

# **By-Laws of the Granite State Health and Fitness Foundation (GSHFF)**

*Revised, October 25, 2022 by GSHFF Board*

## **ARTICLE I: NAME; REGISTERED OFFICE and FISCAL YEAR**

**Section 1:** The name of this organization shall be the Granite State Health and Fitness Foundation, incorporated under the laws of the state of New Hampshire (herein known as GSHFF).

**Section 2:** Registered Office. The registered location of the GSHFF is P.O. Box 933, Manchester, NH 03105.

**Section 3:** The fiscal year of the GSHFF shall begin January 1.

## **ARTICLE II: Mission & Objectives**

### **Mission**

The Granite State Health and Fitness Foundation, a not-for-profit 501(c)(3) organization corporation in the State of New Hampshire striving to promote and support health, fitness and wellness lifestyle experiences and opportunities. We are inclusive of all members of our community. Utilizing a variety of alliance partners and resources, we will support events, organizations and programs in our mutual missions to improve lives by fostering and engaging a diverse group of key health and wellness constituents.

### **Objectives**

Guided by the spirit of Granite State Health and Fitness Foundation's mission, the GSHFF supports health, fitness and wellness Infrastructure, Programs and Events.

**Infrastructure:** GSHFF recognizes that permanent and long-standing improvements within the community promote its citizens to engage in health, fitness and wellness activities.

**Programs:** Many health, fitness and wellness programs exists within our communities. GSHFF will continue to promote and support the engagement of citizens and organizations to further develop and deliver on their benefits and mission.

**Events:** The GSHFF's provides financial and resource expertise support to successfully deliver health and fitness events.

## **ARTICLE III: Board of Directors**

**Directors:** The general management of all affairs of this organization shall be vested in a Board of Directors (The Board) comprised of not fewer than five (5) and no more than eleven (11) individuals. No two members of the Board of Directors shall be members of the same immediate family or related by blood. Directors shall serve a three (3) year term, after which the member may be re-nominated and elected to an additional three year term. After an interval of one (1) year, a member may be again re-elected to the Board of Directors. Any former or inactive board member may remain part of the organization in an advisory capacity

Officers of the Board shall be composed of the President, Vice President, Secretary, Treasurer, and Community Relations/Sponsorship Director, and when applicable they shall meet on a regular basis to be determined by the board as necessary, and minutes of the Board's meetings shall be maintained by the Secretary and available for inspection of any board member.

The Board shall be the governing body of the GSHFF and shall make such decisions that are necessary to carry out the mission as specified in Article II, of the GSHFF. The Board can approve any initiative with a majority vote of a quorum. A majority of the Board shall constitute a quorum.

In the event that any of the elected officers are unable to complete their term, or in the event of a vacancy, the remaining members will elect a replacement for the remainder of the unexpired term.

Board members may voluntarily terminate their membership by delivering to the Board a letter of resignation. If behavior or conduct of a member is suspected of being materially and seriously prejudicial to the interests or purposes of GSHFF the board may vote to terminate membership.

This is a volunteer organization. The Directors shall be entitled to no direct compensation. All out of pocket expenses incurred by such Directors on behalf of the Foundation may be reimbursed upon a vote of the Board of Directors. This applies to all board members.

#### **ARTICLE IV: Elections**

The officers shall be elected for a one-year term, beginning in January. Elections shall take place three months prior at an annual meeting allowing time for newly elected officers to become acquainted with their term duties.

#### **ARTICLE V: Officers**

##### **Section 1: President**

The President shall be elected and shall be responsible for promoting the objectives of the GSHFF within the community. The President is also responsible for calling regular meetings of the GSHFF and appointing any committees which are deemed necessary to further the objectives of the GSHFF. The President shall have the authority to make day-to-day decisions regarding the operation of the GSHFF provided that the President shall consult with the Board on any event or issue of importance as it pertains to our mission, and all such decisions shall be put to a majority vote of the Board.

##### **Section 2: Vice President**

The Vice President shall be elected and shall succeed the President if he or she is unable to complete his or her term of office. The Vice President shall assist with the administrative duties of the President, Secretary and Treasurer and shall act as interim Officer until such Board position is filled.

##### **Section 3: Secretary**

The Secretary shall be elected and shall be responsible for maintaining minutes of any meetings of the Board. The secretary shall maintain and organize all correspondence between Board members and make such available for review at any time to any member of the Board.

##### **Section 4: Treasurer**

The Treasurer shall be elected and shall be responsible for all funds of the GSHFF as well as maintaining the status of the GSHFF as a non-profit corporation in the State of New Hampshire. The treasurer shall be responsible for timely Federal Tax filing Form 990, Filing the Corporation's Annual Report with the state as a non-profit as well as monitoring the compliance of maintaining such status. The Treasurer shall review and prepare an annual operating budget to be approved by the board. The Treasurer shall maintain all financial statements, which shall be available for inspection by any board member, upon request.

### **Section 5: Community Relations/Sponsorship Director**

The Director of Community Relations will be responsible for identifying various ways of representing GSHFF within the community to raise awareness of the mission of GSHFF. Examples: Being present at other community events, preparing and submitting press releases to local media, soliciting donations, i.e., grants or public donations and promoting the grant award program of GSHFF.

## **ARTICLE VI: Committees**

The President with the approval of the Board of Directors may create special committees. The President, with the Board's approval, designates the committees' powers and the term of each committee's appointment. Committees shall report back to the full board with recommendations and/or motions.

## **ARTICLE VII: Activities**

### **Section 1: Programs, Infrastructure & Events**

The GSHFF shall sponsor programs, infrastructure and events which provide safe and healthy activities which promote the objectives of the foundation. The GSHFF can assist with and sponsor community programs/events with the approval of the Board of Directors. The GSHFF may co-sponsor programs with other organizations. The GSHFF reserves the right to contribute to or lend aid to any charitable endeavor deemed appropriate by the Board of Directors.

### **Section 2: Awarding Grants (including program funding)**

The GSHFF shall maintain a Responsible Investment Policy (RIP) to ensure foundation funds remain available at a minimum dollar level. The dollar level shall be put to a majority vote of the Board at the annual meeting. Following year total grants to be awarded shall be determined at the annual meeting. Grants shall be awarded based on the criteria set on an annual basis by the Board of Directors. Grants shall not be based on sex, race, color, national origin, religion, disability, sexual orientation, or marital status of the applicant. Grants will be awarded exclusively to non-profit organizations or public institutions whose mission fosters the objectives of GSHFF. All grants will be awarded based on a majority vote of the board.

### **Section 3: Affiliations**

The GSHFF shall maintain a membership in any organization deemed appropriate by the Board of Directors. The club shall also maintain its status as a non-profit corporation registered in the State of New Hampshire.

## **ARTICLE VIII: Amendments**

The by-laws may be amended by a majority vote of the members at the annual meeting or at a special meeting called by the Board of Directors.

#### **ARTICLE IX: Rules of Order**

Robert's Rules of Order shall be the parliamentary authority for the matters of procedure not specifically covered.

#### **ARTICLE X: Conflict of Interest Policy**

At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected officer shall make known the potential conflict, whether disclosed by his or her written statement or not, and after answering any questions that might be asked him or her, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the affected officer or director nor any other officer or director with a pecuniary benefit transaction with the organization shall vote on it. 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 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 vote of the disinterested directors and publication in the minutes of a scheduled meeting is required. No board member or officer has the authority to make contractual or financial decisions without approval of the board.

#### **ARTICLE XI: Attendance**

If a board member is absent from three concurrent regularly scheduled meetings, unless excused by the board due to extenuating circumstances, said member will be placed on advisory status with no voting privileges.

#### **ARTICLE XII: Dissolution of the Organization**

In the event that the GSHFF is dissolved, the remaining assets will be donated to a non-profit organization decided upon by the then existing Board of Directors.

Adopted the 25<sup>th</sup> day of October, 2022 by a vote of the GSHFF Board