

**BY-LAWS
OF THE
ACTIVE RETIREMENT ASSOCIATION**

ARTICLE I

ASSOCIATION

Section I: NAME

This corporation shall be known as the Active Retirement Association (hereinafter referred to as the "Association")

Section II: PRINCIPAL OFFICE

The principal office of the Association shall be located at Durham, County of Strafford and the State of New Hampshire.

Section III: PURPOSE

The purpose of the Association shall be to offer programs for continuing education for retired people 50 years of age or older. Such programs are to offer a stimulating environment in which its members may participate while "learning to live and living to learn." The learning programs, normally scheduled for daylight hours, shall cover a wide range of subjects of interest to members, including, but not limited to, the Arts and Sciences, History, Nature, Humanities, Travel, Languages, Finances, Government, Physical Fitness, etc. The programs shall be enhanced by day trips to nearby museums and/or cultural exhibits. Longer tours shall be offered to members for broader educational and cultural experiences.

Section IV: STOCKS AND PROFITS

The Association has no capital stock and a division of its assets or profits is not one of its objectives.

Section V: DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the corporation shall after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New Hampshire will best accomplish the general purposes for which this corporation was formed.

ARTICLE II

MEMBERSHIP

Section I: ELIGIBILITY

Any retired person 50 years old or older, who subscribes to the purposes of the Association, is eligible to join the Association.

Section II: APPLICATION

Prospective members can apply for membership by mailing an "Application for Membership" form with the appropriate annual dues to the Association address listed on the form. The Membership Director shall accept the application and furnish proper membership identification to the applicant.

Section III: PRIVILEGES

Members shall have the right to register for and participate in any programs and/or trips offered by the Association, to attend any and all regular, special and annual meetings, and to stand for election to the Board of Directors, if nominated, provided their annual dues are paid for the current fiscal year. There may be some programs or trips where additional fees will be assessed over and above the annual membership fee.

Section IV: CONTINUANCE

A member of the Association having paid annual dues for the current fiscal year shall continue as a member and have all the privileges and rights incidental thereto until either of the following events occur:

1. Voluntary withdrawal
2. Expulsion from the Association in accordance with the provisions of Article II, Section V.

Section V: EXPULSION OR SUSPENSION

If any member shall be charged in writing, addressed to the Secretary of the Association by any other member, with conduct deemed harmful or prejudicial to the Association or for failure to comply with the requirements of these By-Laws or the rules or regulations made pursuant thereto, the Board of Directors shall thereupon inform the member so charged. If, upon inquiry and after a hearing, the Board shall be satisfied of the truth of the charge, the Board of Directors may proceed to suspend such member for the balance of the fiscal year, or ask the member to resign.

If a member requested to resign declines to do so, the Board of Directors may, upon notice to said member and after a hearing on the same, proceed to expel said member. A two-thirds (2/3) vote of the Board of Directors shall be required to expel, suspend or request resignation.

ARTICLE III

Section I: VOTING RIGHTS

At any annual meeting or special meeting of the Association at which a vote of the membership is authorized, each member shall be entitled to one (1) vote on any issue before the membership.

Section II: VOTING DECISIONS

At all meetings of the membership at which a vote of the membership is required, all matters, except as otherwise provided by statute or by these By-Laws, shall be decided by a majority of the votes cast by the members present in person.

ARTICLE IV

Section I: FEES, DUES, AND ASSESSMENTS

The Board of Directors shall determine the amount of annual fees, dues, and special assessments as may be necessary to cover the ordinary and expected costs and expenses of the Association incurred, or to be incurred, in furtherance of its purposes.

ARTICLE V

Section I: ANNUAL MEETING OF THE ASSOCIATION

The annual meeting of the Association shall be held on the first Monday of May each year at a time and place to be designated by the President, unless otherwise specified by the Board of Directors. Such annual meeting shall be open to the transaction of any business properly brought before it. Notice of the time, place, and the agenda of such meeting shall be mailed by the Secretary to each member at least thirty (30) days prior to the date set for said meeting. Any resolution of substance to be placed on the agenda shall be presented to the Board of Directors at least sixty (60) days prior to the meeting.

Section II: SPECIAL MEETINGS OF THE ASSOCIATION

Special meetings of the membership may be called at any time by the President, or upon written request of at least five (5) members of the Board of Directors or twenty (20) members of the Association. The time, place and agenda of said meeting shall be determined by the President. Notice of the meeting and its time, place and agenda shall be mailed by the Secretary to each member at least ten (10) days prior to said meeting. Said notice shall specify the purposes for which such meeting is called, and at such special meeting there shall be considered only such business as is specified in the notice thereof.

Section III: QUORUM FOR MEMBERSHIP MEETINGS

At all meetings of the membership of the Association, whether regular, annual, or special, the presence in person of ten percent (10%) of the members in good standing shall be sufficient to constitute a quorum.

Section IV: ORGANIZATION OF MEMBERSHIP MEETINGS

Each meeting of the membership, whether regular, annual, or special shall be presided over by the President, or in his/her, absence, by the Vice President or by a Chairperson chosen by a majority of the members voting at the meeting. The Secretary of the Association shall serve in such capacity at all such meetings, and in the Secretary's absence, a secretary shall be appointed by the presiding officer of such meeting. Wherever applicable and not inconsistent with these By-Laws, "Roberts Rules of Order Revised" shall govern parliamentary procedure.

Section V: MEMBERSHIP LIST

The Membership Director shall keep a membership list, in which the names and addresses of all of the members of the Association shall be inscribed.

ARTICLE VI

BOARD OF DIRECTORS

Section I: COMPOSITION OF BOARD OF DIRECTORS

The Board of Directors of the Association shall be composed of four (4) officers, including President, Vice-President, Secretary, and Treasurer, and nine (9) other Directors of the Association. The nine (9) Directors, other than the Officers, shall be responsible for specific operations of the Association as follows:

1. Audio/Visual Director
2. Cultural Tours Director
3. Facilities Director
4. Hospitality Director
5. Membership Director
6. Memorial Fund Director
7. Program Director
8. Public Relations Director
9. Publications Director

Officers and Directors of the Association shall serve with no salary, but shall be reimbursed for out-of-pocket expenses incurred on behalf of the Association.

Section II: ELECTION AND TERMS OF OFFICERS AND DIRECTORS

The Officers and the nine (9) Directors shall be elected to the Board of Directors by the membership at the annual meeting. Starting with the annual meeting in 2004, the following Directorships shall be elected annually for a three year term:

2004: Treasurer
Facilities Director
Hospitality Director
Memorial Fund Director
Public Relations Director

2005: President
Cultural Tours Director
Membership Director
Program Director

2006: Secretary
Audio/Visual Director
Publications Director
Vice-President

In subsequent years the above sequence shall be repeated. Officers or Directors may be elected for no more than two (2) consecutive three- (3) year terms for the same position, and their term of office shall start on July 1 following election.

Section III: VACANCIES

A vacancy occurring, for whatever reason, in the Board of Directors of the Association shall be filled by a two-thirds (2/3) vote of the remaining members of the Board of Directors. Any Director elected under the foregoing provisions shall serve only until the next annual meeting at which time an election for the unexpired term shall take place.

Section IV: NOMINATION OF DIRECTORS

Candidates for election to the Board of Directors shall be nominated for the vacant positions by a Nominating Committee appointed by the President on or before March 15 annually. Said Nominating Committee shall be made up of five (5) members not currently serving on the Board of Directors, and shall present a slate of candidates for election at the annual meeting in accordance with Article VI, Section II.

Section V: RESIGNATION AND REMOVAL OF DIRECTORS

Any Director may be removed at any time, for good cause shown and reasonable notice given, by a two-thirds (2/3) vote cast by the members present and voting at any meeting of the members of the Association. Any Director may resign at any time.

Section VI: ANNUAL MEETINGS OF THE BOARD OF DIRECTORS

The annual meeting of the Board of Directors shall be held in July, but no later than the third (3rd) Monday. Such annual meeting of the Board of Directors shall be open for the transaction of any business within the power of the Board, without special notice of such business, except in those cases where special notice is required under these By-Laws.

Section VII: SPECIAL MEETING OF THE BOARD OF DIRECTORS

Special meetings of the Board of Directors shall be called at any time by the Secretary upon the request of the President or of not less than three (3) of the members of the Board of Directors. Notice of every meeting shall be served in writing on each Board member at least seven (7) days prior to the meeting. Said notice shall set forth the purpose or purposes for which the meeting is called, and the time and place where it is to be held. Written notice of said meeting may be waived by any Board member in writing.

Section VIII: PLACE OF MEETING

All meetings of the Board of Directors shall be held at such places, within or without the State of New Hampshire, as shall be specified in the respective notice of such meetings or waivers thereof.

Section IX: QUORUM FOR BOARD OF DIRECTORS MEETING

At any meeting of the Board of Directors seven (7) Directors shall constitute a quorum.

Section X: POWERS AND DUTIES

The general management of the affairs of the Association shall be vested in the Board of Directors. It shall have charge and control of all money and property of the Association, and it shall have the full power to buy, sell, rent, and/or lease real or personal property for the Association without a special vote of the membership, whenever, in its opinion, the interest of the Association would best be promoted thereby. It may make such rules as it may find expedient and perform all acts and duties not inconsistent with these By-Laws, the Articles of Incorporation, and Statutes of the State of New Hampshire, as may be necessary and proper for the efficient conduct of the affairs of the Association.

Section XA: EXPENDITURE LIMITATIONS

The Board of Directors shall have the power to spend no more than \$200 on items such as charitable donations or gifts, or on such other items that, in the Board's judgment, are not necessary for carrying out the ARA's educational and cultural mission. Any such expenditures over \$200 must be approved by a majority vote of those members attending a special or annual meeting of the ARA.

Section XI RULE MAKING POWERS

The Board of Directors may promulgate rules for the conduct of members, for the use of the Association's property, real or personal, and may establish appropriate action and procedures to be taken against any member, who violates said rules, all of which, however, shall not be inconsistent with these By-Laws.

Section XII: APPOINTMENT OF COMMITTEES

The Board of Directors may appoint such committees and committee members as it deems necessary. Said committees shall carry out the directions of the Board of Directors for the purpose or purposes for which they are created.

Section XIII: CONFLICT OF INTEREST

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Corporation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a board member, trustee, or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board shall be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging understanding of and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

ARTICLE VII

OFFICERS

Section I: OFFICERS OF THE ASSOCIATION

The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer. The officers shall be elected by the membership of the Association at the annual meeting and shall hold office for three years as outlined in Article VI, Section II. Each officer must be a member of the Association, and no member shall hold more than one office established by these By-Laws at one time unless deemed necessary by a two-thirds (2/3) majority vote of the Association membership.

Section II: PRESIDENT

The President shall, whenever possible, preside at all meetings of the membership of the Association and of the Board of Directors. The President shall execute all contracts or other legal documents on behalf of the Association as

are required to carry out the ordinary and every day affairs of the Association. The President may execute any contracts or other legal documents on behalf of the Association that are not necessary to carry out the ordinary and every day affairs of the Association, upon authorization by the Board of Directors.

The President shall perform such other duties as may be imposed by law or may be required by the Board of Directors. The President acts as liaison with the Division of Continuing Education (or its successor) at the University of New Hampshire, or any other similar Continuing Education Organization.

Section IIA: IMMEDIATE PAST PRESIDENT

The immediate Past President shall serve an additional one (1) year term as a non-voting, ex-officio member of the Board of Directors to ease the transition to the incoming administration.

Section III: VICE PRESIDENT

In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. In the absence of any other officer from any meeting of the Association, the Vice President shall act in such officer's stead, and when so acting shall have all the powers and be subject to all the restrictions upon such officer in such capacity. The Vice President shall further perform such other duties as may be delegated by the President or the Board of Directors. The Vice President shall recommend an auditor for approval by the Board of Directors for the annual audit of the financial records of the Association.

Section IV: SECRETARY

The Secretary shall keep the minutes of all meetings of the membership of the Association and of the Board of Directors; shall mail out all notices of meetings of the Association and the Board of Directors; and shall have the care and custody of all the records, legal documents, and other papers of value belonging to the Association. In accordance with these By-Laws, the Secretary shall give the required notice of all meetings of the membership of the Association and of the Board of Directors. The Secretary shall further perform such other duties as may be required by these By-Laws, the President, or the Board of Directors.

Section V: TREASURER

The Treasurer shall have charge of all receipts and monies of the Association, shall deposit them in the name of the Association in a bank approved by the Board of Directors, and shall disburse funds as ordered or authorized by the President or Board of Directors. The Treasurer shall keep regular accounts of receipts and disbursements, shall submit these records when requested, and shall mail to any active member, on request, an itemized financial statement following the end of each fiscal year. The Treasurer shall chair the budget committee of the Association, and shall further perform such other duties as may be required by these By-Laws, the President, or the Board of Directors.

Section VI: QUALIFICATIONS

All officers of the Association shall be members of the Association.

ARTICLE VIII

OTHER DIRECTORS

Section I: DUTIES OF NINE (9) OTHER DIRECTORS

The nine (9) other Directors specified in Article VI, Section I shall perform specific duties to carry out the ordinary and everyday affairs of the Association as covered under Sections II through X of Article VIII. These nine (9) other Directors shall further perform such other duties as may be delegated to them by the President or the Board of Directors of the Association.

Section II: AUDIO/VISUAL DIRECTOR

The Audio/Visual Director shall keep all audio/visual equipment owned by the Association in good repair, make it available for programs as required, and be available for operation of the equipment when necessary.

Section III: CULTURAL TOURS DIRECTOR

The Cultural Tours Director shall arrange for all tours of the Association members, for those one (1) day trips associated with specific programs, as well as tours of longer duration. The Cultural Tours Director shall prepare contract agreements with travel companies for such trips and/or tours for approval by the President or the Board of Directors of the Association.

Section IV: FACILITIES DIRECTOR

The Facilities Director shall arrange for all facility locations for ARA programs. Working closely with the Program Director, the Facilities Director shall negotiate for adequate meeting space at the time(s) scheduled for such programs. The Facilities Director may prepare contract agreements for meeting space with facility owners subject to the approval of the President or the Board of Directors of the Association.

Section V: HOSPITALITY DIRECTOR

The Hospitality Director shall arrange for appropriate refreshments for those members attending regular, special, or annual meetings of the Association, shall arrange for and maintain storage space for all equipment owned by the Association that is used for refreshments, and perform such other duties delegated by the President or the Board of Directors to make members feel welcome.

Section VI: MEMBERSHIP DIRECTOR

The Membership Director shall receive all applications for membership in the Association, shall maintain a list of all active, paid-up members, as well as a

mailing list of prospective members for possible growth of the Association. The Membership Director shall periodically furnish a current membership list to the Officers and Directors.

Section VII: MEMORIAL FUND DIRECTOR

The Memorial Fund Director shall be responsible for the oversight of the Memorial Fund as established in the 2003 Memorial Fund Policy Statement and for the planning and implementation of special programs and/or special purchases supported by the Memorial Fund for the benefit of the membership. Use of any monies from the Memorial Fund shall be approved by the Board of Directors before disbursement by the Treasurer.

SECTION VIII: PROGRAM DIRECTOR

The Program Director shall be responsible for arranging four terms of programs each fiscal year, arranging for the leaders of those programs, and setting the schedule for such programs. The programs, leaders, and schedules shall be approved by the Board of Directors before being published. The Program Director shall arrange for introduction of the leaders at each of the programs. Members of the Association shall not be paid for leading programs, whereas nonmembers shall receive compensation at rates established by the Board of Directors.

Section IX: DIRECTOR OF PUBLIC RELATIONS

The Director of Public Relations shall be responsible for informing the public about the activities of and benefits of membership in the Active Retirement Association. The responsibilities shall include establishing contact with and providing copy to the various media; making presentations to organizations, agencies, and facilities that provide services to potential ARA members; and disseminating information about ARA to outlets such as, but not limited to, real estate agencies, libraries, and civic organizations. The Public Relations Director shall be responsible for the preparation of the ARA brochure, which shall be approved by the Board of Directors, and any other publicity materials designed to inform the public.

Section X: DIRECTOR OF PUBLICATIONS

The Director of Publications shall be responsible for all ARA publications that are to be published or otherwise distributed to the membership in the name of the ARA. The Director shall establish guidelines for style and shall receive all materials for publication in the semiannual Program Schedule, the Information Card, newsletters, and other written communications with members. After ensuring accuracy of content by reference to the appropriate committees, the Director shall be responsible for arranging for publication, production, and distribution to members.

ARTICLE IX

SECTION I: FISCAL YEAR

The fiscal year of the Association shall commence July 1 of each year and shall run to June 30 of the next year.

ARTICLE X

Section I: AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed, or new By-Laws may be adopted at any annual or special meeting of the Association by a two-thirds (2/3) vote of all members present and voting at such a meeting. Notice of any meeting at which a proposed alteration or amendment to these By-Laws shall be proposed shall be mailed to the members at least ten (10) days prior to the date set for said meeting, and such notice shall contain a complete copy of said proposed amendment or alteration.

ARTICLE XI

Section I: ADOPTION OF BY-LAWS

These By-Laws, a rewrite of those previously written and approved by the members of the Association on April 9, 1984, and revised and approved by the members on May 6, 1985, were adopted at the annual meeting of the Association on May 4, 1987.

Amendments to these By-Laws, approved at the annual meeting on May 1, 1989 were made in the following articles:

1. Article I, Section V: Dissolution: Entire section replaced
2. Article VII, Section V, line 7: Replaced part of sentence

Amendments to these By-Laws, approved at the annual meeting on May 5, 1992 were made in the following articles:

1. Article VI, Section II: Title: Added "OFFICERS"
2. Article VI, Section II: Last sentence reworded to include "for the same position"
3. Article VII, Officers: Section I -Officers of the Association
Deleted 4th and 5th sentences.
Added new Section IIA: "Immediate Past President"
4. Article VIII: Other Directors, Section II: Audio/Visual: Deleted last 3 sentences.

Section VII: Program Director: Revised 3rd sentence.

Amendment approved at the annual meeting on May 2, 1994:

1. Article VII, Section V: Second sentence reworded to include ... "any active member, on request, an itemized financial statement" ...

Amendment approved at the annual meeting on May 1, 1995:

1. Created a Public Relations directorship, described in Article VIII, Section VIII. (The present Article VIII, Section VIII, is renumbered as Article VIII, Section IX).

Amendment approved at the annual meeting on May 7, 1997:

1. Article VI, Section XA added; "Expenditure Limitations."

Amendment approved at the annual meeting on May 4, 1998:

1. The Registration directorship and its function are eliminated. Results of this amendment are reflected in changes to Article VI, Section I and Section II (as are results of the amendment approved May 1, 1995 that created a Public Relations directorship). Also, Article VIII, Section IX is eliminated.

Amendment approved at the annual meeting on December 7, 1998:

1. Article VI, Section XIII added; Conflict of Interest Policy for the Directors.

Amendment approved at the general meeting on March 27, 2000:

1. The Public Relations directorship was eliminated and replaced by a Publications and Public Relations directorship. The existing Article VIII, Section VIII is completely replaced by a new Article VIII, Section VIII.

2. In Article VIII, Section VII ("Program Director"), the following sentence was deleted: "The Program Director shall be responsible for the preparation and editing of the Brochure and its approval by the Board prior to printing."

Amendments approved at the general meeting on February 16, 2004:

1. Article VI: Board of Directors, Section I: Composition of Board of Directors
•Change: all mention of "seven (7) other Directors" to "nine (9) other Directors"
•Add: "Memorial Fund Director" and renumber list
•Change: "Publications/Public Relations Director" to "Public Relations Director" and "Publications Director" and renumber list.

2. Article VI, Section II: Election and Terms of Officers and Directors

•Change: "seven (7) Directors" to "9 (nine) Directors in first sentence

•Change: "Starting with the annual meeting in 1988" to "2004" in second sentence

•Substitute the following rotation of terms for the current one (all for 3 years unless otherwise noted)

2004: Facilities, Hospitality, Memorial Fund, Public Relations, Treasurer

2005: Membership, Program, President, Tours

2006: Audio/Visual, Publications, Secretary, Vice-President

•Delete two sentences in the next paragraph, beginning with "incumbents... and ending with "a second three-year term."

3. Article VIII: Other Directors: Section I: Duties of Seven (7) Other Directors

- Change all references to “seven (7) Directors” to “nine (9) Directors

- Renumber all sections to reflect the addition of two new positions

- Add the following paragraph as Section VII:

The Memorial Fund Director shall be responsible for the oversight of the Memorial Fund as established in the 2003 Memorial Fund Policy Statement and for the planning and implementation of special programs and/or special purchases supported by the Memorial Fund for the benefit of the membership. Use of any monies from the Memorial Fund shall be approved by the Board of Directors before disbursement by the Treasurer.

- Replace the current Section VIII: Publications/Public Relations Director with the following that shall be Section X;

The Director of Publications shall be responsible for all ARA publications that are to be published or otherwise distributed to the membership in the name of the ARA. The Director shall establish guidelines for style and shall receive all materials for publication in the semi-annual Program Schedule, the Information Card, newsletters, and other written communications with members. After ensuring accuracy of content by reference to the appropriate committees, the Director shall be responsible for arranging for publication, production, and distribution to members.

- Add the following as Section IX:

The Director of Public Relations shall be responsible for informing the public about the activities of and benefits of membership in the Active Retirement Association. The responsibilities shall include establishing contact with and providing copy to the various media; making presentations to organizations, agencies, and facilities that provide services to potential ARA members; and disseminating information about ARA to outlets such as, but not limited to, civic organizations, libraries and real estate agencies. The Public Relations Director shall be responsible for the preparation of the ARA brochure, which shall be approved by the Board of Directors, and any other publicity materials designed to inform the public.