened, while serving or thereafter, by reason of his or her being or having been such a Director, officer, employee or agent; except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the GREETERS; provided, however, that as to any matter disposed of by a compromise payment by such Director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment, or for any other expenses shall be provided unless:

(1) such Director, officer, employee or agent shall be found to have acted in good faith in the reasonable belief that his or her action was in the best interests of the GREETERS, after notice that the matter involves such indemnification:

- (a) by a majority of the votes cast by disinterested Directors then in office and entitled to vote; or
- (b) in the absence of any disinterested Directors or at the request of a majority of disinterested Directors, by the Member; or

(2) in the absence of action by disinterested Directors or the Member there has been obtained at the request of a majority of the Directors then in office and entitled to vote an opinion in writing of independent legal counsel, other than counsel to the GREETERS, to the effect that such Director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the GREETERS.

Expenses, including counsel fees, reasonably incurred by any such Director, officer, employee or agent in connection with any such action may be paid from time to time by the GREETERS in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the GREETERS if he or she shall be adjudicated to be not entitled to indemnification under the laws of the State of New Hampshire, which undertaking may be accepted without reference to the financial ability of such individual to make repayment. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such Director, officer, employee or agent may be entitled. Nothing contained in this Article shall limit any rights of indemnification existing independently of this Article. As used in this Article, the terms "Director", "officer", "employee" and "agent" include their respective heirs, executors, administrators, and an "interested" Director, officer, employee or agent or Member is one against whom, in such capacity, the proceedings in question or other proceedings on the same or similar grounds are then pending.

This Article shall not limit the power of the Board of Directors or its Executive Committee to authorize the purchase and maintenance of insurance on behalf of any person who is or has been a Director, officer, employee or other agent of the GREETERS, or is or was serving at the request of the GREETERS as a Director, officer, employee or other agent of another organization in which it has an interest against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the GREETERS would have the power to indemnify him or her against such liability under this Article.

Article 9 **Conflicts of Interest**

Section 9.1 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 GREETERS that a director or officer of the

GREETERS has a financial interest in, directly or indirectly (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 GREETERS;
2. The transaction is for goods and services or benefits purchased by the GREETERS 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 GREETERS;
5. The transaction is approved by a two-thirds (2/3) majority of the disinterested Directors of the GREETERS, 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 GREETERS 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 GREETERS 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 GREETERS will publish notice thereof in a newspaper of general circulation in the community in which the GREETERS’ 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 GREETERS;

- 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 GREETERS 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 such list available for inspection by the Board and contributors to the GREETERS. Said list will also be reported 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 GREETERS, 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 GREETERS shall not lend money or property to any officers or Directors of the GREETERS. Any officer or Director who assents to or participates in the making of any such loan shall be jointly and severally liable to the GREETERS for the amount of such loan until it is repaid.

10. The GREETERS 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 GREETERS without the prior approval of a New Hampshire Probate Court after a finding that the sale or lease is fair to the GREETERS. However, this paragraph shall not apply to a bona fide gift of an interest in real estate to the GREETERS by an officer or Director of the GREETERS.

11. A Pecuniary Benefit Transaction undertaken in violation of this section is voidable by the GREETERS.

Section 9.2 Notice and Agreement.

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

Article 10
Miscellaneous

Section 10.1 Directors Liability.

The Board shall have no power to bind the Directors personally or to call upon any of them for the payment of any sum of money or any assessment whatsoever other than for such sums as any Director may at any time voluntarily agree in writing to pay by way of donation to the GREETERS. All persons extending credit to, contracting with, or having any claim against the GREETERS shall look only to the funds and property of the GREETERS for the payment of any debt, the performance of any contract, the satisfaction of any claim, or the payment of any debt, damage, judgment or decree of any money that may otherwise become due to payable from the GREETERS, and neither the Directors nor officers, present or future, shall be liable therefor personally.

Section 10.2 Execution of Papers.

Unless the Board of Directors shall otherwise generally or in any specific instance provide, any bill, note, check or other negotiable instrument shall be made, signed, accepted, or endorsed in the name and on behalf of the GREETERS, and any other contract or written instrument whatsoever shall be signed, sealed with the corporate seal, should one exist, acknowledged and delivered, in the name and on behalf of the GREETERS, by either the Chairman/President or the Treasurer. In the event of a board resolution or the delegation by the Chairman/President or Treasurer, in writing, for a specific purpose, the Executive Director may execute said papers.

Section 10.3 Execution of Certifications.

Any action taken by the Member of the GREETERS, Board of Directors or any committee thereof may be certified by the officer whose duty it is to keep the minutes of such meeting or by the officer or Director keeping the records thereof or presiding thereat; and any such certificate shall be conclusive evidence for all purposes that the action so certified was taken.

Section 10.4 Corporate Seal.

The Directors may adopt and alter the seal of the GREETERS.

Article 11
Amendments

These bylaws may at any time be amended or repealed as proposed by the Board of Directors by vote of two-thirds (2/3) of the Directors then in office. Notice of the substance of any proposed amendment or repeal shall be stated in the notice of any meeting of the Board of Directors called for the purpose of approving such amendment or repeal, notice of such meeting to be posted on the GREETERS' website not less than fourteen (14) days prior to the date of such meeting.

No change in the date of the Annual Meeting of the Board of Directors may be made within sixty (60) days before the date fixed for such meeting in these bylaws. Notice of any change of the date fixed in these bylaws for the Annual Meeting of the Board of Directors shall be given to the Members at least twenty (20) days before the new date fixed for such meeting.

ADOPTED: _____, 2011

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