

AMENDED AND RESTATED BYLAWS
OF
NEW HAMPSHIRE SUPREME COURT SOCIETY
(a New Hampshire non-profit corporation)

ARTICLE I

Name, Form of Organization and Purposes

- 1.1 Name. The name of the corporation is New Hampshire Supreme Court Society.
- 1.2 Non-Profit and Tax-Exempt Status. The corporation is organized as a non-profit corporation under New Hampshire RSA 292 (the "Act") and as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").
- 1.3 Membership Provisions.
- (a) The rights of the members shall be as set forth in these Bylaws.
- (b) Except as otherwise expressly set forth in these Bylaws, membership in the corporation is strictly an honorary status, and confers no voting, management or other rights or privileges on members.
- (c) All members shall be entitled to attend the annual meeting of the corporation, but shall not be entitled to nominate or elect Trustees, such powers being reserved solely to the corporation's Board of Trustees.
- (d) All members shall be entitled to attend all educational and social events sponsored by the corporation.
- (e) Members are eligible for service as members of committees established by the Trustees. The power to nominate and elect members to serve on such Board committees is reserved solely to the corporation's Board of Trustees. Members elected to serve on Board committees by the Trustees shall serve at the pleasure of the Trustees.
- (f) The Trustees shall, from time to time, establish the criteria for membership in the corporation, including without limitation, such requirements for payment of membership dues as the Trustees deem to be necessary or appropriate.

(g) The Trustees shall publish all membership criteria, including without limitation, dues schedules, adopted by the Trustees; and shall distribute the same to the corporation's members and applicants for membership, promptly upon request.

(h) The Trustees may suspend, expel or revoke the membership of any member with or without cause, as determined in the sole discretion of the Trustees.

(i) The corporation shall not issue capital stock, shares or membership certificates.

(j) The Trustees shall not establish or utilize any membership criteria, or (ii) exercise its authority to suspend, expel or revoke the membership of any member, in a manner that would invalidate its status as a corporation which is exempt from federal income taxation and to which are deductible under the Code or qualified as a voluntary corporation under the Act.

1.4 Purposes. The purpose for which the corporation is organized is stated in its articles of agreement. The corporation is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes ("exempt purposes") within the meaning of Section 170(c)(2) and Section 501(c)(3) of the Code. Without limiting the foregoing, the corporation shall have the following more specific purposes:

(a) The corporation has been established to promote an understanding and appreciation of the New Hampshire Supreme Court and the judiciary of the State of New Hampshire, including without limitation, by sponsoring lectures and other educational events, preserving and cataloguing historical documents and materials, and producing and disseminating educational materials.

(b) To receive, maintain, and accept as assets of the corporation, any property by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Code and in accordance with and pursuant to the provisions of the articles of agreement; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Code; and,

(c) To exclusively promote and carry on any other charitable, or educational purposes and activities for which corporations may be organized and operated under the Code and the Act.

ARTICLE II

Offices

2.1 Principal Office. The principal office of the corporation shall be located at One Charles Doe Drive, Concord, New Hampshire, or at such other address as is provided in the most recent annual report filed with the New Hampshire Secretary of State.

2.2 Registered Office and Agent. The registered office of the corporation required by law to be maintained in the State of New Hampshire may, but need not, be identical with the principal office. The corporation shall maintain a registered agent whose office is identical with the registered office. The corporation may change its registered office or registered agent from time to time in the manner required by law.

2.3 Other Offices. The corporation may have offices at such other places within the State of New Hampshire as the Board of Trustees from time to time may determine, or as the affairs of the corporation may require.

ARTICLE III

Trustees

3.1 General Powers and Authority of Trustees. The business and the general management of the affairs of the corporation shall be managed by its Board of Trustees. The Trustees shall nominate and elect Trustees to fill vacancies, and shall amend and maintain the corporation's articles of agreement and these by-laws as the Trustees may deem appropriate in pursuing the goals of the corporation.

A Trustee shall perform such Trustee's duties as a Trustee, including such Trustee's duties as a member of any committee upon which such Trustee may serve, in good faith, in a manner such Trustee reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

3.2 Number, Qualifications, Term.

(a) Initially, the corporation's Board of Trustees shall be composed of five (5) members, who shall be the five (5) individuals named in the corporation's articles of agreement (the "Initial Trustees").

(b) Until such time as the Act or the corporation's articles of agreement permit or require a different number of Trustees, the corporation's Board of Trustees shall be comprised of no fewer than five (5) and no more than twenty-seven (27) Trustees, with the exact number to be fixed, from time to time, by the Trustees. The Board of Trustees shall elect from among its members, a Trustee to serve as Chairman of the Board, who shall serve for a term of three years or until his or her earlier death, resignation, removal, or disqualification.

(c) The Board of Trustees shall be divided into three classes as nearly equal in number as reasonably possible, with one class to be elected annually.

(d) Unless a Trustee earlier dies, resigns, is removed or becomes disqualified, the Trustee shall hold office until his or her successor shall have been duly elected and qualified. Subject to the foregoing, the term of any Trustee elected to fill a vacancy shall be for the remainder of the term of the Trustee whose death, resignation, removal or disqualification created the vacancy.

(e) In the interests of Trustee diversity, no Trustee shall serve for more than two (2) consecutive terms of three (3) years. Any such Trustee having served for such period shall stand down for a period of at least one (1) year before being eligible to stand for re-election or re-appointment as a Trustee. In addition to, and not in lieu of the foregoing, the Corporation shall ensure that it has a board of Trustees consisting of a minimum of five (5) voting members who are not of the same immediate family or related by blood or marriage.

3.3 Election of Trustees. When a vacancy occurs among the Trustees, including a vacancy resulting from an increase in the number of Trustees, additional Trustees shall be elected by the existing Trustees.

3.4 Resignation of Trustees. A Trustee may resign by delivering written notice to the president or the secretary of the corporation. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Trustees may fill the pending vacancy before the effective date if the Trustees provide that the successor does not take office until the effective date.

3.5 Removal of Trustees. A Trustee may be removed without cause by the vote of two-thirds (2/3) of the Trustees then in office. In addition, a Trustee may be removed by the affirmative vote of a majority of the Trustees then in office for failing to attend two (2) consecutive, regular meetings of the Trustees.

3.6 No Compensation. The Trustees shall not permit compensation of Trustees for their services as such.

ARTICLE IV

Meeting of Trustees

4.1 Place of Meetings. All meetings of the Trustees shall be held at such time and place in the State of New Hampshire as the Trustees may determine.

4.2 Annual Meeting. The annual meeting of the corporation, for the purpose of electing Trustees, appointing officers, reviewing the actions of the Executive Committee, including the annual budget, and transacting other business, shall be held during the month of June at such time and place as the Trustees may determine.

4.3 Regular Meetings. Regular meetings of the Trustees shall be held at such time and place as the Trustees may determine, with notice of each such Regular Meeting Dates shall be given at least thirty (30) days in advance of each meeting.

4.4 Special Meetings. Special meetings of the Trustees may be called by or at the request of the president or twenty percent (20%) of the Trustees then in office. Such meeting shall be held at such time and place as the Trustees may determine.

4.5 Notice of Meetings. Regular meetings of the Trustees may be held without notice if the date, time and place of the meeting previously has been fixed by the Trustees; otherwise, regular meetings must be preceded by at least two (2) days' notice to each Trustee of the date, time and place, but not the purpose, of the meeting. Special meetings of the Trustees must be preceded by at least two (2) days' notice to each Trustee of the date, time, place and purpose of the meeting. Notice required by the foregoing provisions may be given by any usual means of communications and may be oral or written. However, any board action to remove a Trustee or to approve a matter that would require approval by the members if the corporation had members, shall not be valid unless each Trustee is given at least ten (10) days' written notice that the matter will be voted upon at a Trustees' meeting or unless notice is waived pursuant to Section 4.6 below. Oral notice is effective when communicated, if communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following: (a) when received; (b) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed with first class postage affixed; (c) when faxed, as evidenced by the date of transmission shown on a copy of the fax; or (d) by email as evidenced by the date is the email sent. Written notice is correctly addressed to a Trustee if addressed to the Trustee's address, email address or fax number shown in the corporation's current list of Trustees.

4.6 Waiver of Notice. A Trustee may at any time waive any notice required by law or these Bylaws. Except as hereinafter provided in this section, the waiver must be in writing, signed, faxed or electronically sent, by the Trustee entitled to the notice, and filed with the minutes or the corporate records. A Trustee's attendance at or participation in a meeting waives any required notice of the meeting unless the Trustee upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with law or these Bylaws objects to lack of notice and does not thereafter vote for or assent to the objection to action.

4.7 Quorum. A quorum of the Trustees consists of a majority of the Trustees.

4.8 Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Trustees present is the act of the Trustees, unless the vote of a greater number of Trustees is required by law or these Bylaws.

4.9 Presumption of Assent. A Trustee of the corporation who is present at a meeting of the Trustees or a committee of the Trustees when corporate action is taken is deemed to have assented to the action taken unless: (a) such Trustee, objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or, (b) such Trustee's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) such Trustee delivers notice of dissent or abstention to the chairperson or vice chairperson presiding over

the meeting before adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Trustee who votes in favor of the action taken.

4.10 Meeting via Communications Equipment. The Trustees may permit any or all Trustees to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

4.11 Action without Meeting. Action required or permitted by law or these Bylaws to be taken at a meeting of the Trustees, may be taken without a meeting if the action is taken by the unanimous written consent of the complete duly elected and qualified Trustees of the corporation. The action must be evidenced by one or more written consents describing the action taken, signed by each Trustee, faxed or sent electronically or otherwise, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Trustee signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

4.12 Conflict of Interests.

(a) Pecuniary Benefit Transaction. A pecuniary benefit transaction undertaken in violation of this section is voidable. A pecuniary benefit transaction means a transaction with the corporation in which a Trustee, has a financial interest, direct or indirect. A financial interest means an interest in a transaction exceeding \$500 in value on an annual aggregate basis. An indirect financial interest arises where the transaction involves a person or entity of which a Trustee, or a member of the immediate family of a Trustee, is a proprietor, partner, employee or officer. However, the following are **not** pecuniary benefit transactions:

- (1) Reasonable expenses incurred in connection with official duties of a Trustee;
- (2) A benefit provided a Trustee or member of the immediate family thereof if:
 - (i) The benefits are provided or paid as part of programs, benefits, or payments to members of the general public;
 - (ii) The corporation has adopted written eligibility criteria for such benefit in accordance with these bylaws or applicable laws; and
 - (iii) The Trustee or family member meets all of the eligibility criteria for receiving such benefit;
- (3) A transaction which continues after a person with a financial interest therein becomes a Trustee.

(b) Permitted Pecuniary Benefit Transactions. A pecuniary benefit transaction is permitted only if it is in the best interest of the corporation and if all of the following conditions are met:

- (1) The transaction is for goods or services purchased or benefits provided in the

ordinary course of the business of the corporation, for the actual or reasonable value of the goods or services or for a discounted value, and the transaction is fair to the corporation;

(2) The transaction is approved by a 2/3 majority of disinterested Trustees, which majority shall equal or exceed any quorum requirement contained in these bylaws:

- (i) after full and fair disclosure of the material facts of the transaction to the Trustees and after notice and full discussion of the transaction by the Trustees;
- (ii) without participation, voting, or presence of any Trustee with a financial interest in the transaction or who has had a pecuniary benefit transaction with the corporation in the same fiscal year, except as the Trustees may require to answer questions regarding the transaction; and
- (iii) a record of the action on the matter is made and recorded in the minutes of the meeting with a conspicuous notation that the action involves a pecuniary benefit transaction.

(3) The corporation maintains a list disclosing each and every pecuniary benefit transaction in the then current fiscal year, including the names of those to whom the benefit accrued and the amount of the benefit, and keeps such list available for inspection by Trustees and contributors to the corporation;

(4) If the transaction, or the aggregate of transactions with the same Trustee, within one fiscal year, is in the amount of \$5,000 or more, the corporation publishes notice thereof in a newspaper of general circulation in Concord, New Hampshire, and gives written notice to the Trustee of charitable trusts, before consummating the transaction. At a minimum, such notice shall state that it is given in compliance with RSA 7:19-a and shall include the name of the corporation, the name of the Trustee receiving a pecuniary benefit, the nature of the transaction, and the specific dollar amount of the transaction.

(c) Annual Trustee Certificates Required. Annually, the Secretary shall circulate, collect, and maintain a document signed by each Trustee listing any areas of potential conflict of interest and acknowledging Trustee's understanding of the Bylaws provisions regarding conflict of interests.

(d) Annual Compliance Review. The Executive Committee shall annually review the list of areas of potential conflict of interest of Trustees, the list of any pecuniary benefit transactions and the minutes of the meetings of the Board of Trustees. The committee shall determine the corporation's compliance with the conflict of interests provisions of these Bylaws and shall report annually to the Board of Trustees regarding such compliance.

(e) Certain Real Estate Transactions Prohibited. The corporation shall not sell, lease for a term of greater than 5 years, purchase, or convey any real estate or interest in real estate to or from a Trustee without the prior approval of the probate court after a finding that the sale or lease is fair

to the corporation. However, this paragraph shall not apply to a bona fide gift of an interest in real estate to the corporation by a Trustee.

ARTICLE V

Officers

5.1 Number of Officers. The officers of the corporation shall consist of the chair of the Board of Trustees, president, vice president, secretary, treasurer and such other officers as are appointed by the Board of Trustees from time to time. No more than one office may be held by the same person. No person shall be eligible to hold any of said offices unless he or she is a Trustee of the corporation.

5.2 Appointment and Term of Officers. The officers of the corporation shall be appointed by the Board of Trustees. Each officer shall hold office for a period of one (1) year or until such officer's successor is elected and qualifies. A vacancy occurring in a position of officer of the corporation may be filled at any time by the Board of Trustees. The term of an officer elected to fill a vacancy shall expire at the end of the unexpired term that such officer is filling.

5.3 Resignation and Removal. An officer or Trustees may resign at any time by delivering written notice to the corporation. A resignation is effective when the notice is received unless the notice specifies a future effective date. The Board of Trustees may remove any officer at any time with or without cause.

5.4 Chair. The chair of the Board of Trustees shall preside at all meetings of the Board of Trustees.

5.5 President. The president shall be the chief executive officer of the corporation and, subject to the control of the Board of Trustees, shall supervise and control the management of the corporation in accordance with these Bylaws. The president shall preside at all meetings of the Executive Committee. The president shall, in general, perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the Board of Trustees.

5.6 Vice President. In the absence of the president, the vice president, shall perform the duties of the president. The vice president shall also serve as vice chair of the Board of Trustees and, in the absence of the chair, shall preside at all meetings of the Board of Trustees. The vice president shall perform such other duties as may be assigned from time to time by the president or the Board of Trustees.

5.7 Secretary. The secretary shall: (a) cause to be prepared minutes of all meetings of the Board of Trustees and of the Executive Committee; (b) authenticate records of the corporation when requested to do so; (c) give all notices required by law and by these Bylaws; (d) have general charge of the corporate books and records and of the corporate seal, and affix the corporate seal to any lawfully executed instrument requiring it; (e) sign such instruments as may require such signature; (f) cause such corporate reports as may be required by state law to be prepared and filed

in a timely manner; and, (g) in general, perform all duties incident to the office of secretary and such other duties as may be assigned from time to time by the president or the Board of Trustees .

5.8 Treasurer. The treasurer shall: (a) have custody of all funds and securities belonging to the corporation and receive, deposit or disburse the same under the direction of the Board of Trustees ; (b) keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose; (c) cause such returns, reports and/or schedules as may be required by the Internal Revenue Service and the state taxing authorities to be prepared and filed in a timely manner; (d) cause a true balance sheet (statement of the assets, liabilities and fund balance) of the corporation as of the close of each fiscal year and true statements of activity (support and revenue, expenses, and changes in fund balance), functional expenses, and cash flows for such fiscal year, all in reasonable detail, to be prepared and submitted to the Board of Trustees ; and, (e) in general, perform all duties incident to the office of treasurer and such other duties as may be assigned from time to time by the president or the Board of Trustees .

5.11 No Compensation. The officers and Trustees of the corporation described in the foregoing sections shall not be compensated for their services.

ARTICLE VI

Committees

6.1 Board Committees in General. The Board of Trustees may create one or more committees of the board, in addition to the Executive Committee established by Section 6.2 and the Nominating Committee established by Section 6.3 of these Bylaws. The provisions of these Bylaws which govern meetings of the Board of Trustees shall also apply to committees and their members, except that no committee shall be required to have an annual meeting or scheduled regular meetings. No committee except the Executive Committee may exercise any authority reserved to the Trustees. The Executive Committee may not, however: (a) approve or recommend dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation assets; (b) elect, appoint or remove Trustees or fill vacancies among the Trustees or on any committee; or (c) adopt, amend or repeal the articles of agreement or any bylaws.

6.2 Executive Committee. The Executive Committee shall consist of the officers of the corporation and such additional Trustees appointed by the president, to serve in such capacity until the next annual meeting of the Trustees. The president shall serve as the chair of the Executive Committee and shall preside at all of its meetings. The Executive Committee shall perform all finance and budget functions, all membership development functions, all human resources functions; all strategic and long range planning functions of the corporation; and shall have responsibility for overseeing all corporate programs and functions and have all powers of the Board of Trustees except those excluded in paragraph 6.1.

6.3 Nominating Committee. The Nominating Committee shall consist of such Trustees selected annually by the Executive Committee. The current president may not be a member of this committee. The committee shall be responsible for identifying and recruiting prospective Trustees

