

BYLAWS
Of
The Fall Mountain Educational Endowment Association

ARTICLE I – NAME

The name of this organization is The Fall Mountain Educational Endowment Association.

ARTICLE II - PLACE OF BUSINESS

The Corporation's place of business shall be at Fall Mountain Regional High School in the community of Langdon, New Hampshire or at such other addresses as the Board of Directors shall determine from time to time.

ARTICLE III – PURPOSE

The purpose of the Corporation shall be to provide funding for educational programs suggested by the local school staff, administration, students, and community members that will improve student capabilities to become responsible world citizens, voters and community participants in the following communities: Acworth, Alstead, Charlestown, Langdon, and Walpole in the State of New Hampshire and such other adjacent or nearby communities as may be determined from time to time by the Board of Directors, by developing an operational structure, raising funds for distribution, and distributing grants on a fair and nondiscriminatory basis. The Corporation shall operate in a manner consistent with these Bylaws and policies as established by the Board of Directors from time to time.

ARTICLE IV – POWERS

The Corporation is empowered to raise and receive money and other property by gift, device, subscription, dues, and other legal means and to expand and contribute the funds so raised and do all things necessary or desirable to carry out the purpose set forth in Article III of these Bylaws. The Corporation shall have no capital stock and shall be operated solely for charitable purposes. No officer or director shall be entitled to receive compensation from the Fall Mountain Educational Endowment Association for services to the Corporation. Upon dissolution of the Corporation, any remaining financial assets of the Corporation shall be distributed in accordance with Article XI.

ARTICLE V – MEMBERS

Any person, firm, corporation, or organization subscribing to the purpose of these Bylaws and making an annual contribution of voluntary participation or funds for the benefit of the Corporation shall become a member of this Corporation. The members are not entitled to vote but may attend meetings of the Board of Directors and provide advice.

ARTICLE VI – BOARD OF DIRECTORS AND OFFICERS

Number and Title: The officers of the Corporation, elected from among a Board of Directors, shall consist of a president, a treasurer, a secretary, one or more vice presidents, and such other officers as the Board of Directors may choose to elect.

Board of Directors: At the meeting at which the Bylaws are adopted by majority vote of those present, the number of directors for the ensuing year shall be fixed, and the number so fixed shall be elected Directors of the Corporation. Insofar as practical, one-third of the directors so elected shall serve for a term of one year, one-third for a term of two years, and one-third for a term of three years, the terms of the directors being determined by lot or some other equitable procedure.

At each Annual Meeting thereafter, the Corporation Directors shall elect one-third of the number of directors to serve a fixed term of three years, and may elect additional directors for shorter terms to fill vacancies, it being the intent of this Bylaw that insofar as practicable the term of office of one-third of the number of directors fixed at each Annual Meeting shall expire at the next succeeding Annual Meeting. The Board of Directors shall make, implement, and supervise the policies of the Corporation, shall elect all officers, and may fill vacancies in the Board of Directors which occur between Annual Meetings.

President: The president (and at times of his/her absence or inability the vice president) shall be the chief executive officer of the Corporation, shall preside at all meetings of the members of the Board of Directors and the Executive Committee, and shall implement Corporation policy as established by the Board of Directors.

Treasurer: The treasurer shall be the custodian of all Corporation funds. At Corporation expense he/she shall be bonded each year. He/she shall deposit all receipts in a bank or banks designated by the Board of Directors and shall disburse Corporation funds only by checks or other orders for the payment of money. The treasurer shall make and submit to the Board of Directors such reports as the Board of Directors may prescribe from time to time.

Secretary: The secretary shall record and keep minutes of the meetings and shall prepare and transmit to the Board of Directors such reports as may be required by the Board of Directors pursuant to these Bylaws.

Other Officers: The vice presidents and such other officers as the Board of Directors may from time to time elect shall have such powers and perform such duties as the Board of Directors may determine.

Conflict of Interest: Any Director of the Fall Mountain Educational Endowment Association shall conform to the current Conflict of Interest Policy. Each Director shall sign a document acknowledging this requirement upon being elected to the board and annually thereafter.

ARTICLE VII – COMMITTEES OF THE BOARD

Executive Committee: Between meetings of the Board of Directors, the conduct of Corporation operations may be directed by an Executive Committee composed of the officers of the Corporation, the Chairperson of the Committees specified in this Article, and such Directors of the Corporation as the President may appoint from time to time subject to the approval of the Board of Directors.

Grants Committee: There shall be a Grants Committee, chaired by a Corporation Director, which shall be comprised of not fewer than three committee members, who need not be directors. Grants Committee members will recuse themselves from discussing or voting on a grant application submitted by either themselves or their spouses. In making grants, the Grants Committee shall apply such rules and standards not inconsistent with the purpose of this Corporation as are prescribed in these Bylaws and, subject to such rules and the approval of the Board of Directors, it shall implement and oversee all policy relative to grants, and shall make and transmit to the secretary for the information of this Corporation such reports as the Board of Directors may prescribe relative to grants procedures.

Additional Committees: The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more additional committees, each consisting of one or more director(s) and other persons who are a representation of associate members, to serve at the pleasure of the board.

Committee Appointments: Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the board resolution, shall have all the authority of the board, except that no committee, regardless of board resolution, may, fill vacancies on the board or on any committee that has the authority of the board.

ARTICLE VIII – TERM OF OFFICE

The term of office of the officers and committee members of the Corporation shall, at the pleasure of the Board of Directors, expire at the next succeeding Annual Meeting of the Board of Directors or when their respective successors are elected and qualify. The members and Chairpersons of all Committees, except the Executive Committee, shall be appointed by the President subject to the approval of the Board of Directors.

ARTICLE IX – MEETINGS

Annual Meeting of the Board of Directors: One meeting each year of the Directors shall be designated the Annual Meeting of the Board of Directors and shall be held on and at such time and place as shall be fixed by the board. The Annual Meeting of the Board of Directors shall be open to all members and residents of the Corporation Area, but only persons who are duly elected directors shall be entitled to be heard or to vote on any matter brought before the meeting. The president may, however, exercise discretion in permitting or inviting meeting guests to address the Directors.

Other Meetings of Directors: Regular meetings of the Board of Directors will be held at least semi-annually at such time and place as shall be fixed by the president with direction from the board. Special meetings of the Board of Directors may be held from time to time upon call of the president or upon written application to the secretary of not less than one-third in number of the Directors then in office. The secretary shall mail or email written notice of all meetings of the Board of Directors to each Director at least seven days prior to the meeting unless the time, place, and date of such meeting has been previously fixed by vote of the Board of Directors, or unless waiver of notice of the meeting is signed by every Director and filed with the secretary.

Meeting of the Executive Committee: Meetings of the Executive Committee may be called by the president at any time. Notice of the date, time, and place of Executive Committee meetings shall be furnished to each Executive Committee member by the secretary by mail, email, telephone, messenger, or other reasonable means at least seventy-two hours in advance of the meeting unless the time, date, and place of the meeting has been previously fixed by vote of the Executive Committee, or unless waiver of notice of the meeting has been signed by every Executive Committee member and filed with the secretary.

Quorum: One-third of the Directors then in office shall constitute a quorum in the case of a meeting of the Board of Directors; and a majority of those present at a meeting, and entitled to vote, shall decide any matter properly brought before the meeting.

ARTICLE X – FISCAL YEAR

The fiscal year of the Corporation shall be the twelve-month period ending June 30 of each year.

ARTICLE XI – CORPORATION DISSOLUTION

In the event of dissolution, assets shall 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 XII – AMENDMENTS

These Bylaws may be amended by a majority vote of all the directors at any annual, scheduled, or special meeting called for the purpose of acting upon a proposed amendment and shall become effective immediately.

ARTICLE XIII – EFFECTIVE DATE OF THESE BYLAWS

These Bylaws shall become effective upon their adoption at a meeting as provided in Article IX. Once adopted in this present form, these Bylaws become the governing documents of The Fall Mountain Educational Endowment Association. The undersigned Board of Directors respectively of The Fall Mountain Educational Endowment Association hereby certify that the foregoing Bylaws were duly amended and adopted at a meeting duly called and held on the 20th day of June, 2023.

PRINTED NAME

SIGNATURE

Diana Bushway

Shelly Blouin-Andrus

Ken Hart

Lisa Holmes

Nancy Houghton

Laurie Luther-Houghton

Kim Lewis

Ronald Makinen

Lisa Ranauro

Patricia Royce

Tammy Vittum

PLEASE SIGN WITH BLUE INK!