

**BYLAWS  
OF  
POETRY SOCIETY OF NEW HAMPSHIRE**

**ARTICLE 1: NAME AND ADDRESS**

**Section 1.1** Name

The name of this Corporation, a New Hampshire non-profit corporation, shall be Poetry Society of New Hampshire (the "Corporation"). The Corporation may also be referred to in these Bylaws as the Society and/or PSNH.

**Section 1.2.** Address

The principal address of the Corporation for the transaction of its business is PO Box 1118, Amherst, NH 03031-1118

**Section 1.3.** Address Change

The Corporation may change its address as its business may require and as the Board of Directors may from time to time designate.

**ARTICLE 2: POWERS AND PURPOSES**

**Section 2.1.** PURPOSE

The purposes of the Corporation shall be the furtherance of the cause of writing and reading poetry.

**Section 2.2.** POWERS

The Corporation shall have all the powers necessary to carry out the foregoing purposes and all the powers of non-profit corporations organized under the laws of the State of New Hampshire.

**Section 2.3.** LIMITATIONS.

(a) The Corporation shall be an equal opportunity all volunteer entity, and it shall not discriminate on the basis of age, race, color, creed, disabilities, financial status, gender, sexual orientation, or national origin

- (i) in the persons serviced, or in the manner of service;
- (ii) in the selection of members; or
- (iii) in the membership of its Board of Directors.

(b) The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c) of the Internal Revenue Code of 1986, or any successor provision.

(c) The Corporation is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer or director of the Corporation, or any other individual, partnership, or corporation, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

(d) On dissolution, after provision is made for payment of debts, all property of the Corporation, from whatever source arising, shall be distributed only to such organizations as are then exempt from tax by virtue of Section 501(c) of the Internal Revenue Code of 1986, or any successor

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provision, and as the Board of Directors of the Corporation shall determine, unless otherwise provided in the instrument from which the funds to be distributed derive.

(e) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE 3: MEMBERSHIP**

**Section 3.1. PAYMENT OF ANNUAL DUES**

All dues shall be due and payable upon joining the corporation, and thereafter annually. The membership committee shall send dues reminders. Membership dues must be currently paid for a person to receive membership rights and privileges. Such rights and privileges include receipt of the Poetry Society of New Hampshire's publication, voting rights, and membership contests.

**Section 3.2. CLASSES OF MEMBERSHIP**

There shall be six (6) classes of membership in the corporation. The qualifications for members and rights of members shall be according to the Bylaws. All members shall have full voting rights. The names and personally identifiable information (PII) of all paid members, as provided by the members, shall be available to all Executive Officers, the Board of Directors, and the Editor-in-Chief of the Poetry Society of New Hampshire's publication. The names of all members may be displayed on the Society's website or in other Society-owned materials as deemed appropriate by the Board of Directors. No other PII about membership shall be shared with anyone within or outside of the organization without explicit, written consent from the member/ship unless otherwise specified in the Bylaws.

**3.2.1. CHARTER MEMBERSHIP**

Charter members are those members of PSNH whose dues were paid up at the date of incorporation, October 29, 1966. This membership shall have full voting and other rights defined within these Bylaws. Charter members do not have to pay annual dues.

**3.2.2. LIFE MEMBERSHIP**

This membership category was dissolved as of July 15, 1991. This membership shall have full voting and other rights defined within these Bylaws. Life members do not have to pay annual dues.

**3.2.3. ANNUAL MEMBERSHIP**

This membership is available to any person. The member will pay stipulated annual dues to the Poetry Society of New Hampshire. This membership shall have full voting and other rights defined within these Bylaws.

**3.2.4. JUNIOR MEMBERSHIP**

This membership is available to any person eighteen years of age or under. The member will pay stipulated annual dues to the Poetry Society of New Hampshire. This membership shall have full voting and other rights defined within these Bylaws.

**3.2.5. HONORARY MEMBERSHIP**

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To honor New Hampshire's Poets Laureate past and present, the Society shall extend to them full, honorary, lifetime membership. This membership shall have full voting and other rights defined within these Bylaws.

**3.2.6. STUDENT MEMBERSHIP**

This membership shall be available to any person who is enrolled as a student in an accredited academic institution. The member shall pay stipulated annual dues to the Poetry Society of New Hampshire. This membership shall have full voting and other rights defined within these Bylaws.

**Section 4. MEMBERSHIP TERMINATION**

Membership rights are valid only as long as Members are current with their dues payment. As a courtesy, the Board of Directors shall extend a one (1) month grace period to any Member whose membership has expired.

**ARTICLE 4: BOARD OF DIRECTORS**

The Board of Directors shall be members in good standing of the Society and need not be residents of New Hampshire.

**Section 4.1. NUMBER**

The Board of Directors of the Poetry Society of New Hampshire shall total nine (9) members including the four (4) executive officers and five (5) other elected directors.

**Section 4.2. ELECTION**

The members of the Board of Directors shall be elected to office by the voting membership. Voting shall occur one (1) month prior to the annual meeting in an even year. Directors of the Corporation shall be announced at the annual meeting of the Board of Directors.

**Section 4.3. TERM OF OFFICE**

The Board of Directors shall serve a term of two (2) years or until their successors are elected and qualified. No Director shall serve more than two (2) consecutive two-year terms, but may be re-elected after a relapse.

**Section 4.4. POWERS.**

The Directors shall supervise and control the business, property, and affairs of the Corporation, except as otherwise provided by law, the Articles of Agreement of the Corporation, or these Bylaws. The Board of Directors shall at all times have and exercise the general charge of the affairs and business of this corporation, including the corporate finances. Upon request of the Board of Directors, the Board shall be provided access to all correspondence of officers or other documents pertaining to the business of the corporation.

**Section 4.5. VACANCIES AND NEWLY CREATED DIRECTORSHIPS**

The members of the Board of Directors shall be elected to office by the voting membership during the election period that aligns with the end of a Board member's natural term. Any newly created Directorships and any vacancies on the Board of Directors arising at any time other than the natural term period and/or from any other cause may be filled at any meeting of the Board of Directors by a

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majority of the Directors then in office. A Director elected to fill a vacancy shall be elected for the unexpired term of the member's predecessor in office.

**Section 4.6. REMOVAL**

Any Director may at any time be removed from office for any cause deemed sufficient by the Board of Directors by the affirmative vote of two-thirds of the full number of Directors then in office acting at a meeting of the Board, the notice of which has specified the proposed removal. In addition, three consecutive absences from regular meetings of the Board shall constitute an automatic resignation without any further action of the Board of Directors, unless the President of the Board has excused the absences.

**Section 4.7. COMPENSATION**

Directors shall not receive salaries for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. The Corporation shall not provide personal loans to any Director.

**Section 4.8. COMMITTEES**

The Board shall have the power to establish and appoint committees. The Board shall have the power to call a special election should the Board deem it necessary. Other powers may be delegated to the Board by vote of the membership.

**ARTICLE 5: CORPORATION MEETINGS**

**Section 5.1. ANNUAL AND QUARTERLY MEETINGS**

The corporation shall meet as necessary but at least once each year on the last Saturday of July. The July meeting, to be held on the last Saturday of July, shall be the Annual Meeting. The dates of these meetings/gatherings may be varied within the designated months when the Board of Directors shall judge it to be in the best interest of the Corporation.

**Section 5.2. DIRECTORS' MEETINGS**

The Board of Directors shall meet at least once a month, inclusive of the four (4) times a year on the last Saturdays of January, April, July and October, and upon such other dates as the Board may decide, at a time and place agreed upon by the Board members. The four (4) Quarterly Board meetings will be open meetings to which all members are welcome to attend. At Quarterly Board meetings, the Board shall recognize concerns of individuals who have made appointments with the President prior to such meetings and expressed their concerns in writing prior to the drafting of the agenda.

**Section 5.3. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President, or by a majority of Directors, on seven (7) days' notice to be held at such time, day, and place as shall be designated in the notice of the meeting.

**Section 5.4. NOTICE OF MEETINGS**

The time and place of each meeting shall be stated in the Poetry Society of New Hampshire's publication or in notices from the Board of Directors through the website or other electronic means.

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**Section 5.5. VIRTUAL MEETINGS**

Any one or more Directors may participate in a meeting of the Board of Directors by conference telephone or other electronic means by which all persons participating in the meeting can communicate with each other. Participation by telephone shall be equivalent to presence in person at a meeting for purposes of determining if a quorum is present.

**Section 5.6. RECORD OF MEETINGS**

The Board shall keep minutes of meetings and official acts. The minutes shall be prepared by the Secretary and approved by the Board. In the absence of the Secretary, one of the Directors designated by the Board of Directors and participating in the meeting, shall keep a record of the meeting. The Board shall report to the membership and keep the membership generally informed.

**Section 5.7. QUORUM; VOTE REQUIRED**

A majority of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of Directors, and, unless otherwise provided for by law or these Bylaws, the act of the majority of the Directors present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Directors, the Directors present at the meeting may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present. At such adjourned meetings, at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. An affirmative vote of a majority of the Board at which there is a quorum is required for an action to pass.

**Section 5.8. ACTION BY UNANIMOUS CONSENT**

Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if:

- a. Consents in writing, setting forth the action so taken, shall be signed by all Directors, and filed by the Secretary with the minutes of the meetings of the Board of Directors. The consents may be executed in any number of counterparts, all of which when taken together shall constitute a single original consent.
- b. Consents by electronic mail, setting forth the action so taken, are submitted by all the Directors, received by the Corporation, and filed by the Secretary with the minutes of the meetings of the Board of Directors.

**ARTICLE 6: NOTICE**

**Section 6.1. GENERAL**

Whenever under the provisions of law or these Bylaws, notice is required to be given to any person, such notice may be given via U.S. mail or overnight delivery service with postage prepaid, and shall be deemed given when deposited in the mail or the delivery service addressed to such person at such person's address as it appears on the records of the Corporation. Notice may also be given by electronic mail, facsimile, hand delivery, or other electronic means (i.e., website or social media), and such notice will be deemed given when received.

**Section 6.2. WAIVER**

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Whenever any notice is required to be given by law or by these Bylaws, a waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated in these Bylaws, shall be deemed equivalent to the giving of such notice. Attendance at a meeting either in person, or if applicable, by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he or she attends solely for the purpose of objecting at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

**ARTICLE 7: OFFICERS AND AGENTS**

**Section 7.1. OFFICERS**

The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer. All officers shall be members of the Society. The Board of Directors shall elect the officers of the Corporation at the annual meeting. One person shall not hold two offices except under extenuating circumstances during board vacancies.

**Section 7.2. OTHER OFFICERS AND AGENTS**

The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**Section 7.3. ELECTION; TERM OF OFFICERS; RESIGNATION; REMOVAL; VACANCIES**

The officers of the Corporation shall hold office for terms of two (2) years or until their successors are elected and qualified. No officer may serve more than two (2) two-year terms unless deemed necessary by reason of emergency by the Board of Directors for one additional term. Any officer may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately. Any officer may be removed from office at any time, with or without cause, by the affirmative vote of two-thirds of the Board of Directors at any regular meeting or a special meeting of the Board called expressly for that purpose. The Directors shall fill any vacancy occurring in any office of the Corporation for the unexpired term.

**Section 7.4. PRESIDENT**

The President of the Board shall preside at meetings of the Board of Directors and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. In the event the President cannot attend any given meeting, the President shall notify the Vice-President. If neither of these officers will be able to attend and preside at the meeting, the President shall appoint a member of the Board of Directors to preside at the meeting.

**Section 7.5. VICE PRESIDENT**

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

**Section 7.6. TREASURER**

The Treasurer shall cause regular books of account to be kept, and shall render to the Board of Directors, from time to time as may be required, an account of the financial condition of the

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Corporation. It shall be the duty of the Treasurer to receive and collect all money due to the corporation. The Treasurer shall record all receipts and disbursements of the corporation. The Treasurer shall give a report to the corporation at Quarterly and Annual meetings. The Treasurer shall prepare and file State and Federal forms as required.

A bill or receipt shall be sent to the Treasurer for remittance or for reimbursement of expenses, respectively. Expenditures shall be overseen by the Board of Directors.

**Section 7.7. SECRETARY**

The Secretary shall keep the minutes of all meetings of the Board of Directors. The Secretary shall perform all other duties usually incident to the office, and such other duties as may be assigned by the Board of Directors. The Secretary shall also record and circulate minutes of membership and special meetings. The Secretary shall maintain all meeting records in an online repository approved by the Directors. All board members shall have full access to the said repository. These Board minutes shall be amended or approved by the Board of Directors at their next meeting.

**Section 7.8. BONDING OF OFFICERS**

The Board of Directors may require any officer, or other person entrusted with the handling of funds or valuable property of the Corporation to give bond to the Corporation, with sufficient surety or sureties, conditioned upon the faithful performance of such person's duties.

**Section 7.9. DOCUMENTS AND MATERIALS**

All papers, publications, and materials pertaining to the Poetry Society of New Hampshire collected and accumulated by executive officers in the performance of duties shall remain the property of the Poetry Society of New Hampshire. Materials of historic or literary interest shall be indexed and stored in the Society Archives at the NH State Library.

**ARTICLE 8: COMMITTEES**

Committees may be established by the Board of Directors or by a vote of the Corporation's members. All Committees shall have a designated Chairperson. The Chairperson of any committee shall be a member of the Board of Directors. Committees may provide annual budget requests to the board of director at least two months prior to the next fiscal year, in full compliance with policies defined under Article 9.

**Section 8.1. EXECUTIVE COMMITTEE**

The Board of Directors shall establish an Executive Committee, consisting of the incumbent officers. The President shall serve as the Chairperson/Executive Director of the Committee. Except as provided in Section 8.1(a) below, the Executive Committee shall have the full power of the Board of Directors to act between meetings of the Board upon matters which, in the judgment of the Committee, are of such nature as to require action prior to the next regular meeting of the Board of Directors but do not require a calling of a special meeting of the Board of Directors. Any action taken by the Committee involving the exercise of the powers of the Board of Directors shall be reported promptly to the Board and ratified at the next meeting of the Board following such action. The Executive Committee shall be subject to the authority of the Board of Directors in all matters.

**Section 8.1.1 LIMITATIONS**

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The Executive Committee shall not have the power to:

1. Amend the Bylaws,
2. Appoint or remove Directors, or the Executive Director,
3. Approve a dissolution or merger or the sale of all the Corporation's assets,
4. Adopt the budget, or
5. Take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of the Corporation.

**Section 8.2. GOVERNANCE COMMITTEE**

The Board of Directors shall establish a standing Governance Committee consisting of a majority number of Board members. The President shall serve as Chairperson of the Committee. The Committee shall develop policies that relate to the governance of the Corporation and the Board of Directors, including, but not limited to:

- a. Establishment of criteria for Board membership (experience, competencies, community involvement, skills, expertise, etc.)
- b. Development of a Board recruitment matrix.
- c. Nominate and present a slate of officers for election by the Board.
- d. Develop and execute process of orientation for new members of the Board.
- e. Periodically review the bylaws of the organization and recommended amendments to the Board.
- f. Periodically (minimally every 3 years) initiate a Board Assessment process

**Section 8.3. FINANCE COMMITTEE**

The Board of Directors shall establish a standing Finance Committee, inclusive of the Board Treasurer who shall act as the Chairperson of the Finance Committee. The Committee may include, as non-voting members, other staff, or other non-Director persons whose experience in accounting, finance, or business may assist the Committee and the Board in the performance of their financial oversight responsibilities, which shall be defined by the Chairperson and approved by the Board of Directors. The Committee reports to the full Board.

**Section 8.4. NOMINATING COMMITTEE**

A Nominating Committee shall be appointed by the Board of Directors every two (2) years. It shall be the duty of the Nominating Committee to identify the best possible candidates for the Directors of this Corporation. Anyone interested in running for the Board of Directors must submit his/her name, address, and biographical information to the Nominating Committee by the date set by the Nominating Committee. Prior to the Annual Meeting (July), the Nominating Committee shall submit a slate of candidates for directors and the elected offices. The slate of Directors shall be available to all voting members by way of a ballot mailed or electronically delivered to all members, and returned to the Nominating Committee by the date it specifies in order to announce the results at the July meeting. Nominees for Directors may be added to the ballot by a write-in vote. The members of the Nominating Committee shall process all ballots.

**Section 8.5. MEMBERSHIP COMMITTEE**

The Board of Directors shall establish a standing Membership Committee. The Membership Committee shall be responsible for all notifications to the general membership regarding notices of meetings,

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reminders for renewal, correspondence pertaining to dues, soliciting new membership, and any other responsibilities as shall be defined by the Chairperson of the Membership Committee.

**Section 8.6. OTHER COMMITTEES.**

The Board of Directors may also designate such other committees as they deem necessary for the efficient conduct of the business of the Corporation. These other committees shall consist of at least one member of the Board of Directors and such other persons as are designated in the resolution authorizing the creation of that committee. Such committees may be discontinued when no longer necessary.

**ARTICLE 9: MAJOR POLICIES REQUIRED BY LAW**

**Section 9.1. POLICY GOVERNING CONFLICT OF INTEREST AND PECUNIARY BENEFITS TRANSACTIONS**

The Corporation shall adopt, implement, enforce and regularly review Policies and Procedures governing conflicts of interest and pecuniary benefits transactions. The Policy and Procedures shall, at a minimum, meet the requirements of New Hampshire law as then in effect, and comply with Guidelines established by the Office of the NH Attorney General, Charitable Trust Unit. Each Director, Officer, or Committee member shall have an affirmative duty to disclose to the Corporation each transaction with the Corporation that would be a Pecuniary Benefit Transaction (as defined by RSA 7:19-a) as to that Officer, Director, or Committee member, and shall be prohibited from participating in the discussion or voting on the transaction. The Corporation shall enter into Pecuniary Benefit Transactions only in accordance with the applicable provisions of RSA 7:19-a, as they may exist from time to time.

**Section 9.2. POLICY ON PECUNIARY BENEFITS TRANSACTIONS**

Transactions that provide a direct or indirect pecuniary benefit to any Officer or Director and the Corporation or any member of his or her immediate family; his or her employer; or, any person or organization of which he or she is a Proprietor, Partner, Officer, Director, or Trustee, are prohibited unless they (1) satisfy RSA 7:19-a; (2) are in the Corporation's best interest; and (3) all of the following conditions are met:

- a. The transaction is made in the ordinary course of the Corporation's business or operation and the transaction is fair to the corporation.
- b. Any transaction with any one Officer or Director that exceeds \$500.00 must be approved by the greater of a quorum of the Board of Directors, or 2/3 of the members of the Board of Directors who have not had a pecuniary benefit transaction with the Corporation during the fiscal year.
- c. The Corporation shall list in its records each transaction with any one Officer or Director which exceeds \$500.00 in any one fiscal year and report them to the NH Director of Charitable Trusts annually as part of its annual report required under RSA 7:28, including the names of those benefiting from each transaction and the amount of the benefit. This list shall be available for inspection by Officers, Directors, Trustees and all contributors;
- d. The Corporation shall publish a notice of any transactions with any one Officer or Director which alone or in the aggregate exceeds \$5,000.00 in any one fiscal year, in the newspaper of general circulation in Concord, NH and give a copy of the notice to the NH Director of Charitable Trusts before the transaction takes place. The name of the Officer, Director, or Trustee, the amount of the transaction and any other information required by RSA 7:19-a II (d) must be stated in the notice;

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- e. The Corporation shall receive the prior approval and requisite finding of the Probate Court as to any transactions involving the sale, lease for a term of greater than 5 years, purchase or conveyance of any interest in real estate to or from any Officer or Director; and
- f. The transaction does not involve a loan of money or property to an Officer or Director.

**SECTION 9.3 WHISTLEBLOWER POLICY**

**Section 9.3.1. REPORTS**

It is the responsibility of all members, directors, officers, and vendors of PSNH to report good faith concerns about suspected violations of laws or regulations that govern PSNH's operations or any dishonest use or misuse of its resources or property by any other member, director or officer or vendor. This policy is intended to encourage and enable members, directors, officers, and vendors to raise serious concerns within the organization so that PSNH can address and correct inappropriate conduct and actions.

**Section 9.3.2. REPORTING PROCESS**

Any person who has a concern about possible violations of law or regulations by any other PSNH member, director, officer or vendor or a concern about dishonest use or misuse of PSNH's resources or property should report this concern to the President of PSNH in writing. If, for any reason, a person finds it difficult to report his/her concern to the President, s/he may report the concern to the Vice-President or Secretary.

**Section 9.3.3. INVESTIGATION**

All reports, including suspected but unproved matters, will be promptly reviewed and investigated by two or more members of the Board who shall be assigned by the executive officers with documentation of the receipt, retention, investigation and resolution of the report. Appropriate corrective action will be taken by the Board, if necessary, and findings may be communicated to the reporting person, if appropriate. Investigations may be conducted by independent persons such as auditors and/or attorneys, if appropriate. Those investigating will endeavor to maintain appropriate confidentiality, but confidentiality is not and cannot be guaranteed.

**Section 9.3.4. NO RETALIATION**

No member, director, officer or vendor who in good faith reports a violation or potential violation that such person has reasonable grounds for believing is a violation will suffer any harassment, retaliation or other adverse consequence for making the good faith report. Any member, director, officer or vendor who retaliates against someone who has reported a violation in good faith is subject to removal from his/her membership and/or position in PSNH and/or position as a vendor to PSNH.

**ARTICLE 10: CONTRIBUTIONS AND DEPOSITORIES**

**Section 10.1. VOLUNTARY CONTRIBUTIONS**

The Corporation may accept gifts, grants, legacies, and contributions from any source including persons, corporations, trusts, charities, and governments and governmental agencies.

**Section 10.2. DEPOSITORIES**

The Board of Directors shall determine what depositories shall be used by the Corporation as long as such depositories are located within the State of New Hampshire, are authorized to transact business by the State of New Hampshire, and are federally insured. All checks and orders for the payment of money from said depository shall be signed by such signatories as have been authorized and required in advance by the Board of Directors.

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**ARTICLE 11: DISSOLUTION**

The Corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the members of the Board of Directors of the Corporation then in office taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors entitled to vote thereon. No Director, officer, or employee or person connected with the Corporation shall be entitled to share in the distribution of any of the Corporation assets upon its dissolution.

**ARTICLE 12: GENERAL**

**Section 12.1. FISCAL YEAR**

The Corporation shall operate on a fiscal year ending June 30. Alteration of the fiscal year (by the Board of Directors) shall not require amendments of these Bylaws.

**Section 12.2. EXECUTION OF CONTRACTS AND DOCUMENTS**

All contracts and evidence of debt may be executed only as directed by the Board of Directors.

**ARTICLE 13: INDEMNIFICATION**

The Corporation may indemnify a person who is or was a Director, officer, employee or agent of the Corporation or who is or was serving in another capacity at the request of the Corporation, to the extent authorized by law, and will purchase and maintain insurance to protect itself and such persons against liability.

**ARTICLE 14: AMENDMENTS**

In accordance with NH law RSA 292:6, these Bylaws may be amended by the Board of Directors, subject to repeal or change by a vote of 2/3 majority of the members in good standing attending an open meeting. If the Bylaws are amended by the Board, the amended Bylaws shall be sent out to the membership at least two (2) weeks prior to the next open meeting. At least twenty (20) members must be present at a meeting for a vote to change or repeal the amendment by the Board of Directors.

**ARTICLE 15: PUBLICATION OF POETRY SOCIETY OF NEW HAMPSHIRE**

The publication of the Poetry Society of New Hampshire is for the purpose of furthering the cause of writing and reading poetry, and for communicating pertinent information to the membership.

**Section 15.1. DISCLAIMER**

The opinions of any individual writer may not necessarily reflect the opinions of the Editor(s), Board of Directors, or of the membership. A statement to this effect will be published in each issue of the publication.

**Section 15.2. FREQUENCY**

The Society shall publish a literary journal as long as the position of Editor-in-Chief is filled. If the finances permit and sufficient volunteer capabilities exist to do so, the Board of Directors may authorize additional publications and/or special publications.

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**Section 15.3. SUBMISSIONS**

All poetry submissions accepted for the publications must be from ~~paid-up~~ **members in good standing** of the Poetry Society of New Hampshire unless otherwise approved by the Board of Directions and/or specified by the submission call, including open contests and other similar features/events. Poetry and prose used in the publications remain the property of the authors. No material accepted for publication will be altered without the consent of the author.

**Section 15.4. CONTEST WINNERS**

Poetry Society of New Hampshire contest winners shall be published in the publication.

**ARTICLE 16: EDITOR-IN-CHIEF OF THE PUBLICATION**

The Editor-in-Chief of the publication shall be appointed by and work with the Board of Directors.

**Section 16.1. DUTIES OF THE EDITOR-IN-CHIEF**

The Editor-in-Chief shall oversee the compiling and printing of the publication, select staff from the current members of the Poetry Society of New Hampshire, and research and solicit materials for the publication.

**Section 16.2. PRINTER**

The Editor-in-Chief shall have the choice of a printer as long as the printer's costs are in-line with former costs. If not, the Board of Directors must approve the change.

**Section 16.3. CONFLICT RESOLUTION**

If any editors working with the Editor-in-Chief have problems, both the Editor-in-Chief and the editors involved must voice their concerns before the Board of Directors before any editorial turnover occurs.

**ARTICLE 17: POET LAUREATE OF NEW HAMPSHIRE**

In compliance with RSA 3-A:2, prior to the appointment of the Poet Laureate of New Hampshire, the Board of Directors shall submit to the Governor and Executive Council the name or names of persons whom they deem to be worthy of the honorary position.

**Section 17.1. NOMINATIONS**

In the summer prior to the expiration of the current Poet Laureate's term, the Board of Directors shall name a New Hampshire Poet Laureate Selection Committee including past Poets Laureate, representatives from the New Hampshire State Council on the Arts and the New Hampshire Writers' Project, and other appropriate interested parties. The Committee will invite submissions as well as advertise the position. All candidates must complete an application for the position. The Selection Committee will review all applications, which will be due in the fall. The Committee will select at least one nominee to present to the Governor and Executive Council in the winter. This timing is chosen so that the Governor and Executive Council will be able to make and approve the appointment in time for the Poet Laureate to be announced at the Annual Arts Awards Ceremony in January.

**Section 17.2. TERM OF OFFICE**

In accordance with RSA 3-A, the statutory term of office of the Poet Laureate of New Hampshire shall be five (5) years. After completion of the five-year term of office, the person may be re-nominated for additional terms without

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restriction. In the case of a sudden vacancy, the Board of Directors of the Poetry Society of New Hampshire shall nominate a new Poet Laureate to complete the existing term.

**Section 17.3. RESIDENCY REQUIREMENT**

In accordance with RSA 3-A, the Poet Laureate of New Hampshire shall be a resident of New Hampshire.

**Section 17.4. HONORARY POSITION**

As stated in RSA 3-A:3, the office of Poet Laureate is honorary, and has no duties. However, the Society will honor these individuals with an honorary membership.

**ARTICLE 18: POETRY CONTESTS**

The corporation shall from time to time conduct poetry contests both within the corporation and on the national level. Contests shall be overseen by contest chairpersons according to a process that has been approved by the Board of Directors.

**ARTICLE 19: TRUST FUNDS**

The corporation may receive trust funds for the furtherance of any of its corporate purposes. The Treasurer shall process such funds and place them in an account in the corporation's name. These funds shall be designated with the name of the donor. Trust funds must be governed by the stipulations made by the donors.