

# State of New Hampshire

## Department of State

### CERTIFICATE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that TRUSTEES OF PROTESTANT EPISCOPAL CHURCH IN NEW HAMPSHIRE is a New Hampshire Nonprofit Corporation registered to transact business in New Hampshire on July 10, 1846. I further certify that all fees and documents required by the Secretary of State's office have been received and is in good standing as far as this office is concerned.

Business ID: **68672**

Certificate Number: **0004159843**



IN TESTIMONY WHEREOF,

I hereto set my hand and cause to be affixed  
the Seal of the State of New Hampshire,  
this 31st day of July A.D. 2018.

A handwritten signature in cursive script, appearing to read "William M. Gardner".

William M. Gardner  
Secretary of State

Amended and Restated Bylaws  
of the Trustees of the  
Protestant Episcopal Church of New Hampshire

**ARTICLE I**  
**TRUSTEES' MEETINGS**

Section 1. ANNUAL MEETING. The annual meeting of the Trustees of the Protestant Episcopal Church of New Hampshire (the "Church") for purposes of organization for the ensuing year, election of the officers and transaction of any other business shall be held at such location in the State of New Hampshire, and on such date and at such hour as shall be designated by the President. The President shall give reasonable advance written notice of the annual meeting to each Trustee prior to said meeting date.

Section 2. SPECIAL MEETING. Special meetings of the Trustees may be called upon by order of the Bishop or the majority of the Trustees then in office upon application to the Secretary for that purpose. The Secretary shall give written notice of any special meeting of the Trustees to each Trustee at least five (5) days prior to said meeting.

Section 3. NOTICE. A Trustee present at any meeting of the Trustees shall be presumed to have received due notice thereof. Any meeting shall be a legal meeting without notice if each Trustee, or his attorney thereto duly authorized, waives notice, either before or after the meeting, by a writing filed with the records of the meeting. Whenever notice to any Trustee of a meeting of the Trustees is required, such notice shall be sufficient, whether given orally, or by mail, postage prepaid, or by telephone or telegram, or by writing in hand, or by electronic transmission, including facsimile or electronic mail, if received by him/her before the meeting; stating the time and place of the meeting and addressed to a Trustee at his/her last known place of business or residence or other contact information as appearing on the books of the Church shall be sufficient notice thereof to such Trustee in any event.

Section 4. QUORUM. At any meeting of the Trustees, the presence of a majority of the Trustees then in office shall constitute a quorum. A majority of the Trustees present, regardless of the absence of a quorum, may vote to adjourn the meeting to a date certain, at which time, without the necessity of further notice, any business which might have been transacted at the adjourned meeting may, if a quorum is present, be transacted.

Section 5. VOTING AND ACTIONS WITHOUT MEETING. The affirmative vote of a majority of the Trustees attending a meeting, at which a quorum is present, shall be necessary for action with respect to the matter voted upon, except as otherwise provided by law, the Church's Constitution or Canons, or the bylaws of the Church, if any. Any action required or permitted to be taken at any meeting of the Trustees may be taken without a meeting if the Trustees constituting a majority of the Trustees then in office consent to the action in writing and the written consents are filed with the records of the meetings of the Trustees. Such consents shall be treated for all purposes as a vote at a meeting. Such consent may be delivered by mail, postage prepaid, or by telephone or telegram, or by writing in hand, or by electronic transmission, including facsimile or electronic mail.

Section 6. PARTICIPATION AT MEETING AND PROCEDURE. Any Trustee may participate in a meeting, including a Committee meeting, by telephonic or other similar means. All meetings of the Trustees and its Committees shall be conducted in accordance with the then-most current edition of Robert's Rules of Order, except in the event of conflict with these bylaws.

Section 7. ELECTION, QUALIFICATION AND TENURE OF TRUSTEES. Unless the Church's Constitution, its Canons or bylaws, or applicable state law require otherwise, the addition of new Trustees or any person filling a vacancy in a Trustee position, in each case in accordance with Section 5, shall be elected by the then-current Trustees at their annual meeting or any special meeting called for such purpose, and the person so elected shall hold the office of Trustee for his or her life, or until his or her earlier resignation or removal. A Trustee may be removed by the Trustees for no reason or any reason, in accordance with Section 5.

## **ARTICLE II**

### **OFFICERS AND DUTIES**

Section 1. ELECTION, QUALIFICATION AND TENURE OF OFFICERS. The Officers shall be the President, Treasurer, and Secretary, and any other officers appointed from time to time by the Trustees. The Bishop shall be, ex officio, the President. In the absence of the Bishop, if there shall be a Bishop Coadjutor, the Bishop Coadjutor shall serve as the President. The Treasurer and Secretary shall be elected by the Trustees at their annual meeting and shall hold office for one year and until their respective successors are duly elected and qualified. The Treasurer, Secretary and any other officers appointed by the Trustees shall hold their offices at the pleasure of the Trustees and are not required to be Trustees. Such officers shall not be considered Trustees solely because of their position(s) as an officer, and officers are not entitled to vote at Trustees' meetings in the capacity of an officer, unless and until such person is also elected as a Trustee, if at all, by separate vote.

Section 2. VACANCIES. The Trustees shall have the power to fill vacancies in any office and any person so chosen to fill any such vacancy shall hold office until such time as the term of the predecessor would have expired in accordance with Section 1 hereof. For purposes of these bylaws, a vacancy shall occur upon the expiration of an officer's term, resignation, death or any disability which, in the opinion of the Bishop or majority of the Trustees, prevents the person from carrying out his or her duties as reasonably required by the Church.

Section 3. REMOVAL. A person, including a Trustee, except for the Bishop or the Bishop Coadjutor, may be removed as an officer, at any time and for any reason or no reason at all, by a majority vote of the Trustees then in office in accordance with Section 5 of Article I.

Section 4. PRESIDENT. The President shall, if present, be the presiding officer at all meetings of the Trustees. The President shall be the chief executive officer of the Trustees.

Section 5. TREASURER. The Treasurer shall have general charge of the financial affairs of the Trustees, with custody of all moneys, securities, valuable papers, books, and accounts, and shall have authority, in the name and on behalf of the Trustees, subject always to the general supervision and control of the Trustees and except as they may otherwise order and as otherwise provided by law or these Bylaws, to receive and pay moneys; to collect debts due the Trustees; to endorse for deposit bills, checks, drafts, and promissory notes payable to the Trustees; to execute transfers or assignments of certificates of stock, bonds, and other securities; and, except as otherwise provided in these Bylaws, to execute, under seal or otherwise, deeds, mortgages, bonds, contracts, agreements, instruments and other documents. The Treasurer shall keep full and accurate accounts of the financial transactions of the Trustees including distributions made by it from time to time and shall make such statements or reports therefrom as the Trustees may from time to time require. He/she shall sign such other instruments and perform such other duties as may be prescribed by law or by the Trustees. If required by the Trustees, he/she shall give bond for the faithful performance of his/her duties, in such form, in such amount, and with such surety as the Trustees may prescribe.

Section 6.        SECRETARY. The Secretary shall keep a true record of the votes and business transacted at all meetings of the Trustees in a book or books to be kept for such purpose and of which he/she shall have custody. He/she shall also have custody of the seal. He/she shall give notices of meetings as required by these Bylaws or by law, and shall perform such other duties as may be prescribed by the Trustees or may be imposed upon him/her by law.

Section 7.        ASSISTANT TREASURER AND ASSISTANT SECRETARY. The Trustees may elect and appoint an Assistant Secretary and/or Assistant Treasurer. Such person, if any, shall have all powers and duties of the Secretary or Treasurer, respectively, in the absence of or disability of the Secretary or Treasurer, as applicable. The Assistant Treasurer and Assistant Secretary shall perform such other duties as shall be assigned to him/her by the President or the Trustees. If required by the Trustees, he/she shall give bond for the faithful performance of his/her duties, in such form, in such amount, and with such surety as the Trustees may prescribe.

Section 8.        OTHER OFFICERS. Other officers or agents (including a Vice Presidents) when appointed by the Trustees shall have such duties and may exercise such powers as the Trustees may from time to time prescribe.

### **ARTICLE III** **COMMITTEE(S) OF TRUSTEES**

Section 1.        COMMITTEES. The Trustees may, by vote of a majority of the Trustees then in office, establish such committees and subcommittees, and task forces (collectively "Committees") as it may deem desirable to which it may, by like vote, delegate thereto some or all of its powers except those which by law, these Bylaws or the canons/bylaws governing the Church, if any, it is prohibited from delegating. Except as the Trustees may otherwise determine, any such Committees may make rules for the conduct of its business, but unless otherwise provided by the Trustees or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided by these Bylaws for the Trustees. The Trustees shall have the power and discretion to fill vacancies in or disband any such Committees, with the exception of a standing committee.

Section 2.        APPOINTMENT AND TENURE. The Chair and other members of each Committee shall be appointed by the Trustees. All such appointments must be approved by a majority vote of the Trustees. Members shall serve until the designation of their successors, except as otherwise provided herein. Unless otherwise specifically provided for in these Bylaws, each committee member shall be entitled to vote at Committee meetings.

Section 3.        SCOPE OF RESPONSIBILITY. The scope of responsibility of each standing Committee is outlined below. Except as otherwise provided herein, each Committee's recommendations shall be transmitted by the Chair of such Committee to the Trustees for action. The Trustees may delegate specific duties and responsibilities to each Committee by a majority vote of the Trustees.

Section 4.        STANDING COMMITTEES. The following Committee(s) shall be appointed annually and the members of the Committees shall serve until their successors have been designated. Except as otherwise provided for herein, each Committee shall have a minimum of four (4) members, where possible, and shall be appointed from among the members of the Trustees.

- A. FINANCE COMMITTEE. The Finance Committee shall consist of five (5) members of the Trustees, including the Treasurer if he or she is also a Trustee. The Treasurer,

if not also a Trustee, shall be an ex officio member of the Finance Committee. One of the members of the Trustees shall be elected the Chair of the Finance Committee by the majority vote of its members. This Committee shall have supervision and full authority on behalf of the Trustees in all matters relating to the funds, securities and investments of the assets of the Trustees. It shall maintain a continuous and overall review of income and expenditures and make recommendations to the Trustees related thereto. This Committee annually shall present to the Trustees the financial position of the assets of the Trustees. It shall, in addition, review regularly the Trustee's financial position and make recommendations related thereto to the Trustees. Any action taken by the Finance Committee pursuant to the foregoing authority shall be reported to the Trustees at its next meeting.

Section 5. COMMITTEE MEETINGS. Meetings of the Committees shall be called by the Chair of such Committee. The notice of such meeting, together with the subjects thereof, shall be given at least two (2) days in advance of such meeting, which notice may be waived by the members of such Committee either before, at or after any meeting. A majority of the members of such Committee then in office shall constitute a quorum for the purposes of such meeting. Any action permitted to be taken at a meeting of a Committee may be taken without a meeting if all members of such Committee then in office consent to such action in writing.

## **ARTICLE IV** **INDEMNIFICATION**

Section 1. TRUSTEES AND OFFICERS. Subject to the provisions in this Article IV, the Church shall indemnify each of its Trustees and officers (the "Indemnitee"), against all Charges reasonably incurred by the Indemnitee in connection with any claim, action, suit, or other proceeding or investigation, whether civil or criminal and including appeals (the "Proceeding"), in which the Indemnitee may be involved or with which the Indemnitee may be threatened as a party, while in office or thereafter, by reason of the Indemnitee's being or having been such a director, officer, or trustee.

Indemnification under this Article IV shall not be made, and no person shall be entitled to indemnification: (1) if such indemnification is prohibited by law, or (2) with respect to any matter as to which the Indemnitee shall have been adjudicated in any Proceeding (a) not to have acted in good faith in the reasonable belief that the Indemnitee's action was in the best interests of the Church, or (b) to have acted with willful misconduct or gross negligence, or (c) in the case of a criminal proceeding, to have had reasonable cause to believe that the conduct in question was unlawful (the "Indemnification Standard"). The Church may indemnify any Indemnitee with respect to any matter as to which no adjudication as to the issue of the Indemnification Standard has been made in any Proceeding unless it is determined (a) by a majority vote of the Trustees who were not parties to such Proceeding or (b) by independent legal counsel in a written opinion (which counsel shall be appointed if such quorum is not obtainable) that the Indemnitee did not meet the Indemnification Standard.

As to any matter disposed of by a compromise payment by the Indemnitee, pursuant to a consent decree or otherwise, no indemnification for any Charges shall be provided unless such compromise shall be approved as in the best interests of the Church, after notice that it involves such indemnification: (i) by a majority vote of a quorum consisting of Trustees who were not parties to such Proceeding notwithstanding the above; or (ii) independent legal counsel in a written opinion (which counsel shall be appointed if such quorum is not obtainable) to the effect that such Indemnitee acted in accordance with the Indemnification Standard.

Section 2.     **ADVANCES.** Expenses, including attorneys' fees, reasonably incurred by an Indemnitee in connection with defense or disposition of any Proceeding may be paid by the Church, in advance of the final disposition thereof, no later than 45 days after the written request of the Indemnitee for such advance, unless it is determined (a) by a majority vote of a quorum consisting of Trustees who were not parties to such Proceeding or (b) by independent legal counsel in a written opinion (which counsel shall be appointed if such quorum is not obtainable) that the Indemnitee did not meet Indemnification Standard; provided, however, that such advances shall only be made upon receipt of an undertaking by the Indemnitee to repay the amounts so paid to the Church if it is ultimately determined that indemnification for such expenses is not authorized under this Article IV, which undertaking may be accepted without reference to the financial ability of the Indemnitee to make repayment.

Section 3.     **OTHER RIGHTS AND REMEDIES.** The indemnification provided by this Article IV shall not be deemed exclusive of any other rights to which any Indemnitee seeking indemnification may be entitled under any law, agreement, vote of disinterested Trustees, or otherwise, both as to action in the Indemnitee's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such Indemnitee. No repeal or modification of these Bylaws shall adversely affect any such rights or obligations then existing with respect to any state of facts then or theretofore existing or any Proceeding theretofore or thereafter brought based in whole or in part upon any such state of facts.

Section 4.     **DEFINITION OF "CHARGES".** As used in this Article IV the term "Charges" shall include, without limitation, judgment awards, amounts paid in settlement, excise taxes, awards by other tribunals or bodies, attorneys' fees, costs, fines, penalties, and other liabilities actually and reasonably incurred by any Indemnitee in connection with any Proceeding.

Section 5.     **INSURANCE.** The Trustees may authorize the purchase and maintenance of insurance, in such amounts as the Trustees may from time to time deem appropriate, on behalf of any person who is or was an Indemnitee against any liability incurred by such Indemnitee in any such capacity, or arising out of such person's status as Indemnitee, whether or not such person is entitled to indemnification by the Church pursuant to this Article IV or otherwise and whether or not the Church would have the power to indemnify the person against such liability.

Section 6.     **SAVINGS CLAUSE.** If this Article IV or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, the Church shall nevertheless indemnify each Indemnitee as to all Charges with respect to any Proceeding to the full extent permitted by any applicable portion of this Article IV that shall not have been invalidated or by any other applicable law.

## **ARTICLE V** **FISCAL YEAR**

The fiscal year of the Church shall, unless otherwise fixed by the Trustees, begin on January 1 and end on December 31<sup>st</sup> of each year.

## **ARTICLE VI** **CORPORATE SEAL**

The corporate seal shall consist of a die with the words "Trustees of the Protestant Episcopal Church in New Hampshire" and the year of incorporation "1846" cut or engraved thereon. Notwithstanding the foregoing, the form of the seal may be changed by order of the Trustees.

**ARTICLE VII**  
**MISCELLANEOUS**

Section 1.     AMENDMENT. These Bylaws may be amended at any duly called meeting of the Trustees by a vote of the majority of the Trustees present, providing such amendments have been distributed to the Trustees at least ten (10) days prior to the meeting, and that notice thereof is given in the call of the meeting. Notwithstanding the foregoing, any meeting shall be a legal meeting without notice if each Trustee, or his attorney thereto duly authorized, waives notice, either before or after the meeting, by a writing filed with the records of the meeting.

These Bylaws have been duly adopted and approved by the Trustees on the 10<sup>th</sup> day of December, 2012.

By:   
J. Robert Cotton, Secretary