

**Addiction Recovery Coalition of New Hampshire EIN: 82-3773693 By-Laws**

**15 March 2022**

**BY-LAWS  
OF  
ADDICTION RECOVERY COALITION OF NEW HAMPSHIRE**

**ARTICLE I  
NAME AND OFFICES**

Section 1. Name. The name of the corporation shall be ADDICTION RECOVERY COALITION OF NEW HAMPSHIRE.

Section 2. Principal Office. The principal office of the corporation shall be located at 180 Elm Street Suite E Milford, NH 03055 or at any other location within the State of New Hampshire, as the Board of Directors may determine.

Section 3. Other Offices. The corporation may also have offices at such other places, within or outside its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

**ARTICLE II  
PURPOSES**

The objects and purposes for which this corporation is established shall be to treat Substance Use Disorder (SUD) at a community level by providing a central location for access to local support systems. Without limiting the generality of the foregoing, to acquire, lease, purchase, receive or take by gift, grant, devise, bequest or otherwise and to hold, invest, reinvest, dispose and otherwise deal with property of every kind and description, whether real, personal or mixed, wherever situated, for the uses of the corporation; in general, to do any other act in connection with the foregoing and incident thereto; and in carrying out the above purposes, to have and exercise all of the powers conferred upon voluntary corporations formed under Chapter 292 of the Revised Statutes annotated of New Hampshire and the Amendments thereto.

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This corporation is not organized for profit and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code, or any successor thereto, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or any successor thereto, or (c) by a voluntary corporation formed under the provisions of Chapter 292 of the Revised Statutes Annotated of New Hampshire and the Amendments thereto.

### **ARTICLE III BOARD OF DIRECTORS**

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors, which shall have general charge, control, and management of the property, affairs and funds of the corporation, and shall have the power and authority to do and perform all acts and functions not inconsistent with these By-Laws or with any action taken by the corporation, including but not limited to the adoption of budgets and material budget amendments for its subsidiaries, the approval of material expenditures or obligations for its subsidiaries or any other material change in such subsidiary.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall consist of not less than five (5) nor more than ten (10) persons who after the term of the initial Board, shall be elected at the annual meeting of the Board of Directors. The Directors shall serve for a three (3) year term. All Directors shall serve until their respective successors are elected and qualified. Any Director may withdraw from the Board by written notice given or mailed to the Secretary who shall make a record of such withdrawal. Any vacancy in the Board may be filled by nomination to the Board and by vote of the Directors present and voting at any meeting of such Board.

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Section 3. Manner of Acting. Except as otherwise provided in these By-Laws, the act of a majority of the Directors present and voting at a meeting at which a quorum is present shall constitute the act of the Board of Directors.

Section 4. Power to Elect Officers. The incoming Board of Directors shall elect officers of the Corporation at the annual meeting of the Board. Vacancies in any office or on any subsidiary Board of Directors may be filled at any meeting of the Board after notice to all Directors.

Section 5. Annual Meeting. The annual meeting of the Board of Directors shall be held each year on the fifth of May, or upon such other hour, date or place as the President may designate after notice to all Directors. The incoming Board of Directors shall elect the Boards of Directors of each subsidiary at the annual meeting.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or of any two Directors, who shall fix the time and place of such special meetings.

Section 7. Quorum. A majority of the members of the then existing Board of Directors shall constitute a quorum for the transaction of business, but if less than a majority of Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Notice. Written Notice shall be given at least five days prior to the date of every meeting of the Directors. Said notice shall provide a summary of major items of business to be acted upon at such meetings. Any Director may in writing waive notice of any meeting.

Section 9. Action Without a Meeting. To the extent permitted by law, any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if one or more consents in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 10. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of

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the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 11. Removal. Any Director, may be removed with or without cause, at a special meeting of the Directors called for that purpose.

Section 12. Committees. At the annual meeting of the Directors, committees as the Board of Directors may from time to time authorize, may be appointed by the President and confirmed by the Board of Directors. At any committee meeting, a quorum shall be a majority of the members of the committee. The act of a majority of the committee members present and voting at a meeting at which a quorum is present shall constitute the act of the committee.

### **ARTICLE IV OFFICERS**

Section 1. Number, Tenure and Qualifications. The Officers shall be a President, a Vice President, a Secretary and a Treasurer all of whom shall hold office until their successors are elected and qualified. Any Officer may resign his office by written notice given or mailed to the Board of Directors; said resignation to be effective after acceptance by the Board of Directors and the election of a successor. Only Directors may serve as Officers.

Section 2. Removal. Any Officer may be removed with or without cause by the Board of Directors at any meeting of such Board after notice to all Directors.

Section 3. President. The President shall preside at all meetings of the Board of Directors. He shall have general supervision over the affairs of the Corporation; report to the Board of Directors from time to time on all matters coming within his notice relating to the interests of the Corporation that should be brought to the attention of the Board; and present at the annual meeting of the Board, a report on the affairs of the Corporation for the year preceding. He shall generally do and perform such other duties usually pertaining to his office or as may be assigned to him by the Board of Directors.

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Section 4. Vice-President. The Vice-President shall act as President in the absence of the President and when so acting shall have the power and authority of the President.

Section 5. Secretary. The Secretary shall act as Secretary of the Corporation and the Board of Directors, shall send appropriate notices and prepare agendas for all meetings of the Board of Directors, shall keep the seal of the Corporation and affix the same whenever required, shall be responsible for the keeping or reporting of records of all meetings of the Board of Directors, and in general, shall perform such duties usually pertaining to the office of Secretary or as may be assigned by the President or by the Board of Directors from time to time.

Section 6. Treasurer. The Treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the Corporation. He is authorized to generally do and perform all the duties usually pertaining to the office of Treasurer and such other duties as may be assigned to him from time to time by the Board of Directors and shall make a report of his doings to the Board of Directors at their regular or special meetings. If required by the Board, the Treasurer shall give bond annually for the faithful performance of his duties. The cost of said bond shall be paid by the Corporation.

**ARTICLE V  
INDEMNIFICATION**

The corporation shall, to the fullest extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code or any successor provision is not affected thereby, indemnify each person who is or was an officer or Director (including persons who serve or served at its request as Director or officer of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, as fines and penalties, and counsel fees, reasonably incurred by him/her in a connection with the defense or disposition of any action, suit or other proceedings, whether civil or criminal, in which he/she may be involved or with which he/she may be threatened, while in office or thereafter, by reason of his/her being or having been such a Director or officer except with respect to any matter as to which

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he/she shall have been adjudicated in any proceedings to not have acted in good faith or to have acted willfully, but not only with reckless disregard. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law.

**ARTICLE VI  
FISCAL YEAR**

The Fiscal Year of the corporation shall begin on the first day of January and end of the last day of December in each year.

**ARTICLE VII  
NON-DISCRIMINATION**

The corporation shall not discriminate against any person in any manner on the basis of sex, race, age, religion, handicap or ethnic origin.

**ARTICLE VIII  
CONFLICTS OF INTEREST**

I. PURPOSE: Conflict of interest, or even the appearance of conflict of interest, by Board members or staff must not compromise the mission of Addiction Recovery Coalition of New Hampshire (ARCNH).

Conflict of interest means any financial or other interest which conflicts with the service of an individual because: 1) it could impair the individual's objectivity; or 2) it could create an unfair advantage for any person or organization.

Consequently, there exists between ARCNH and its Board, officers, and management employees a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The Board, officers, and management employees have the responsibility of administering the affairs of ARCNH honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of ARCNH. Those persons shall exercise the

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utmost good faith in all transactions involved in their duties, and they shall not use their positions with ARCNH or knowledge gained from their position for their personal benefit. The interests of the organization must have the first priority in all decisions and actions.

II. COVERED PERSONS: This policy applies to all directors, officers, members of a standing committee of the board, and all employees who can influence the actions of ARCNH (collectively, "Covered Persons"). For example, this would include all who make

purchasing decisions, all other persons who might be described as "management personnel," and all who have proprietary information concerning ARCNH. Each Covered Person shall receive a copy of this policy and shall sign an acknowledgement that he/she has received, understands and shall comply with this policy.

*All Covered Persons shall comply with all notice and voting requirements of New Hampshire RSA 7:19-a, and 292:6-a.*

III. STATUTORY REQUIREMENTS. The New Hampshire statutory requirements dealing with pecuniary benefits (RSA 7:19-a and RSA 292: 6-a) are hereby incorporated in full into and made an integral part of this Conflict of Interest Policy; and a copy of the relevant New Hampshire statutes is attached hereto so that every board member and other Covered Person is aware of the statutory requirements. These requirements include, but are not limited to, absolute prohibitions on loans from a charitable trust to a director, officer, or trustee and prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from an officer, director, or trustee without the prior approval of the probate court. These requirements extend to both direct and indirect financial interest, as defined by the attached statutes.

IV. NATURE OF CONFLICTING INTEREST: A conflict of interest may arise if a Covered Person has a disqualifying relationship with third parties dealing with ARCNH. A "disqualifying relationship" means formal affiliation with an organization other than ARCNH (such as being an officer, director, trustee, member, owner [either as sole proprietor or partner], shareholder, employee or agent), or relationship by blood, marriage or significant long-term relationship with a person so affiliated with such an organization.

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V. INTERPRETATION OF THIS STATEMENT OF POLICY: The areas of conflicting interest listed above, and the relations in those areas which may give rise to conflict, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the Covered Persons will recognize such areas and relations by analogy. ARCNH expects that all Covered Persons will abide by the spirit as well as the letter of this Policy.

The fact that one of the interests described in Section IV exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of ARCNH.

However, it is the policy of the Board that the existence of any potentially conflicting interest shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of Covered Persons to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

#### Section 2. Notice and Agreement.

Every new director and officer shall be advised of this conflict's provision upon assuming the duties of his or her office, and shall sign a statement acknowledging his or her understanding of and agreement to this conflict's provision.

VI. DISCLOSURE POLICY AND PROCEDURE: Transactions with related parties may be undertaken only if all of the following are observed:

- A material transaction is fully disclosed;
- The related party is excluded from the discussion and approval of such transaction, but may provide information if requested to do so;
- The Board has determined, by the affirmative vote of a 2/3 majority of all disinterested Directors, that the transaction is in the best interest of ARCNH.

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Disclosure within ARCNH should be made to the Board Chair who shall determine whether an apparent conflict exists and is material, and who shall bring such matters, if material to the Board.

The Board shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to ARCNH. The decision of the Board on these matters will rest in their sole discretion, and their concern must be the welfare of ARCNH and the advancement of its mission.

VII. ANNUAL REPORTS. To address questions of conflict of interest, for the protection of both the individual and the organization, each Covered Person shall submit annually a list of his/her business and charitable affiliations to the Board Chair. This list will be maintained in the corporate records of ARCNH, and considered a matter of public record and will be available for review upon request by the public.

#### **ARTICLE IX DISSOLUTION**

The Directors shall have the power to dissolve the corporation by a majority vote of all the Directors.

Upon dissolution of the corporation and after payment or provision for payment of all liabilities of this corporation, all of its assets shall be distributed by the Directors to or for the benefit of other non-profit, tax-exempt organizations, whose charitable, scientific, or educational purposes are the same as set forth in the Articles of Agreement, as amended. Any of such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located exclusively for such purpose or to such organization or organizations as said court shall determine which are organized and operated for such purposes.