

*M/ Assoc.*

STATE OF NEW HAMPSHIRE

Recording fee: \$25.00 (Note 1)  
Use black print or type.  
Leave 1" margins both sides.

Form No. NP 1  
RSA 292:2

Form must be single-sided, on 8 1/2 x 11" paper, and have a one inch margin on both sides. Double sided copies will not be accepted.

ARTICLES OF AGREEMENT  
OF  
A NEW HAMPSHIRE NONPROFIT CORPORATION

THE UNDERSIGNED, BEING PERSONS OF LAWFUL AGE, ASSOCIATE UNDER THE PROVISIONS OF THE NEW HAMPSHIRE REVISED STATUTES ANNOTATED, CHAPTER 292 BY THE FOLLOWING:

Article 1. The name of the corporation shall be:  
NEW HAMPSHIRE ASSOCIATION FOR INFANT MENTAL HEALTH

Article 2. The object for which this corporation is established is:  
Section 1. Mission: To identify and disseminate information, research, and promising practices, which promote interdisciplinary efforts on a community level in order to strengthen relationships in families with infants and young children. We advocate for public policy initiatives that support the continuity of care for children and their families throughout the early years.

Article 3. The provisions for establishing membership and participation in the corporation are:

Section 2. Process of Nomination to the Board:

- A current Board member may present a nomination to the Board. That member will be known as nomination sponsor. The sponsor will provide information to the board about the nominee's professional background and special skills or interests which are in concert with the mission of the Association or will further the goals of the Association. Additional information may be added by other Board members:
- The Board will vote on the nomination. A majority is required for the acceptance of the nomination.
- The sponsor will invite the accepted party to the next meeting.
- New members will receive orientation at or before their first meeting (cont'd-see attached)

Article 4. The provisions for disposition of the corporate assets in the event of dissolution of the corporation including the prioritization of rights of shareholders and members to corporate assets are:

Section 1. Dissolution Provisions: Upon the dissolution of the New Hampshire Association for Infant Mental Health, any remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501C(3) OF THE Internal Revenue Service for a public purpose to Community Bridges of Bow, New Hampshire.  
Originally adopted 1/01/01  
Amended 6/3/02

**FILED**

MAY 19 2003

WILLIAM M. GARDNER  
NEW HAMPSHIRE  
SECRETARY OF STATE



## Article 3 Cont'd:

**Section 3. Term of Board Membership:** Membership to the board will consist of a three-year term. After serving three consecutive terms, a one-year "sabbatical" is required, (effective as of 12/31/00). While serving on the board, each member must serve on at least one committee. Explanation of committees can be found in Article VI, Section II. If a board position becomes open mid-term, the remainder of the term may be filled through the nomination process.

**Section 4. Absenteeism:** Any Board member who is unable to attend the monthly Board meeting shall notify the Secretary prior to the meeting. If an Association member has three consecutive unexcused absences from scheduled meetings, the President shall contact that Board Member in order to discuss his or her ability to continue on the Board.

**Section 5. Removal for Cause:** Any member of the Board may have membership removed for causes, upon a two-thirds vote of the entire Board of Directors. Thirty (30) days written notice shall be given to the member by registered mail to the last known address as shown in the records of the Association. The member shall have the right of appeal before the Board of Directors.

**Section 6. Stakeholder Representation:** The Association strives to represent the needs of the full contingent of stakeholders in the field of infant mental health. Towards this end, the Board will seek representation from a wide variety of clinical disciplines and service agencies, as well as representation from all levels of constituents, including family members, direct service staff, academics and administrators. The Association seeks to have representation from all geographic regions of New Hampshire and reflect cultural diversity.

**Section 7. Conflict of interest:** Each member, prior to taking a position on the Board, and all present members shall submit in writing to the President of the Board a list of all businesses or other organizations of which he/she is an officer, director, trustee, member, owner, shareholder, employee, or agent, which the Association has, or might reasonably in the future enter into, a relationship or a transaction in which the member would have conflicting interests. The President of the Board shall become familiar with the statements of all members in order to guide decisions should a conflict arise.

At such times as any matter comes before the Board which gives rise to a conflict of interest, the affected member shall make known the potential conflict and shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the affected member nor any other member with a conflict of interest shall vote on it.

The Board will comply with all the requirements of NH law where conflicts of interest are involved, including but not limited to the requirements of a 2/3 vote where the financial benefit to the member is between \$500 and \$5000 in a fiscal year, and the requirement of a 2/3 vote and publication in the required newspaper where the financial benefit exceeds \$5000 in a fiscal year. The NH statutory requirements are included in this policy. These requirements include, but are not limited to absolute prohibitions on loans from the Association to a member. These requirements extend to both direct and indirect financial interests, as defined by the applicable NH statutes.



Article 5. The address at which the business of this corporation is to be carried on is:

c/o Community Bridges, Inc.  
525 Clinton Street  
Bow, NH 03304

Article 6. The amount of capital stock, if any, or the number of shares or membership certificates, if any, and provisions for retirement, reacquisition and redemption of those shares or certificates are:

N/A

Article 7. Provision eliminating or limiting the personal liability of a director, an officer or both, to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, an officer or both is: (Note 2)

It is recommended that board members carry board participation coverage on their personal/home insurance to protect personal liability



Article 8. Signatures and post office address of each of the persons associating together to form the corporation: (Note 3)

| <u>Signature and Name</u>                       | <u>Post Office Address</u>                        |
|---|---|
| 1. <u><i>JoAnn L Cobb</i></u><br>Signature      | <u>6R Rindge Road</u><br>Street                   |
| <u>JoAnn Cobb</u><br>Name (please print)        | <u>Derry, NH 03038</u><br>City/Town State Zip     |
| 2. <u><i>Ellyn Schreiber</i></u><br>Signature   | <u>191 Long Pond Road</u><br>Street               |
| <u>Ellyn Schreiber</u><br>Name (please print)   | <u>Northwood, NH 03261</u><br>City/Town State Zip |
| 3. <u><i>Ellen C. Wheatley</i></u><br>Signature | <u>10 Webster Court</u><br>Street                 |
| <u>Ellen Wheatley</u><br>Name (please print)    | <u>Merrimack, NH 03054</u><br>City/Town State Zip |
| 4. <u><i>Beth Achorn</i></u><br>Signature       | <u>19 Woodhill-Hooksett Road</u><br>Street        |
| <u>Beth Achorn</u><br>Name (please print)       | <u>Bow, NH 03304</u><br>City/Town State Zip       |
| 5. <u><i>Linda Thomas</i></u><br>Signature      | <u>345 High Street</u><br>Street                  |
| <u>Linda Thomas</u><br>Name (please print)      | <u>Candia, NH 03034</u><br>City/Town State Zip    |

City/Town Clerk's office, City/Town of Bow  
Received and recorded this 14<sup>th</sup> day of May, 2003.  
(Note 4)

*Jill Hadaway*  
City/Town Clerk's Signature

Jill Hadaway  
City/Town Clerk's Name (Please Print)

- Notes:
1. Recording fee payable to: N. H. Secretary of State.
  2. If no provision eliminating or limiting personal liability, insert "none".
  3. At least five signatures are required.
  4. Must be recorded with the Clerk of the City/Town of the principal place of business prior to recording with the Secretary of State. (Fee payable to the clerk is \$5.00.)

Mail \$25.00 STATE FEE and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH) to: Secretary of State, State House, Room 204, 107 North Main Street, Concord, NH 03301-4989