

**BY-LAWS  
OF  
HOBY NEW HAMPSHIRE**

**ARTICLE I  
GENERAL PROVISIONS**

Section 1. Name. The name of this corporation shall be HOBY New Hampshire (hereinafter “HOBY NH”).

Section 2. Articles of Agreement. The powers of the Board of Directors and all matters concerning the conduct and regulation of HOBY NH shall be subject to the Articles of Agreement, which are hereby incorporated into and made a part of these By-Laws.

Section 3. Principal Office. The principal office of HOBY NH shall be located at 22 Hickory Way, Strafford, New Hampshire 03884, or any other place within the state of New Hampshire as determined by the Board of Directors. HOBY NH may have such other offices as the Board of Directors may designate or as the affairs of HOBY NH shall require from time to time.

Section 4. Fiscal Year. The fiscal year of HOBY NH shall end on July 30<sup>th</sup> of each year.

**ARTICLE II  
PURPOSE**

Section 1. General Purposes. HOBY NH is organized exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the New Hampshire Voluntary Corporations Act, RSA 292:1.

Section 2. Specific Purposes. The objective of HOBY NH is to promote and develop leadership and community service throughout the state of New Hampshire and to see that all HOBY programs are planned, organized and run in accordance with the goals, policies and guidelines of Hugh O’Brian Youth Leadership (“hereinafter “HOBY International”), provided such purpose is accomplished in a charitable manner, pursuant to the terms and subject to the limitations specified in HOBY International’s charter.

Section 3. Prohibitions. HOBY NH shall not engage, nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall HOBY NH participate in or intervene in any political campaign on behalf of any candidate for public office.

**ARTICLE III**  
**MEMBERSHIP**

Membership is open to any resident of the State of New Hampshire over eighteen years of age who wishes to promote leadership and community service throughout the state.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

Section 1. Direction and Management. The direction and management of HOBY NH shall be vested in the Board of Directors (hereinafter referred to as Board”). In addition to the powers expressly conferred by these by-laws, the Board shall exercise all powers of HOBY International.

Section 2. Composition. The composition of the Board shall be determined from time to time by resolution of the Board, provided that number of voting members shall be at least five (5) but not more than twenty-one (21).

Section 3. Responsibility and Authority. The responsibility and authority of the Board shall include, but is not limited to, the following:

- a) To oversee all activities conducted under the HOBY NH name;
- b) To ensure that HOBY NH programs are operated according to HOBY International’s standards and policies;
- c) To ensure the perpetuation of HOBY NH through strategic long range planning;
- d) To assume fiduciary responsibility for all HOBY NH activities;
- e) To approve all fund raising activities, programs and budgets for the corporation, the seminar committee(s), alumni association(s) and CLEWS within New Hampshire;
- f) To negotiate and approve all contracts for HOBY NH, including, but not limited to, host facility contracts for the annual state seminar(s);
- g) To approve the selection of a Leadership Seminar Chairperson (“LSC”), Alumni Advisor and CLEW Director on an annual basis
- h) To appoint officers;
- i) To approve the budget;
- j) To determine policies, consistent with HOBY NH’s purpose; and
- k) To accept gifts, grants and contributions as are deemed appropriate.

Section 4. Election and Term. Election of Directors shall be by a majority of the existing Board. Vacancies on the Board shall be filled for the unexpired term by a majority of the remaining Directors. One-third of the Board shall be elected each year by a term of two years.

Section 5. Resignation. Any Director may resign at any time by giving written notice to the President. The President may resign by giving written notice of resignation to the Secretary of the Board. Such resignation shall take effect upon receipt and the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Pecuniary Benefit Transactions. Each Director shall disclose to the Board any direct or indirect financial interest which the Director may have in the outcome of any matter which comes before the Board. Under no circumstances shall HOBY NH:

- a. Lend money or property to a Director;
- b. Sell or lease land to or from a Board member without obtaining proper approval as required by applicable law;
- c. Do business with a Board member in a manner which is unfair to HOBY NH or which impairs its ability to perform its mission.

## ARTICLE V OFFICERS

Section 1. Executive Committee. The officers of the Board shall be President, Vice President, Secretary or Treasurer, and shall be collectively known as the Executive Committee (“Executive Committee”). They shall perform the duties outlined in these bylaws and by the parliamentary authority adopted by the Board.

**(a) President.** The President shall be the Chief Executive Officer of HOBY NH. The President shall, when present, preside at all meetings of the Board; shall have general management and direction of all activities of HOBY NH, and all powers ordinarily exercised by the president of a corporation. The President shall have the authority to sign and execute in the name of HOBY NH, all deeds, mortgages, bonds, agreements, contracts or other instruments on HOBY NH’S behalf, and shall have charge and custody of all funds and securities of the Corporation in conjunction with the Treasurer.

**(b) Vice President.** In the absence of the President, or in the event of the President’s inability to act, the Vice President shall perform the duties of President, and when so acting, shall have and may exercise all the powers of the President. The Vice President shall perform such other duties as may be assigned to him/her by the President.

**(c) Secretary.** The Secretary shall keep the minutes of the meetings of the Board, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, be the custodian of the corporate records and the seal of HOBY NH, and in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to him/her by the President.

**(d) Treasurer.** The Treasurer shall have charge and custody of all funds and securities of the Corporation in conjunction with the President; complete all financial reports required under these by-laws or requested by the Board and HOBY International; receive and give receipts for monies due to HOBY NH, and deposit all such monies in the name of HOBY NH in such banks or other depositories as shall be selected by the Executive Committee. In general, the Treasurer shall perform all the duties incident to the office of treasurer and such other duties as may be assigned to him/her by the President.

Section 2. Term. Officers shall serve on the Board for a two (2) year term or until their successors have been chosen. Officers are limited to one (1) consecutive term in the same office.

Section 3. Vacancies. If an office becomes vacant for any reason, the President of the Board may choose a successor or successors who shall hold office for the unexpired term. If the office of President becomes vacant for any reason, the Vice President shall assume the office of President for the unexpired term, and shall appoint a new Vice President.

## **ARTICLE VI** **COMMITTEES**

Section 1. Creation. Upon the majority of vote of the Directors, the Board may establish standing and special committees to facilitate the operation of NH HOBY as the Board deems necessary or useful to carry out the duties of the Board. The President shall be the ex-officio chair of all committees. Said committees may consist of one the following:

- a) LSC
- b) Alumni Director
- c) Fundraising Director
- d) Director of Programming
- e) Director of Facilities

Section 2. Reporting. All committees of the Board shall report to the full Board to complete a report of their activities at each regularly scheduled Board Meeting. The committee shall also maintain written minutes of its meetings and shall provide the minutes to the Board for inclusion in the official records of HOBY NH.

Section 3. Dissolution. All committees may be dissolved upon a 2/3 majority vote.

**ARTICLE VII**  
**MEETINGS**

Section 1. Annual Meeting. The Board shall hold an annual meeting each year in August or such other month as the Board shall designate by resolution. The purpose of this meeting shall be to elect Officers and Directors.

Section 2. Regular Meetings. Regular meetings of the Board shall be held.....

Section 3. Special Meetings. Special meetings of the Board may be called by the President for any purpose, or at the written request of any two (2) Board members delivered to the Secretary at least thirty (30) days in advance of the proposed meeting date.

Section 4. Notice. The Secretary shall provide notice to all members of any Boardmeeting in writing or by e-mail at least 14 days in advance of said meeting. Said notice will shall set forth the time and place of the meeting and the business to be transacted. Notice of any special meeting shall be given at least three (3) days prior thereto either by telephone, or in writing sent via U.S. mail, email or fax.

Section 5. Action by Written Consent. Unless the Articles of Agreement provide otherwise, any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if the action is taken by unanimous written consent of the Board as evidenced by one (1) or more written consents describing the action taken, signed by each Director and filed with the minutes or corporate records. Action taken by consent is effective when the last Director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as such in any document.

**ARTICLE VIII**  
**VOTING**

All members in good standing are invited to attend meetings and vote on any issues raised at the meetings. Only those present at any meeting shall be entitled to vote on any matter raised at a general meeting. Any matters voted on by the members must also be approved by 3/5 of the Board in order to pass. This shall include but not be limited to election of directors, officers and budget-related matters.

**ARTICLE IX**  
**QUORUM**

A majority of the members of the Board shall constitute a quorum for the transaction of business at every Board meeting. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting, but not for a period in excess of 30 days. Except as otherwise provided in these by-laws, the action of a majority of the

members present at a meeting at which a quorum is present shall be the action of the entire Board.

**ARTICLE X**  
**NOMINATIONS AND ELECTIONS**

Nominations for Officers and Directors of the Board shall be taken from the floor at the Board meeting immediately preceding the annual meeting. Any Board member may make a nomination or be nominated to a position on the Board. Only existing members of the Board may be nominated for the offices of President, Vice President, Secretary or Treasurer. Non-board members may be nominated for any Directorship. The Secretary shall record all qualified nominations submitted at the meeting, and prepare a ballot of nominees. The Secretary shall mail or e-mail a list of nominees to every board member with notice of the annual meeting.

Election of the officers and directors of the Board shall be conducted during the annual meeting. All officers and directors are considered voting members for purposes of elections. Voting shall be conducted by secret ballot. Ballots shall be collected and tallied by the Secretary, and the results read at the same meeting.

The term of office for all newly elected officers and directors shall begin upon the conclusion of the Leadership Training Institute hosted each summer by HOBY International.

**ARTICLE XI**  
**COMPENSATION**

The Officers and Directors of the Board shall not receive compensation for their services, as such, but may be allowed reimbursement for their expenses actually and reasonably incurred on behalf of HOBY NH, provided such expenses are pre-approved by the Executive Committee. The Board shall not receive any compensation for their service, nor shall they be paid expenses incurred in attending meetings or otherwise, but shall serve voluntarily.

**ARTICLE XII**  
**REMOVAL**

A member of the Board may bring a motion at any meeting of the full Board, called for any purpose, for the removal of an officer or director, with or without cause. The Officer or Director may be removed from office by a two-thirds vote of the entire Board. The vacancy may then be filled by a majority vote of the Board.

**ARTICLE XIII**  
**MANAGEMENT AND DEDICATION OF ASSETS**

The properties and assets of HOBY NH are irrevocably dedicated to charitable purposes. All assets of HOBY NH shall be managed directly by the Executive Committee of the Board, through the President and Treasurer. An accounting of all assets held by HOBY NH shall be provided by the Treasurer or President at least annually in a written report to the entire Board.

No part of the net earnings, properties, or assets of HOBY NH on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, officer or director of HOBY NH. On liquidation or dissolution, all properties and assets and obligations shall be returned to HOBY International. HOBY International shall hold all funds/assets for the benefit of (1) any replacement affiliate in the corporate territory, or (2) if no replacement can be organized within a reasonable time (12 months), then to the benefit of all other affiliates and HOBY International, generally.

**ARTICLE XIV**  
**PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

**ARTICLE XV**  
**CORPORATE FILINGS**

HOBY NH shall comply with all applicable federal, state and local regulations as they pertain to its standing as a 501(c)(3) New Hampshire non-profit corporation. This includes, but is not limited to HOBY NH annual filings with the New Hampshire Secretary of State, Department of Business Services, the New Hampshire Attorney General's Office, the New Hampshire Department of Revenue, the Internal Revenue Service, and the applicable County Recorder of Deeds.

**ARTICLE XVI**  
**INDEMNIFICATION**

To the maximum extent permitted by New Hampshire General Not for Profit Corporation Act (as amended) and related laws, Directors, Officers and agents shall not be personally liable for any debt, liability or other obligation of HOBY NH. Except as limited by New Hampshire law, HOBY NH shall indemnify and hold harmless each director, officer or agent who is made a party to any legal proceeding because he / she was or is a Director or Officer or agent provided that such Director, Officer or agent acted in good faith and reasonably believed that his or her conduct was in the best interest of HOBY NH. This indemnification shall extend to all settlements approved by the Board, all judgments or verdicts and all expenses of defense, including reasonable attorneys' fees.

**ARTICLE XVII**  
**AMENDMENT OF BY-LAWS**

These by-laws may be amended at any regular or special meeting of the Board by a two-thirds (2/3) vote of the members, provided that the amendment has been submitted in writing to all members at least two (2) weeks prior to such meeting.

**ARTICLE XVIII**  
**HOBY NH OPERATIONS**

Section 1. Agents and Employees. HOBY NH, with the approval of the Board, may hire or retain any agents or employees as deemed necessary to carry out the daily operations of HOBY NH, which may include, but shall not be limited to, an Executive Director, Director of Membership, and such other administrative and support personnel as is necessary or appropriate. Such agents and employees may receive salary and other benefits as the Board deems appropriate. HOBY NH shall establish such employment policies, rules and regulations as deemed appropriate, which policies, rules and regulations may be amended from time to time upon approval of the Board.

Section 2. Financial Matters. The Treasurer and, upon approval of the Board shall have authority to make disbursements of HOBY NH funds by cash or check. Unless pre-approved, by annual budget or otherwise, all disbursements in excess of \$500.00 shall require the approval of the Board.

**ARTICLE XIX**  
**DISSOLUTION**

HOBY NH may be dissolved upon a two-third (2/3) majority vote of the Board of Directors at a meeting called for such purpose. In the event of dissolution of HOBY NH, the Board shall, after paying or making provision for the payment of all the liabilities of HOBY NH, distribute all assets to:

Hugh O'Brian Youth Leadership  
31255 Cedar Valley Drive  
Westlake Village, California 91362

If Hugh O'Brian Youth Leadership is no longer in existence, all of the assets of HOBY NH will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose

**ARTICLE XX**  
**CONFLICT OF INTEREST**



Any possible conflict of interest on the part of any member of the Board, officer or employee of HOBY NH, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds (2/3) vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds (2/3) vote of the disinterested directors and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding and agreeing to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

**ARTICLE XI**  
**EFFECT OF THE ARTICLES OF AGREEMENT**  
**AND THE NEW HAMPSHIRE VOLUNTARY CORPORATIONS ACT (RSA 292)**

To the extent not otherwise expressly varied by the terms of HOBY NH's Articles of Agreement or these By-Laws, the provisions of the New Hampshire Voluntary Corporations Act, as the same may from time to time be amended, shall govern all matters concerning the powers, conduct and regulation of the business and affairs of HOBY NH, its officers and directors. All of the provisions of the Articles of Agreement of HOBY NH, as from time to time amended, shall be deemed incorporated into these By-Laws by reference and in the event of any inconsistency between the provisions of HOBY NH's Articles of Agreement and these By-Laws, the terms of the Articles of Agreement shall govern and the relevant provisions of the these By-Laws shall be deemed amended accordingly.

The undersigned hereby certify that the foregoing by-laws have been adopted at a duly convened meeting of the Board of HOBY NH, with a quorum present, this \_\_\_\_ day of \_\_\_\_\_, 2011.

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