

NH PATRIOT GUARD RIDERS, INC.

BY-LAWS

A 501(c)3 NON-PROFIT CORPORATION



**LAST UPDATED
FEBRUARY 22, 2018**

TABLE OF CONTENTS

Article I. Meetings	3
Section 1.01 Regular Meetings	3
Section 1.02 Special Meetings	3
Section 1.03 Quorum	3
Section 1.04 Voting	4
Article II. Order of Business	4
Article III. Board of Directors	4
Section 3.01 Board and Numbers	4
Section 3.02 Board Officers	5
Section 3.03 Duties and Powers	5
Section 3.04 Vacancies in Office	5
Article IV. Elections	5
Section 4.01 Eligibility	5
Section 4.02 Terms	6
Section 4.03 Nominations	6
Section 4.04 Inspectors of Election	6
Section 4.05 Voting	6
Article V. Specific Duties for Officers	7
Section 5.01 Appointed Officers	7
Section 5.02 Elected Officers	8
Article VI. Financial	9
Section 6.01 Expenditures	9
Section 6.02 Financial Records	9
Article VII. Salaries	9
Article VIII. Committees	9
Article IX. Amendments	9
Article X. Conflict of Interest	10
Article XI. Fiscal Year	10
Article XII. Provision for Dissolution	11
Glossary / Frequently Used Terms	12

PREAMBLE

This document is intended to establish general operating guidelines for the NH Patriot Guard Riders Board of Directors and non-profit fundraising activities. Any issue or issues not specifically addressed within these by-laws or standard operating procedures will be addressed on a case-by-case basis at a meeting of the organization's Board of Directors.

Though we fall under the auspices of the National PGR, all funds raised remain in New Hampshire.

Article I. MEETINGS

Section 1.01 Regular Board Meetings

- (a) The Board of Directors meeting of this organization shall be held on the 2nd Sunday of January, April, July and October, each and every year except if when such day is a legal holiday, in such cases, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.
- (b) The Secretary shall cause to be emailed or mailed to every member in good standing, at his email or home address as it appears in the database of the NH Patriot Guard Riders Inc. rolls, a notice telling the time and place of such quarterly meeting. No regular meetings of this organization shall be held at any specific location.

Section 1.02 Special Meetings

- (a) Special meetings of this organization may be called by the President (State Captain) when he/she deems it for the best interest of the organization. Notices of such meeting shall be mailed or emailed to all members at their addresses as they appear in the NH Patriot Guard Riders Inc. database or last known email address at least fourteen (14) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and who called it. At the request of sixty percent (60%) of the members of the Board of Directors, the President shall cause a special meeting to be called but such request must be made in a written format, email or letter, at least fourteen (14) days before the requested scheduled date.
- (b) No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Section 1.03 Quorum

- (a) The presence, either in person or by suitable electronic means, of not less than sixty percent (60%) of the Board of Directors shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws and the Secretary shall send an email notice or mailing of this scheduled meeting to be sent to all members. A quorum

as herein before set forth shall be required at any resumed meeting.

Section 1.04 Voting

- (a) Only board members shall be entitled to vote at any Board of Directors meeting of the NH Patriot Guard Riders Inc. except at the NH Patriot Guard Riders Inc. BoD elections held at the April meeting of each year. At which time, all NH Patriot Guard Riders Inc. members in good standing are eligible to cast a vote on any ballots pertaining to the Board of Directors elections.
- (b) All votes, with the exception of the BoD elections, shall be by voice. At any regular or special meeting, if a majority of BoD members so requires, any question may be voted upon in the manner and style provided for election of officers and directors.
- (c) Each director and officer shall have one vote and such vote may be done in proxy by written notice to the Secretary. No director or officer may have another member vote in his or her place. The Board of Directors may make such rules and regulations covering its meetings at its discretion and when determined as necessary.

Article II. ORDER OF BUSINESS

The following is the order of business in which all regular meetings shall be conducted:

- (a) Roll Call
- (b) Minutes – Reading of the minutes of the preceding meeting (Vote)
- (c) Financial – Requires approval vote
- (d) Reports of Officers
- (e) Old and Unfinished Business
- (f) New Business
- (g) General Membership Comments (5 minutes per person)
- (h) Adjournment

Article III. BOARD OF DIRECTORS

Section 3.01 Board and Numbers

- (a) The Board of Directors shall have the control and management of the financial affairs and business of the NH Patriot Guard Riders Inc. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting. The Board of Directors shall act in the best interests of the corporation. The Board of Directors shall not be less than five (5) members, positions and members may be added as needed. The director and officers shall be a resident of the State of New Hampshire, a citizen of the United States and a member in good standing with the NH Patriot Guard Riders Inc.

Section 3.02 Board Officers

- (a) Appointed Positions
 - (i) The Board membership shall consist of two (2) appointed positions. These positions are as follows:
 - 1) President (State Captain) – Nominated by and approved by the National Board of Directors
 - 2) Vice President(s) (Deputy State Captain) – Nominated by and approved by the President (State Captain)
- (b) Elected Positions
 - (i) The remaining Board positions shall be nominated by and elected by, in accordance with the NHPGR Election policy, the NHPGR membership. The elected positions are as follows, including terms:
 - 1) Secretary – 3 year term
 - 2) Treasurer – 3 year term
 - 3) HOTH Coordinator – 3 year term
 - 4) Member-at-Large – 1 year term

Section 3.03 Duties and Powers

The following are the duties and powers of the Board of Directors

- (a) The Board may alter, modify, add or remove items or amendments from the By-Laws and/or Policy's in accordance with these By-Laws.
- (b) The Board shall adopt such rules for its meetings, as it may in its discretion consider necessary for the best interests of the organization.
- (c) The board will have the power by seventy-five (75%) percent majority at any regular or special meeting to discipline, suspend or remove any director when sufficient cause exists. All property, intellectual or otherwise that belongs to the NH Patriot Guard Riders Inc. shall be turned over immediately upon request to a board officer by that individual when terminated or upon leaving office.

Section 3.04 Vacancies in Office

- (a) If a vacancy occurs on the Board of Directors by death, resignation or otherwise, it may be filled by a seventy-five percent (75%) vote in favor of the remaining Board Members at any regular meeting or at any special meeting called for that purpose. The newly appointed Board Member will remain in office until the end of the vacated Board Members term.

Article IV. ELECTIONS

Section 4.01 Eligibility

- (a) The NH Patriot Guard Riders Inc. Board of Directors President and Vice President(s) shall be filled by the NH Patriot Guard Riders Inc. State Captain and Deputy State Captain(s) respectively. These positions are not subject to election, their terms of office are indefinite, the State Captain

shall serve until they choose to step down or are removed by PGR National, the Deputy State Captain(s) shall serve until they choose to step down or are removed by the State Captain.

- (i) The NH Patriot Guard Riders Inc. State Captain is nominated and appointed by the Patriot Guard Riders National Board of Directors.
- (ii) The Deputy State Captain(s) is/are appointed by the NH Patriot Guard Riders Inc. State Captain.

Section 4.02 Terms

- (a) The NH Patriot Guard Riders Inc. Board of Directors shall consist of a President, Vice President, Secretary, Treasurer, HOTH Coordinator and Member-at-Large
 - (i) The Secretary, Treasurer and HOTH Coordinator shall serve for three (3) year terms with no term limits.
 - (ii) The Member-at-Large shall serve a one (1) year term with no term limits.
 - (iii) The Secretary, Treasurer, HOTH Coordinator and Member-at-Large shall be elected by NH Patriot Guard Riders Inc. members in good standing at the annual NH Patriot Guard Riders Inc. meeting in April when their current term of office is expiring.

Section 4.03 Nominations

- (a) Any NH Patriot Guard Riders Inc. member in good standing may nominate another NH Patriot Guard Riders Inc. member in good standing for any Board of Directors office up for election.
- (b) Nominations shall be directed to the President no later than two (2) weeks prior to the annual meeting via email or in the comments section of the BoD nomination post on the NHPGR website. It is recommended that members follow up with the President to confirm their nomination has been received.
- (c) The President shall cause to be published all NH Patriot Guard Riders Inc. members a list of candidates for office two (2) weeks prior to the annual meeting via posting on the NH Patriot Guard Riders Inc. website and email.

Section 4.04 Inspectors of Election

- (a) The President shall appoint a committee of three (3) "Inspectors of Election" (IOE) from NH Patriot Guard Riders Inc. members in good standing.
 - (i) The IOE shall not consist of members of the BoD.
 - (ii) No IOE member may be a candidate for office or have a personal interest in the outcome of the election.
 - (iii) The IOE shall certify in writing the results of the voting which shall be physically affixed to minutes of that meeting.

Section 4.05 Voting

- (a) The NH Patriot Guard Riders Inc. elections shall be conducted yearly at the NHPGR annual meeting held in April.
- (b) Any NHPGR member in good standing may vote in the NHPGR BoD elections. No member may have another member vote in their stead.

- (c) Voting shall be conducted by secret ballot.
- (d) Absentee voting by NH Patriot Guard Inc. members in good standing shall be allowed:
 - (i) Absentee votes must be submitted via email to the President not later than midnight of the Friday prior to the annual meeting.
 - (ii) Members email votes must include their NH Patriot Guard Riders Inc. website user name for verification of membership. It is recommended that members follow up with the President to ensure their vote has been received.
 - (iii) Absentee votes will not be accepted until the close of nominations, that being two (2) weeks prior to the election date.
 - (iv) The President shall present to the IOE, at the annual meeting prior to voting, printed copies of email votes received with the members name and email address redacted. These email votes shall be physically affixed to the IOE written certification of the election results.

Article V. SPECIFIC DUTIES FOR OFFICERS

Section 5.01 Appointed Officers

State Captain (SC) (President)

- (a) The SC shall by virtue of his/her office be Chairman of the Board of Directors.
- (b) The SC shall present at each annual meeting of the organization a quarterly report of the work of the organization
- (c) The SC shall prepare and administer the Standard Operating Procedures for the NHPGR Inc. which may not conflict with these by-laws.
- (d) The SC shall see all books; reports and certificates required by law are properly kept or filed.
- (e) The SC may be one of the officers who may sign the checks or drafts of the organization.
- (f) The SC shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Deputy State Captain (DSC) (Vice President)

- (a) The DSC shall in the event of the absence or inability of the President to exercise his/her office become acting President of the organization with all the rights, privileges and powers as if he had been the duly appointed President.

Section 5.01 Elected Officers

Secretary

- (a) Keep the minutes and records of the organization in appropriate books or electronic files.
- (b) It shall be his/her duty to file any certificate(s) required by any statute, federal or state.
- (c) The Secretary shall be the official custodian of the records and seal of this organization.

- (d) The Secretary may be one of the officers required to sign the checks and drafts of the organization.
- (e) The Secretary shall present to the membership at any meetings any communication addressed to him/her as Secretary of the organization.
- (f) The Secretary shall submit to the Board of Directors any communications, which shall be addressed to him/her as Secretary of the organization.
- (g) The Secretary shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

Treasurer

- (a) Have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.
- (b) The Treasurer shall cause to be deposited in a regular business bank or trust company all monies collected except that the Board of Directors may cause such funds to be used in such legal activities as shall be legal for a non-profit corporation in this state. Deposits shall be made in a timely manner (not more than two (2) business days).
- (c) Two (2) signatures are required for all checks (cannot be from the same family).
- (d) The Treasurer must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. An assistant may be appointed to sign checks and assist them in the execution of their duties.
- (e) The Treasurer shall exercise all duties incident to the Office of Treasurer.
- (f) The Treasurer shall not issue any funds in excess of \$100.00 without the express written consent, email or letter, of the State Captain or Deputy State Captain, providing such request does not exceed \$500.00.

Help on the Homefront (HOTH) Coordinator

- (a) The HOTH coordinator will be responsible to manage the day to day activities of the NHPGR HOTH program as outlined in the NHPGR HOTH Program Guidelines.
- (b) The HOTH coordinator will communicate regularly with the SC and DSC(s) about volunteer support, dates, times and level of service provided.
- (c) The HOTH coordinator may appoint an assistant to assist them in the execution of their duties.
- (d) The HOTH coordinator will ensure that the NHPGR HOTH program is always synchronized with the National PGR HOTH program.
- (e) The HOTH coordinator shall not issue any funds in excess of \$100.00 without the express written consent, email or letter, of the State Captain or Deputy State Captain, providing such request does not exceed \$500.00.

Member-at-Large

- (a) The Member-at-Large shall be the BoD representative on the Meet n' Greet committee and work with said committee in the planning and execution of all NHPGR social gatherings. While serving in the Member-at-Large position they will not be eligible to serve in a Leadership

position within the NHPGR, these positions include, but are not limited to the following; Sr. Ride Captain, Ride Captain, Ride Captain in-Training, Flag Line Captain and/or Tall Flags Coordinator.

Article VI. FINANCIAL

Section 6.01 Expenditures

- (a) Expenditures in excess of five hundred dollars (\$500) must be approved by sixty percent (60%) of the Board of Directors. The State and Deputy State Captain are authorized approving officials for lesser amounts.
- (i) The Secretary will notify in writing, via email or letter, the request and outcome of any votes pertaining to the expenditure of funds in excess of \$500.00 to the Treasurer within twenty-four (24) hours of the vote.

Section 6.02 Financial Records

- (a) Any member may view the organizations financial records as long as they provide their request to the Secretary in written format, email or letter, fourteen (14) days in advance. The financial records must be viewed in the presence of the Treasurer and his/her assistant at a mutually agreeable location.

Article VII. SALARIES

- (a) The Board of Directors shall not hire any paid employees to conduct the necessary business of the organization.
- (b) No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any reimbursement for materials approved by the State Captain to accomplish the duties of their office.

Article VIII. COMMITTEES

- (a) The Board of Directors shall appoint all special committees of this organization and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

Article IX. AMENDMENTS

- (a) These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than seventy-five percent (75%) of the Board of Directors. The undersigned Board of Directors certifies both that they execute these Articles for the purposes herein stated, and that by such execution, they affirm the understanding that should any of the information in these Articles be intentionally or knowingly misstated, they are subject to the criminal penalties for perjury set forth in New Hampshire Statutes as if this document had been executed under oath.

Article X. CONFLICT OF INTEREST

- (a) Any possible conflict of interest on the part of any member of the Board, officer or employee of the corporation, shall be disclosed in writing, email or letter, to the Board and made a matter of record through an annual procedure and when the interest involves a specific issue before the Board. Where the transaction involving a Board member, trustee or officer exceeds five hundred dollars (\$500.00) but is less than five thousand dollars (\$5,000.00) in a fiscal year, a two-thirds vote of the disinterested directors is required.
- (b) Where the transaction involved exceeds five thousand dollars (\$5,000.00) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in the Concord Monitor 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 of, and agreement 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. FISCAL YEAR

- (a) The organization's fiscal year shall begin on January 1st and end on December 31st.

Article XII. PROVISION FOR DISSOLUTION

- (a) Upon termination or dissolution of the NH Patriot Guard Riders, Inc. 501(c)3, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)3 of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or

dissolving corporation.

The organization(s) to receive the assets of the NH Patriot Guard Riders, Inc. hereunder shall be selected by the discretion of a simple majority (51%) of the Board of Directors and if its members cannot so agree, then all remaining assets will be transferred to the care and custody of the Patriot Guard Riders, Inc.

GLOSSARY / FREQUENTLY USED TERMS

BoD	Board of Directors
DSC	Deputy State Captain
HOTH	Help on the Homefront
IOEC	Inspectors of Election
MIAP	Missing in America Project
NH PGR / NHPGR	NH Patriot Guard Riders Inc.
PGR	Patriot Guard Riders Inc. (aka “National” Patriot Guard Riders)
SC	State Captain