

BYLAWS OF
SOUTHERN STRAFFORD COMMUNITY HEALTH COALITION

The following constitutes the Bylaws of Southern Strafford Community Health Coalition (hereinafter referred to as "SSCHC"), a nonprofit corporation organized under the laws of the state of New Hampshire.

ARTICLE I

PURPOSE

- (a) The SSCHC is organized for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said section. No part of the net earnings of the SSCHC shall inure to the benefit of, or be distributable to, any private individuals, except that the SSCHC shall be authorized and empowered to pay reasonable compensation for services rendered and to make further payments and distributions in furtherance of its purposes. No substantial part of the activities of the SSCHC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as permitted by Section 501(h) of the Internal Revenue Code of 1986 or any subsequent federal tax laws. The SSCHC shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. The SSCHC shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a) and described in Section 501(c)(3), contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent federal tax laws (hereinafter called "exempt organizations").

- (b) The specific purposes of the SSCHC shall be to exclusively:
 - (i) engage in collaborative efforts to improve the health of the communities of Barrington, Dover, Durham, Lee, Madbury, Rollinsford, and Somersworth; and

 - (ii) engage in any and all activities consistent with the 10 essential services of public health listed below (as defined by the United States Centers for Disease Control and Prevention) and in furtherance of the above purpose.
 - 1) Monitor health status to identify community health problems.
 - 2) Diagnose and investigate health hazards and health problems in the

- community.
- 3) Inform, educate and empower people about health issues.
 - 4) Mobilize community partnerships to identify and solve health problems.
 - 5) Develop policies and plans that support individual and community health efforts.
 - 6) Enforce laws and regulations that protect health and ensure safety.
 - 7) Link people to needed personal health services and assure the provision of health care when otherwise unavailable.
 - 8) Assure a competent public health workforce.
 - 9) Evaluate effectiveness, accessibility and quality of personal and population-based health services.
 - 10) Research for new insights and innovative solutions to health problems.

ARTICLE II

SSCHC BOARD OF DIRECTORS

Section 1. Powers:

All powers of the SSCHC shall be exercised by and under the authority of the SSCHC Board of Directors, hereinafter referred to as the "SSCHC Board," and the business, property and affairs of the SSCHC shall be managed under the SSCHC Board's direction.

Section 2. Election:

Unless otherwise appointed, all Directors shall be elected by the incumbent SSCHC Board from a list submitted by the Nominating Committee.

Section 3. Annual Meeting:

The Annual Meeting shall be held in June at which the SSCHC Board elects Officers for the ensuing year.

ARTICLE III

COMPOSITION OF THE SSCHC BOARD OF DIRECTORS

Section 1. Size of the Board:

The SSCHC Board shall consist of twelve Directors with vote. Ex-officio Directors shall include the Executive Director without vote. No more than one-third of the Board of Directors shall be non-residents of the seven towns.

- a) City/Town Appointees. Annually each of the seven city/town Councils/Selectboards shall be requested to appoint one representative who shall begin a one-year term as a Director at the Annual Meeting. Each Council/Selectboard shall appoint or re-appoint its representative and so indicate in its meeting minutes and in a letter addressed to the SSCHC.
- b) Constituent Group Representatives. Each of the following four constituent groups shall be represented by one Director who shall begin a one-year term as a Director at the Annual Meeting: businesses, health and human services providers, schools, and public safety.
- c) Hospital Appointee. Annually Wentworth-Douglass Hospital shall be requested to appoint one representative who shall begin a one-year term as a Director at the Annual Meeting. Wentworth-Douglass Hospital shall appoint or re-appoint its representative and so indicate in its meeting minutes and in a letter addressed to the SSCHC.

Section 2. Vacancies:

Vacancies occurring on the SSCHC Board, including those by resignation or removal, shall be filled either by a requested new appointee or by election by the SSCHC Board depending upon the type of seat. A Director appointed or elected to fill a vacancy shall hold office for the remainder of the original Director's term.

Section 3. Resignation or Removal and Attendance Requirements:

- a) A Director may resign at any time by tendering his or her resignation in writing to the Chairperson or the Secretary, which shall become effective upon receipt by the SSCHC at its principal place of business.
- b) For cause by a two-thirds vote the SSCHC Board may request of a Council/Selectboard or the Hospital the removal and replacement of its representative on the Board.
- c) Any elected Director may be removed from the Board for cause by a two-thirds vote of the Board.
- d) Resignation or removal as a Director shall also constitute resignation or removal as an Officer.

Section 4. Compensation of Directors and Committee Members:

Directors and members of all committees shall receive no compensation for any services rendered in their capacities as Directors or committee members. However, nothing herein contained shall be construed to preclude any Director or committee member from receiving compensation from the SSCHC for other services actually rendered or for expenses incurred for serving the SSCHC as a Director or committee member or in any other capacity.

Section 5. Conflicts of Interest:

Any Director, Officer or committee member who or a member of whose immediate family proposes to enter into a pecuniary benefit transaction (as defined by NH Revised Statutes Annotated 7:19-a) with the SSCHC shall have an affirmative obligation to disclose such interest or that of the family member and shall be prohibited from participating in the discussion on the subject or voting thereon. The SSCHC Board shall authorize the SSCHC to enter into such pecuniary benefit transactions only in accordance with the applicable provisions of RSA 7:19-a, as they may exist from time to time.

ARTICLE IV

MEETINGS OF THE SSCHC BOARD

Section 1. Regular Meetings:

Regular meetings of the SSCHC Board shall be held at such places and times as shall be approved by resolution of the SSCHC Board, but at least quarterly.

Section 2. Special Meetings:

Special meetings of the SSCHC Board may be called at any time by the Chairperson of the SSCHC Board or upon receipt of the written request of any four or more Directors of this SSCHC. The business to be transacted at any special meeting of the SSCHC Board shall be limited to those items of business set forth in the notice of the meeting.

Section 3. Notice of SSCHC Board Meetings:

Directors shall be given written notice of each meeting of the SSCHC Board. Such notice shall set forth the time and place of the meeting and notice of the general business to be transacted. The notice shall be delivered to each Director either personally or by U.S. mail to his or her residence or place of business as listed in the SSCHC's records not less than five days prior to the meeting in the case of regular meetings and not less than 24 hours prior to such meeting in the case of special meetings. Business to be transacted at any regular meeting of the SSCHC Board shall not be limited to the matters set forth in the notice of meeting. Notice of any meeting of the SSCHC Board may be waived by the

execution of a written waiver of such notice, either before or after the holding of such meeting, which writing shall be filed with or entered upon the records of the meeting.

Section 4. Quorum:

A majority of the Directors shall constitute a quorum for the transaction of business. In addition to those Directors who are actually present at a meeting, Directors shall be deemed as present at such meeting if a telephone or similar communications device by means of which all persons participating in the meeting can hear each other at the same time is used. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the SSCHC Board.

Section 5. Adjournment:

After a quorum has been established at a meeting of the SSCHC Board, the subsequent withdrawal of Directors from the meeting so as to reduce the number of Directors present to fewer than the number required for a quorum shall not affect the validity of any action taken by the SSCHC Board at the meeting or any adjournment thereof. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the SSCHC Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of adjournment unless the time and place of the adjourned meeting are announced at the time of adjournment.

ARTICLE V

OFFICERS

Section 1. Officers:

The Officers of the SSCHC shall be the Chairperson, the Vice Chairperson, the Secretary, the Treasurer, and such other Officers as may be appointed pursuant to these bylaws. The Officers specifically referred to above shall be elected by the SSCHC Board at the Annual Meeting. Such Officers shall hold office for a term of one year, or until their successors are elected and qualified, except in the event of their earlier death, resignation or removal. Unless otherwise specified in these bylaws, Officers of the SSCHC are required to be Directors. One person may hold two or more offices, except as otherwise prohibited by law.

Section 2. Vacancies:

A vacancy in any Office because of death, resignation or removal shall be filled by the SSCHC Board for the unexpired term of such Office.

Section 3. Resignation or Removal of Officers:

Approved by SSCHC Board of Directors
6/27/06

An Officer of the SSCHC may resign at any time by tendering his or her resignation in writing to the Chairperson or Secretary and the resignation will become effective immediately upon receipt. Officers of the SSCHC may be removed at any time, with or without cause, by a vote of two-thirds of the whole number of Directors present at any meeting of the SSCHC Board.

Section 4. Chairperson:

The Chairperson shall preside at all meetings of the SSCHC Board and shall appoint all Committee Chairpersons in accordance with these bylaws. The Chairperson shall have such other duties and responsibilities as shall be delegated by these bylaws and by the SSCHC Board from time to time.

Section 5. Vice Chairperson:

In the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson and in so acting shall have all the powers and authority of the Chairperson. The Vice Chairperson shall also succeed the Chairperson in office in the event the Chairperson fails to complete his or her term for any reason. The Vice Chairperson shall perform such other duties as from time to time shall be assigned by the Chairperson or the SSCHC Board.

Section 6. Secretary:

The Secretary shall cause to be kept all of the records of the SSCHC except the financial records, shall record the minutes of the meetings of the SSCHC Board, send out all notices of meetings, and perform such other duties as may be assigned by the SSCHC Board or the Chairperson of the SSCHC Board. The Secretary shall also keep or cause to be kept a current register of the names and addresses of each Director.

Section 7. Treasurer:

The Treasurer shall insure that a true and accurate accounting of the financial transactions of the SSCHC is made and that such accounting is presented to and made available to the SSCHC Board.

Section 8. Executive Director:

The Executive Director shall be appointed by the SSCHC Board and shall serve with all the authority and responsibility necessary to operate the SSCHC in all its activities and departments, subject only to such policies as may be issued by the SSCHC Board. The Executive Director shall be a member of the SSCHC Board, ex officio, without vote.

Section 9. Other Officers:

The SSCHC Board may appoint one or more Vice Presidents, Assistant Secretaries or Assistant Treasurers and such other Officers having such duties and responsibilities as the Chairperson shall deem advisable. Such Officers need not be Directors.

ARTICLE VI

COMMITTEES OF THE SSCHC BOARD

Section 1. Appointment:

The Chairperson of the SSCHC Board shall appoint the Chairperson of such committees as the SSCHC Board may create pursuant to these Bylaws, subject to approval by the SSCHC Board.

Section 2. Tenure of Committee SSCHCs:

Except as otherwise specifically provided for in these Bylaws, each Committee Chairperson shall be appointed for a term of one year.

Section 3. Standing Committees:

There shall be the following Standing Committees of the SSCHC Board:

- (a) Nominating Committee. The Nominating Committee shall consist of the Executive Director and three Directors from different constituent groups appointed by the Chairperson of the SSCHC Board for a term of no more than two years. The Chairperson of the SSCHC Board is ineligible to serve as a member of the Nominating Committee. Nominating Committee members shall not be eligible to serve more than two consecutive terms, with the exception of the Executive Director who shall serve as an ex-officio non-voting member.

The Nominating Committee shall present nominations for Directors and may establish such rules and procedures for the presentation and consideration of names as it from time to time considers for the best interests of the SSCHC and its constituency. The Nominating Committee shall also present a recommended slate of Officers at the Annual Meeting.

- (b) Executive Committee. The Executive Committee shall consist of the Officers and the Executive Director. If still a Director, the immediate Past Chairperson of the SSCHC Board shall also be a member. The Committee shall, in the interim between meetings of the SSCHC Board, exercise all the power of that body, but in accordance with the general policy of the SSCHC and the direction of the SSCHC Board. The Chairperson of the SSCHC Board shall serve as the Chairperson of the Executive

Committee and the Committee shall designate some person to act as Secretary of the Committee who will keep a record of all meetings and all action taken by the Committee. Such records shall be submitted to each Director as soon as practical following each meeting. The Executive Committee shall hold meetings at such times as the Chairperson may determine, but at least quarterly.

ARTICLE VII

GENERAL

Section 1. Fiscal Year:

The fiscal year of the SSCHC shall begin on the first day of July and end on the 30th day of June each year.

Section 2. Execution of Instruments:

- (a) Unless otherwise specifically determined by the SSCHC Board or otherwise required by law, formal contracts of the SSCHC, promissory notes, deeds of trust, mortgages and other evidences of indebtedness of the SSCHC, and other corporate instruments or documents shall be executed, signed or endorsed by the Chairperson or such other Officers or agents of the SSCHC to whom the Chairperson shall have delegated such power and may have the corporate seal affixed thereto.
- (b) Endorsements for deposit of commercial paper to the credit of the SSCHC in any of its duly authorized depositories may be made, without countersignature, by the Executive Director or such other officers or agents of the SSCHC to whom the Chairperson, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the SSCHC.
- (c) All checks, drafts, or other order for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the SSCHC, shall be signed or endorsed by the Chairperson or by such other person or persons and in such manner as shall be determined from time to time by the Chairperson.

Section 3. Deposits of Funds:

All funds of the SSCHC shall be deposited from time to time to the credit of the SSCHC with such banks, bankers, trust companies, or other depositories as the SSCHC Board may select or as may be selected by the Chairperson or any other Officer or Officers, agent or agents of the SSCHC to whom such power may be delegated from time to time by the Chairperson.

Section 4. Construction of Terms and Headings:

Words used in these Bylaws shall be read as the masculine, feminine or neuter gender and as the singular or plural, as the content requires. The captions or headings are for convenience only and are not intended to limit or define the scope or effect of any provision of these Bylaws.

ARTICLE VIII

INDEMNIFICATION

- (a) Any person (or his or her estate, or its personal representative) made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he is or was a Director, Officer, employee, or agent of the SSCHC, or serves or served any other corporation or other entity or organization in any capacity at the request of the SSCHC while he was a Director, Officer, employee, or agent of the SSCHC, shall be and hereby is indemnified by the SSCHC.
- (b) Said indemnification shall be against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred, as a result of any such action or proceeding, or any appeal therein, to the fullest extent permitted and in the manner prescribed by the laws of the state of New Hampshire as they may be amended from time to time, or such other law or laws as may be applicable to the extent such other law or laws is or are not inconsistent with the laws of the state of New Hampshire.
- (c) The foregoing provisions of this Article shall be deemed to be a contract between the SSCHC and each Director, Officer, employee, or agent of the SSCHC in such a capacity at any time while this Article is in effect. Any repeal or modification of this Article or any applicable provision of the laws of New Hampshire shall not affect any rights or obligations then existing as it relates to any action or proceedings theretofore or thereafter brought or threatened based in whole or in part upon any such statement of facts. However, the right of indemnification provided in this Article shall not be deemed exclusive of any other rights to which any Director, officer, employee, or agent of the SSCHC may now be or hereafter become entitled apart from this Article.

ARTICLE IX

DISSOLUTION

Upon the dissolution of the SSCHC, the SSCHC Board shall, after paying or making provision for the payment of all of the liabilities of the SSCHC, distribute all of the assets of the SSCHC for such charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent federal tax laws as the SSCHC shall determine.

ARTICLE X

AMENDMENTS

These Bylaws and the Articles of Incorporation may be altered, amended, repealed or supplemented and new Bylaws or Articles may be adopted by a majority vote of the whole number of Directors at any meeting of the SSCHC Board provided, however, that written notice of the proposed change shall have been given to the SSCHC Board in the notice of the meeting.