

New Hampshire Alcohol & Drug Abuse Counselors Association By-Laws

Adopted by the Membership, November 16, 2012
Revised by the Membership, November 22, 2013
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Revised by the Membership, November 16, 2018
Revised by the Membership, November 20, 2020
Revised by Membership, September 25, 2025

ARTICLE I

NAME & PRINCIPAL OFFICE

The name of the corporation as set forth in the articles of incorporation shall be New Hampshire Alcohol and Drug Abuse Counselors Association and shall be hereafter known as NHADACA.

The principal office of NHADACA, a non-profit corporation incorporated under the laws of the State of New Hampshire, shall be in the State of New Hampshire.

NHADACA is the New Hampshire affiliate of NAADAC-The Association for Addiction Professionals.

ARTICLE II

PURPOSE

NHADACA's mission is to provide quality education, workforce development, advocacy, ethical standards and leadership for addiction professionals. We empower efforts in prevention, treatment and recovery.

ARTICLE III

MEMBERSHIP

Section 1 – General

Membership in NHADACA shall be open to individual addiction professionals, state associations of such professionals, corporations, firms, agencies, and others with an interest in furthering the purposes of the Association.

Section 2 – Individual Membership

There shall be four (4) types of individual membership:

- A. PROFESSIONAL (LICENSED OR NON-LICENSED): Professional Membership shall be open to all individuals who are actively involved in an alcohol and/or other drug abuse (AODA) related activity as a compensated professional and/or are presently licensed by the State of New Hampshire under RSA 330-C Code of Administrative Rules.
- B. STUDENT: Student Membership shall be open to individuals who are full-time (at least 9 credit hours per semester) students at a college or university or students involved in full- or part-time internships. Student membership is open to both new and renewing members.

- C. ASSOCIATE MEMBERSHIP: shall be open to individuals who are working towards qualification, licensure or certification in the addictions profession and have less than five (5) years' experience in the addictions profession. This may be used as a counselor-in-training category. Non-clinical professionals who wish to join the Association (e.g. probation officers, marketing representatives, public health workers, or others) will also be eligible for membership as Associate members.
- D. RECOVERY SUPPORT SPECIALIST: Open to individuals who are credentialed/ licensed/ certified/registered recovery support specialists or recovery coaches.

All NHADACA members in categories A through D above will automatically become members of NAADAC- The Association for Addiction Professionals by paying their classification dues.

Section 3 – Other Membership Types

There shall be (4) additional membership types:

- A. Retired Membership shall be open to current members of the Association who are 65 years or older and have retired from the profession.
- B. Organizational Membership shall be open to any organization engaged in training, treatment, or general support of addiction professionals, which demonstrates concern toward, and support of the purposes and objectives of the Association.
- C. Honorary Membership may be granted to any individual or entity by the Board of Directors of the Association in recognition of outstanding service or special contributions to the counseling profession and/or the Association. Honorary Members shall not be required to pay annual dues.
- D. Military Membership shall be open to the members of the Association serving in active duty in the United States military. Military membership is open to both new and renewing members.

Membership granted under Article 3, Section 3 is not granted automatic membership in NAADAC.

Section 4 – Voting Privileges

- A. Each Individual, Student, and Retired Member in good standing shall be entitled to one vote in all national elections of NAADAC for the offices of President-Elect, Treasurer, and Secretary. Voting privileges will not be extended to members who have not paid their yearly dues.
- B. Each Individual, Student, and Retired Member in good standing shall be entitled to one vote on all matters, which may come before the NHADACA membership.
- C. Except as otherwise provided by applicable law, no other members of the Association shall have the right to vote.
- D. Organizational and Honorary members are non-voting members.

Section 5 – Representation of Membership

Individual, Student, Retired, Organizational, and Honorary Members in good standing shall have the right to represent themselves as members of the Association and to wear such insignia as shall have been designated by the Association for the use and identification of members.

Section 6 – Application for Membership

All individuals and entities desiring to become members of the Association shall complete, submit, and sign the application form prescribed by NAADAC. Any willful misstatements in the application shall be grounds for automatic rejection of the application or subsequent expulsion if the applicant has been elected to membership. The application shall be accompanied by the prescribed dues as specified in the application.

Section 7 – Fees and Dues

Any resolution for a dues change must be sent to and voted on by the Board of Directors sixty days prior to the annual meeting and shall be effective after a minimum of 60 days' notice to the membership or effective at the next renewal date after notice is sent. Dues payable by Student and Retired Members shall not exceed fifty percent (50%) of the standard dues payable by a Professional Member. Dues that remain unpaid after thirty (30) days following reasonable notice to the member from NAADAC shall be considered delinquent and shall constitute grounds for termination of membership without further proceedings.

Section 8 – Method of Payment

All members shall remit the annual dues prescribed by the Board of Directors directly to NAADAC headquarters, made payable to NAADAC.

Section 9 – Reinstatement

Any member whose membership has been terminated as a result of the failure to pay annual dues may reapply for membership pursuant to the provisions of Article III, Section 6 of these Bylaws.

Section 10 – Removal; Termination of Membership

Members of any classification may be removed or terminated from membership for cause by a two-thirds vote of the Executive Committee of the Board of Directors of the Association. For any cause other than non-payment of dues, removal shall occur only after the member complained against has been advised of the complaint and given a reasonable opportunity to offer a defense. If removed, such member may appeal the decision of the Executive Committee to the Board of Directors of NHADACA, provided that notice of intent to appeal is provided to the President of the Board of Directors, in writing, at least thirty (30) days in advance of the meeting of the Board of Directors at which such appeal is to be discussed.

Section 11 – Resignation

Any member of NHADACA may resign by filing a written letter of resignation with the President of the Board of Directors. Such resignation shall not relieve the resigning member from the obligation to pay any dues theretofore accrued and unpaid.

Section 12 – Refunds

No dues shall be refunded to any member whose membership terminates for any reason.

ARTICLE IV

MEETINGS OF THE MEMBERSHIP

Section 1 – Annual Meeting

The annual meeting shall be held in the fall at a time and place in the State of New Hampshire as may be determined by the Board of Directors. All members are to be notified at least thirty (30) days in advance by a means determined appropriate by the Board, which may include electronic means, email, facsimile, or postal

mail. Attendance by a member at the meeting shall constitute a waiver of notice by him or her of the time, day, location and purpose(s) thereof.

Section 2 – Special Meetings

Special meetings may be called by the President, President-Elect or the Board of Directors, or shall be called by the President or President-Elect upon written petition of at least one-tenth (10%) of the NHADACA membership.

- A. Notice of the special meeting shall be sent to the NHADACA membership at least ten (10) days in advance of the meeting by a means determined appropriate by the Board, which may include electronic means, email, facsimile, or postal mail. Attendance by a member at the meeting shall constitute a waiver of notice by him or her of the time, day, location and purpose(s) thereof.
- B. The purpose for which the special meeting is called shall be stated in the notice and no other business shall be transacted during the meeting.

Section 3 –Location of Meetings

Annual or special meetings of the membership may be held at such places, within the State of New Hampshire, as may be designated by the Board of Directors of NHADACA and listed in the notice of meeting. The location may also include online/virtual, conference call or other electronic format or combination thereof, as needed to maximize discussion, participation and involvement.

Section 4 – Quorum

Five percent of the members of NHADACA entitled to vote represented in person, or by proxy, shall constitute a quorum for the transaction of business of NHADACA at any annual or special meeting of the membership.

Section 5 – Manner of Acting

The affirmative vote of a majority of the votes entitled to be cast by the members present in person, or represented by proxy, at a meeting at which a quorum is present shall be the act of the membership of NHADACA, unless a greater proportion is required by the Articles of Incorporation, these By-laws, or applicable law. Except as otherwise provided by the Articles of Incorporation, these By-laws, or applicable law, the membership shall not have any voting rights in relation to the governance of the Association. Voting by membership, including Board of Directors, may be accomplished remotely via mailed in ballot, or electronically via email, virtual online meeting platform, and/or telephone/conference call.

ARTICLE V

BOARD OF DIRECTORS

Section 1 – General Authority

The Board of Directors of NHADACA shall direct the affairs of NHADACA. The Board of Directors shall approve goals and strategies to be accomplished, monitor the achievement of the goals and strategies, allocate the necessary resources to achieve the goals and strategies, and monitor that the resources are used efficiently and effectively. The Board of Directors shall be vested with the powers possessed by NHADACA itself including the power to determine the policies of NHADACA; to prosecute its purposes; to disburse the funds of NHADACA; and to adopt such rules and regulations for the conduct of its business, responsibility,

and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with or repugnant to the Articles of Incorporation or By-laws of NHADACA (in their present form or as they may be amended), or to any applicable law.

Section 2 – Number of Directors

The number of directors constituting the entire Board of Directors shall be not less than ten (10) or more than fifteen (15).

Section 3 – Board Composition

The elected Directors of NHADACA shall include:

- A. Five Officers of the Corporation (Past-President, President, President Elect, Treasurer, and Secretary);
- B. One (1) representative from each of the six New Hampshire Regions (Seacoast, Southern, Connecticut Valley, Central, Lakes Region, and Northern);
- C. Three (3) Members-at-large as determined by vote at the annual meeting; and
- D. One student representative.

Each Director of the NHADACA shall be a member in good standing of NAADAC.

Section 4 – Term of Office

Members of the Board of Directors shall serve for a maximum of three consecutive two-year terms. Any Board member that leaves the Board as the result of having served three consecutive terms may rejoin the Board at any time after two years has passed.

Section 5 - Resignation

Any Director may resign at any time by giving written notice to the President. Such resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Any Director who misses 2 consecutive scheduled meetings, without notification, shall be considered resigned from the Board.

Section 6 - Removal

Any Director may be removed from such office by a two-thirds vote of the voting group of members entitled to elect such director, at any regular or special meeting of the membership called for the purpose of removing such Director at which a quorum of such voting group is present, for (1) violation of these By-laws or (2) engaging in any other conduct prejudicial to the best interests of NHADACA. Such removal may occur only if the Director involved is first provided (1) with adequate notice of the charges against him or her in the form of a statement of such charges and of the time and place of the meeting of the members scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such director, (2) an opportunity to appear before the members or forward a written statement thereto in presentation of any defense of such charges, no sooner than thirty days after sending of such notice, and (3) a written explanation as to (if such is the case) why such Director is being removed from such office.

Section 7 – Regular Meetings

Bi-Monthly meetings of the Board of Directors shall be held, at such time and place as shall be fixed by the Board of Directors, for the transaction of such business as may properly come before the meeting. Regular meetings may occur in person, in an online/virtual format, in a conference call format, or combination thereof, for the purpose of maximizing attendance and participation.

Section 8 – Special Meetings

Special meetings of the Board of Directors may be called at the direction of the President or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting. Such special meetings may occur in person, in an online/virtual format, in a conference call format, or combination thereof, to ensure that debate and full discussion occur with a quorum of board members present.

Section 9 - Notice

Notice of the time, day, and place of any regular or special meeting of the Board of Directors shall be given at least ten (10) days prior to the date thereof by notice sent by postal mail, e-mail, facsimile, telephone or other means of electronic communications, to each Director at his or her address as shown by the records of NHADACA. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope, so addressed, with postage thereon prepaid. If notice is given by facsimile, e-mail, or other means of electronic communications, such notice shall be deemed to be delivered when faxed, e-mailed, or otherwise sent by such electronic means. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any Director may waive notice of any meeting. Any Director's attendance at or participation in a meeting waives notice to such Director of such meeting, unless such director at the beginning of the meeting, or promptly upon his or her arrival, objects to the holding of the meeting or the transacting of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 10 - Quorum

Fifty-one percent of the Directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except if less than such number of Directors is present at such meeting, a majority of Directors present may adjourn the meeting from time to time without further notice.

Section 11 – Manner of Acting

The affirmative vote of a majority of the Directors present and voting at a meeting of the Board of Directors at the time of such vote, if a quorum is then present, shall be the act of the Board of Directors, unless a greater proportion is required by the Articles of Incorporation, these By-laws, or applicable law.

Section 12 - Compensation

Directors shall not receive any compensation for their services as members of the Board of Directors, but the Board of Directors may authorize payment by NHADACA of the expenses of Directors for attendance at regular or special meetings of the Board of Directors.

Section 13 - Vacancies

Vacancies will be filled by the Board of Directors until the next Annual Meeting.

Section 14 – Liability of Directors

A Director shall have no individual liability for any claims or damages that may result from acts in the discharge of any duty imposed, or in the exercise of any power conferred, upon such Director by NHADACA if such Director acted in accordance with his or her good faith judgment of the best interests of NHADACA or, unless such Director has knowledge or information concerning the matter in question that makes reliance unwarranted, if such Director relied upon information, opinions, reports, or statements prepared or presented by (a) one or more officers or employees of NHADACA whom the Director believes, in good faith, to be reliable and competent in the matters presented, (b) legal counsel, public accountants, or other persons as to matters the Director believes, in good faith, are within the person's professional or expert competence, or (c) a committee of the Board of Directors of which such director is not a member if the Director believes, in good faith, that the committee merits confidence.

ARTICLE VI

OFFICERS

Section 1 – Officers of the Corporation

The Officers of NHADACA shall consist of the Executive Director, President, President-Elect, Immediate Past President, Secretary and Treasurer. These officers, with the exception of the President, President-Elect, Immediate Past President and Executive Director shall be elected by the membership at the Annual Meeting from the elected Board of Directors.

Section 2 – Qualifications and Elections of Officers

Only members in good standing who have been actively engaged in work in addiction field or as an addiction professional for at least two years immediately prior to nomination shall be eligible for an elected office with NHADACA. Subject to approval of the Board of Directors, however, they may take a leave of absence from such duties during their term of office and remain eligible.

Election of Officers, with the exception of the President, Immediate Past President and Executive Director, will occur by vote of the membership prior to the Annual Meeting of the Membership. The President-Elect will be nominated by the Board of Directors from the current Board and elected by membership prior to the Annual Meeting of the Membership.

Procedures adopted by the Board of Directors for elections are as follows:

1. The Nominating Committee will submit a slate of candidates for office at a Board of Directors meeting that is at least 60 days prior to the annual membership meeting.
2. Upon approval of the slate by the Board of Directors, the Secretary shall send the Ballot for the slate of candidates to the NHADACA membership at least thirty (30) days in advance of the annual meeting by a means determined appropriate by the Board, which may include electronic means, email, facsimile, or postal mail.
3. Returned ballots will be counted by a committee consisting of the nomination committee, the President, and no less than 1 member who is not a current Director.
4. The results of the elections will be made public at the Annual Meeting.

The President-Elect shall assume the office of President at the scheduled date of the January Board of Directors meeting following the Annual meeting upon the termination of the preceding President's term in office and upon the election and qualification of his or her successor.

The President shall assume the office of Immediate Past President immediately upon the termination of the preceding Immediate Past President's term in office and upon the assumption of the office of President by the President-Elect.

Section 3 – Term of Office

Each Officer of NHADACA, with the exception of the Executive Director, shall assume office at the date of the scheduled January meeting of the Board of Directors following their election for a term of two (2) years, for no more than two (2) consecutive terms. The President will serve a two (2) year term following a two (2) year term as President-Elect. The Immediate Past President will serve a two (2) year term following a two (2) year term as President. The President-Elect shall be elected by the membership at the Annual Meeting from the elected Board of Directors.

In the event that a person is appointed to an office as a result of a vacancy, and serves no more than one year in such office, such term shall not count toward such person's two-term limit in such office.

Section 4 - Resignation

An Officer may resign at any time by giving written notice to the President. Such resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 5 - Removal

Any Officer may be removed by the Board of Directors at any regular or special meeting of the Board, at which a quorum is present, for engaging in conduct prejudicial to the best interests of NHADACA. Officers may be removed from such office by a two-thirds vote of the voting group of members entitled to elect such director, at any regular or special meeting of the members called for the purpose of removing such director at which a quorum of such voting group is present, for (1) violation of these Bylaws or (2) engaging in any other conduct prejudicial to the best interests of NHADACA. Such removal may occur only if the director involved is first provided (1) with adequate notice of the charges against him or her in the form of a statement of such charges and of the time and place of the meeting of the members scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such director, (2) an opportunity to appear before the members or forward a written statement thereto in presentation of any defense of such charges, no sooner than thirty days after sending of such notice, and (3) a written explanation as to (if such is the case) why such director is being removed from such office.

Section 6 - Vacancies

In the case of resignation of an officer of NHADACA other than the President, or if for any other reason, including ineligibility or removal, an officer is unable to complete his or her term; the Board of Directors shall be solicited for nominations and shall, by ballot, elect a successor to complete the unexpired term.

In the event that the President of the Association cannot fulfill their term within the first year of office, the Immediate Past President shall reassume that office until the first annual meeting of said term. At that annual meeting, the President-Elect shall assume the office completing the 2nd year of the President's Term and then fulfill the 2 years of their term. At that same annual meeting, the membership shall elect a President-Elect who shall serve the 1-year term vacated by the then current President-Elect. At the

subsequent General Election a President-Elect will be voted in by the members and elevated to the office at the subsequent Annual Meeting to begin serving their complete term of 2 years as President-Elect, 2 years as President, and 2 years as Immediate Past President. The same person elected to hold the office for the 1-year interim, as President-Elect shall be eligible to run for the full term.

Section 7 - President

The President of NHADACA shall have all powers and shall perform all duties commonly incident to and vested in the office of president of a corporation including but not limited to preparing the agenda for the business of NHADACA. Notwithstanding the foregoing, the President of NHADACA shall have the following specific powers and duties:

1. The President shall be an *ex officio* member of all committees and Chair of the Board of Directors and shall prepare the agenda for the meetings of the Board.
2. The President shall serve as the Chair of the Personnel Committee.
3. The President shall also perform such other duties as the Board of Directors may, from time to time, designate.

Section 8 – President-Elect

The President-Elect shall perform all duties incumbent upon the President during the absence or disability of the President, shall prepare for his or her succeeding term as President, and shall perform such other duties as the Board of Directors or the President may, from time to time, designate.

Section 9 – Immediate Past President

The Immediate Past President shall serve as a member of the Board of Directors. The most recent Past President provides experience and support to the President and President-Elect. He or she shall perform such other duties as the Board of Directors or the President may, from time to time, designate.

Section 10 - Treasurer

The Treasurer of NHADACA shall be the bondable custodian of all funds of the membership and Board of Directors, and shall be responsible for the keeping of regular accounts, which will be open at all times to the inspection of the Directors and Officers of NHADACA, have all powers and perform all duties commonly incident to and vested in the office of the treasurer of a corporation, including the following duties and responsibilities:

1. He or she shall be responsible for developing and reviewing the fiscal policies of NHADACA.
2. He or she shall ensure that an account is maintained of all monies received and expended for the use of NHADACA.
3. He or she shall ensure that all monies of NHADACA are deposited in a bank or banks or trust company or trust companies, and that authorized disbursements are made there from.
4. He or she shall render a report of the finances of NHADACA at the Annual Meeting of NHADACA or whenever requested by the President showing all receipts and expenditures for the current year.
5. He or she shall also perform such other duties as the Board of Directors or the President may, from time to time, designate.
6. The Chair of the Finance Committee shall be the Treasurer.

Section 11 - Secretary

The Secretary of NHADACA shall have all powers and perform all duties commonly incident to and vested in the office of secretary of a corporation, including the following duties and responsibilities:

1. He or she shall attend all meetings of the Board of Directors, and of such committees as may be appointed and be responsible for keeping, preserving in the books of NHADACA, and distributing true minutes of the proceedings of all such meetings.
2. He or she shall ensure that all notices are given in accordance with these Bylaws.
3. He or she shall perform such other duties as the Board of Directors or the President may from time to time designate.

ARTICLE VII

COMMITTEES

Section 1 – Standing Committees

The Board of Directors is hereby authorized to create one or more committees and may appoint members of the Board of Directors of NHADACA to serve on them. To the extent that any committee is composed of non-director members, such committee shall be purely an advisory committee to the Board of Directors and shall have no decision-making authority.

All committees shall be membership focused and must orient their actions to member interests and welfare to include the recruiting and retention of addiction professionals and organizations. Committee Chairs shall be cognizant of the continuing requirement to provide participation opportunities and to cause committee activities to reflect and feature the ongoing multi-cultural inclusive nature of NHADACA.

Each committee member, including the Committee Chair, shall be a member in good standing of NHADACA.

The Standing Committees shall include Executive Committee, Finance Committee, Ethics Committee, Public Policy Committee, and Nominations Committee.

Section 2 – Executive Committee

The Executive Committee shall be composed of the Officers of NHADACA and, in the intervals between the meetings of the Board of Directors, shall be delegated any or all of the powers of the Board of Directors in the management of the business and affairs of NHADACA, except the power to undertake any activities which the Board of Directors has expressly reserved for itself. At any meeting of the Executive Committee, a majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Special meetings of the Executive Committee may be called by any member thereof on one (1) days' notice to the other members thereof. Meetings of the Executive Committee may be conducted by means of conference telephone, video conferencing, secure chat rooms or other similar communications equipment by means of which all persons participating in the meeting can simultaneously communicate with each other during the meeting and participation by such means shall constitute presence in person at such meeting. The Executive Committee shall be composed exclusively of Officers.

Section 3 – Finance Committee

The Chair of the Finance Committee shall be the Treasurer. The other members of the committee shall consist of the President, Immediate Past President, the President Elect, the Secretary, and one Regional Director who shall be elected by majority vote of all of the Regional Directors. This committee shall be responsible for providing guidance on the overall NHADACA budget development and shall review the detailed budget prior to its presentation to the Board of Directors for final approval. This committee shall review NHADACA's fiscal status in detail and make periodic reports to the Executive Committee.

Section 4 – Ethics Committee

The Chair of the Ethics Committee shall be appointed by the President, with the approval of the Board of Directors. This committee shall be responsible for fostering compliance with the letter and spirit of the NAADAC/NCC AP Code of Ethics and offer consultation, as requested, to address ethics questions and/or analyze common ethical conflicts and recommend guidelines consistent with the definition and scope of this volunteer committee.

Section 5 – Public Policy Committee

The Chair of the Public Policy Committee shall be appointed by the President, with the approval of the Board of Directors. This committee shall keep the Board of Directors informed of legislation pending before the Legislature of the State of New Hampshire as well as the United States Congress which is of interest to NHADACA members and develop proposed responses or plans of action for NHADACA.

Section 6 – Nominations Committee

The President shall appoint the Chair of the Nominations Committee, with the approval of the Board of Directors. This committee shall develop procedures to implement the nominations and elections criteria stated herein, govern, oversee the nominations and election of officers of the Association and administer the Association's awards program.

Section 7 – Ad Hoc Committees

The Board of Directors delegates to the President the creation of ad hoc committees of NHADACA, as he or she deems advisable. The President shall define their duties and the end-date of the committees' work.

ARTICLE VIII

EXECUTIVE DIRECTOR

The Executive Director shall be the chief executive officer of the corporation and shall manage the corporation as directed by the Board of Directors in accordance with the By-laws and mission of the corporation. The Executive Director shall have powers as may be reasonably construed as belonging to the chief executive officer of a corporation and shall have general supervision of the affairs of the corporation, shall make reports to the Board of Directors, and shall perform such other duties and have any other powers as the Board of Directors may from time to time designate. The Executive Director shall not be a voting member of the Board of Directors or of any of its committees.

ARTICLE IX

OPERATIONAL PROCEDURES

Section 1 – Fiscal Year

The fiscal year of NHADACA shall commence on January 1 and terminate on December 31.

Section 2 – Inspection of Books and Records

All books, records, papers, and documents of every kind belonging to the corporation shall be maintained at the principal place of business of the corporation and shall be open to inspection of the Directors, for any legal and valid purpose, at all reasonable times. If required by law or if the Board deems it prudent, the Board shall cause an audit or review of the books and records of the corporation to be made each year.

Section 3 – Execution of Contracts and Documents

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

Section 4 – Non-Discrimination

NHADACA shall not discriminate on the basis of actual or perceived race, color, creed, religion, national origin, ancestry (including hair style or type), citizenship status, age, sex or gender (including pregnancy, childbirth, pregnancy-related conditions, and lactation), gender identity or expression, sexual orientation, marital status, military service and veteran status, physical or mental disability, genetic information, or any other characteristic protected by applicable federal, state, or local laws and ordinances.

Section 5 – Exempt Activities

Notwithstanding any other provisions of these By-laws, NHADACA shall not carry on any activities not permitted by a:

1. Corporation exempt from Federal Income Tax under Section 501(c) (3) as now in force or as hereafter amended, or,
2. Corporation, contributions to which are tax deductible under Section 170 (c) (2) of said code as now in force or as hereafter amended.

Section 6 - Indemnification

- A. **Good Faith Action.** NHADACA shall be authorized to indemnify each of its directors and officers from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of any action or proceeding or any appeal therein, imposed upon or inserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made that such director or officer (1) acted in good faith, (2) believes (i) in the case of conduct in his or her official capacity with NHADACA, that his or her conduct was in the best interests of NHADACA, and (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of NHADACA, and (3) in the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. Such determination shall be made either judiciously or by the Board of Directors of NHADACA acting by a quorum consisting of directors who are not parties to such action or proceeding or, if a quorum of the Board of Directors is not obtainable, by independent legal counsel. If the foregoing determination is to be made by the Board of Directors, the Board of Directors may rely, as to all questions of law, on the advice of independent legal counsel.
- B. **Inclusion.** Every reference herein to a member of the Board of Directors or officer of NHADACA shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable

expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of NHADACA might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

Section 7 – Conflict of Interest

The Board of Directors shall adopt a conflict of interest policy consistent with NH RSA 7:19-a.

Section 8 – Procedure and Order of Business

Parliamentary rules, as stated in the most recent edition of *Robert's Rules of Order, Newly Revised*, shall govern the procedure of all meetings of NHADACA, including meetings of the membership.

Section 9 – Amendments to By-Laws

These By-laws may be temporarily amended or repealed by a two-thirds majority vote at any meeting of the Board of Directors of NHADACA, unless the members, in adopting or amending particular By-laws, provide expressly that the Board of Directors may not amend or repeal that By-law. An amendment to be proposed at a meeting shall be mailed to each member of the Board of Directors at least fourteen (14) days prior to the date of the meeting. An amendment so made shall be effective immediately after adoption unless an effective date is specifically adopted at the time the amendment is temporarily enacted.

The power to permanently make, alter, amend and repeal the By-Laws of the Corporation shall be with the membership of the corporation. Any temporary changes to the By-Laws are to be voted upon by the membership at the first Annual Meeting thereafter and shall be passed at that meeting by a majority vote. An amendment to be proposed or ratified at a meeting of the membership shall be mailed to each member of the Association at least fourteen (14) days prior to the date of the meeting by a means determined appropriate by the Board, which may include electronic means, email, facsimile, or postal mail.

Section 10 – Promulgation of By-Laws

These By-laws shall be the foundation of all activities conducted by NHADACA in pursuit of its goals and objectives. The President of the Board of Directors shall establish sufficient policies and procedures to affect the daily conduct of NHADACA business.

ARTICLE X

DISSOLUTION

On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of NHADACA, distribute all the assets of NHADACA in such manner, as the Board of Directors shall determine.