

GRANITE STATE SENIOR GAMES, INC.

BYLAWS

Revised and Approved by the Board, April 16, 2024
Revised and Approved by the Board, June 9, 2020
Amended and Approved by the Board, March 19, 2012
Revised and Approved by the Board, October 21, 2008
Amended and Approved by the Board, April 12, 2006
Amended and Approved by the Board, June 9, 1999
Amended and Approved by the Board, February 23, 1995

ARTICLE I
NAME

Section 1

- A. The name of this Corporation shall be Granite State Senior Games, Inc.
- B. The Corporation may have offices at such places as the Board of Directors may from time to time determine.

ARTICLE II
OBJECT AND PURPOSE

Section 1

- A. To engage in educational and charitable purposes consistent with organizations qualifying for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future U.S. Internal Revenue Law).
- B. To organize and develop activities in sports programs for the age 50 and over population of New Hampshire.
- C. To serve as a qualifying body for the National Senior Games Association for participation in the National Senior Games.
- D. To coordinate and organize, when appropriate, participation of athletes in the National Senior Games competition.
- E. To encourage and promote wellness programs and healthy lifestyles to benefit the greater health and well-being of our age 50 and over population.

ARTICLE III
BOARD OF DIRECTORS

Section 1

- A. **Composition** – The number of Directors comprising the Board shall consist of a minimum of nine (9) and a maximum of twenty-one (21) members.

The Board of Directors shall:

- i) Represent a broad geographical area of the State of New Hampshire.
- ii) Include at least three (3) members who have participated in the New Hampshire Senior Games (NHSG) or in the National Senior Games.
- iii) Serve uncompensated.
- iv) Each Director shall annually sign a Conflict of Interest Statement, as defined in Article X and required by the NH Office of the Attorney General.

Section 2

- A. **Qualifications** – Board Members should possess:

- i) Excellent Character and Integrity.
- ii) A history of achievements that reflect high standards.
- iii) Broad experience in the health, fitness or recreation field and/or experience in other disciplines needed by the GSSG Board of Directors, coupled with good business judgement.
- iv) An ability to work well in an executive position.

Section 3

- A. **Board Member Emeritus** – There shall be a category of Board member known as a *Board Member Emeritus* who is nominated and elected by the Board of Directors. Board members emeritus shall be selected from those board members who have served on the Board of Directors with distinction and excellence. Emeritus members shall serve three (3) year re-electable terms for as long as they remain active in the work of the Granite State Senior Games, Inc., and may end their term at any time. Emeritus member candidates will have served the board with distinction and be considered deserving of same for outstanding service.

A board member emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they serve, and encouraged to attend all other events conducted by Granite State Senior Games, Inc. A Board member emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

ARTICLE IV
TERM OF OFFICE

Section 1

- A. **Terms** – All Director appointments to the Board shall be for three-year terms. No person shall serve more than three consecutive terms unless a majority of the Board at a Board meeting at which a quorum is present votes to appoint a Board member to one additional year. No person shall serve more than ten consecutive years. After serving a total of three terms or three terms and one year, as the case may be, a Board member may be eligible for reconsideration as a Board Member after two years have passed since the conclusion of such Board member’s service.

- B. **Officers** – Only a currently serving Director may become an Officer. A Director may be elected by the Board to hold an officer position (Chair, Vice Chair, Secretary, Treasurer, and Past Chair - by virtue of having fully completed their most recent term as Chair.). A Board Member elected to an officer position shall hold that position for a term of two years. An officer may serve a maximum of two consecutive two-year terms. An officer whose term of office has not expired may continue in such office, and continue for such term as a Director, regardless of the Director term limitations set forth in Section IV, A. Officer elections will occur at the Board’s November meeting or as required to fill a vacancy of an unexpired term. A term of office shall begin on the subsequent January 1 and end two years later on December 31. If filling a vacancy of an unexpired term, the newly elected officer begins immediately.

Section 2

- A. **Elections** – The Membership Committee shall present nominations for new and renewing Board members at least 25 days prior to the November meeting. Nominations shall also be accepted from the floor. New and renewing Board Members shall be approved at the November Meeting by a majority of those Directors present, provided that a quorum exists.

- B. **Oath of Office** – All newly elected Directors and Officers are required to be installed with an oath of office.

Section 3

- A. **Unexpired term** – A vacancy occurring on the Board prior to an election shall be filled by a majority vote of the Board. Candidates shall be presented to the Board by the Membership Committee Chair. Elected candidates will begin their term immediately

upon being elected. If the unexpired term that is being filled is less than six months, it does not count towards the newly elected candidate's term limits.

Section 4

- A. **Removal** – Any Board Member may be removed, with or without cause, by a 2/3 ballot vote, at any regular or special board meeting called expressly for that purpose, for which there was prior written notice of at least 72 hours, and for which a quorum is present. Any Board Member absent for three (3) unexcused consecutive Regular Meetings may be removed from the Board by majority vote at a regular or annual meeting for which a quorum is present, provided that member was given seven (7) days' notice of intent to do so.

- B. **Resignation** – A Director may resign upon notice to the Secretary or Chair. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

ARTICLE V
MEETINGS OF DIRECTORS

Section 1

- A. **Annual Meeting** – The Board of Directors shall hold an annual meeting in the month of January at a time and place designated by the Chair. The purpose of this meeting is to install new officers and directors, as appropriate. The annual meeting shall include on its agenda a review of the previous year’s financial and program activity and a review of the most recent National Senior Games and strategies and objectives for the upcoming year of the Granite State Senior Games, Inc.

Section 2

- A. **Regular Meetings** – The Board of Directors shall hold no fewer than eight (8) regular meetings per year at the call of the Chair.

Section 3

- A. **Special Meetings** – Special meetings of the Board of Directors may be called by the Chair with at least 48 hours’ notice or by any four (4) Directors with at least 72 hours written notice. Either notice shall include the purpose of the special meeting.

Section 4

- A. **Executive Committee** – The Executive Committee shall be comprised of the Chair, Vice Chair, Secretary, Treasurer and Past Chair. The Executive Committee may act on business until the next meeting of the Board of Directors. Matters relative to disbursement of funds may be dealt with by a special meeting of the Executive Committee.

Section 5

- A. **Electronic Meetings** – The annual meeting, regular meetings, special meetings, executive meetings and committee meetings may be held by means of telephonic, electronic, or other communications facility that permits all participants to communicate adequately with each other during the meeting. Electronic meetings must follow the same timeline and procedures for all meetings outlined in Article V Meetings of Directors, Sections 1, 2, 3 and 4.

Section 6

- A. **Quorum** – A quorum, which consists of a majority of current Directors, shall be required to approve business conducted before the Board. A quorum is rounded to the nearest whole number.

Section 7

- A. **Voting at Meetings** – The following are methods of voting at regular or special meetings of the Board:
- i) Voting on motions: In most situations other than elections, Directors will indicate an affirmative or negative vote by voice or a show of hands.
 - ii) Voting by ballot: This method of voting is desirable when the Directors' individual views on the matter being decided should not be disclosed. This method of vote is usually used for elections.
 - iii) Voting electronically: If the bylaws allow for electronic meetings, then rules of conduct of electronic meetings should have a method of taking and verifying votes.
- B. **Action by Unanimous Consent** – Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if:
- i) Consents in writing, setting forth the action so taken, shall be signed by all of the Directors and filed by the Secretary with the minutes of the meetings of the Board of Directors. The consents may be executed in any number of counterparts, all of which when taken together shall constitute a single original consent.
 - ii) Consents by electronic mail, setting for the action so taken, are submitted by all the Directors, received by the Corporation and filed by the Secretary with the minutes of the meetings of the Board of Directors.
- C. **Voting by Proxy** – A Board Member who is unable to attend a meeting of the Board or a Board Committee may vote by written proxy given to the any voting member who is in attendance at the meeting in question. However, a vote by proxy will not be counted toward the number of Directors needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after one month from the date of execution. Each proxy shall be revocable unless expressly stated therein to be irrevocable or unless made irrevocable by law. In order to exercise a proxy, the member holding the proxy shall deliver a copy to the Secretary at least 48 hours prior to the commencement of the meeting at which the member intends to vote the proxy, and receipt of that proxy shall be announced by the Secretary at the beginning of the meeting.

Section 8

- A. **Notice** – Whenever under the provisions of law or these Bylaws, notice is required to be given to any person, such notice may be given via U.S. mail or overnight delivery service with postage prepaid and shall be deemed given within three days after being deposited in the mail or the delivery service addressed to such person at such person’s address as it appears on the records of the Corporation, with receipt of deposit retained by sender. Notice may also be given by electronic mail, or hand delivery, and such notice will be deemed given when delivery confirmation is received.

- B. **Waiver of Notice** - Whenever any notice is required to be given by law or by these Bylaws, a waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated in these bylaws, shall be deemed equivalent to the giving of such notice. Attendance at a meeting either in person or, if applicable, by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he or she attends solely for the purpose of objecting at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

ARTICLE VI
OFFICER DUTIES

Section 1

A. **Duties and Powers** – The officers and directors shall perform the duties and exercise the powers of the Articles of Incorporation, the Bylaws, the parliamentary authority adopted herein and those assigned by the Board which pertains to the office. These duties and powers shall include, but not limited to the following:

i) The **Chair** shall:

- (1) Be principal officer of Granite State Senior Games, Inc.
- (2) Preside at Board of Directors and Executive Committee meetings.
- (3) Call special meetings of the Board of Directors and Executive committee.
- (4) Sign contracts.
- (5) Notify the Board members of each regular meeting with a proposed agenda five days prior to the meeting.
- (6) Appoint standing committee members and chairs as needed.
- (7) Be ex-officio member of each committee but is not required to attend meetings.
- (8) Sign checks, in the absence of the treasurer.
- (9) Perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ii) The **Vice Chair** shall:

- (1) Assume duties as assigned by the Chair.
- (2) In the Chair's absence, preside at all meetings and exercise the Chair's duties.
- (3) Serve as Chair of the Games Committee.
- (4) Perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

iii) The **Secretary** shall:

- (1) Record the proceeding of all meetings of the Board of Directors and Executive Committee.
- (2) Provide each member of the Board with a copy of the minutes of the meeting within ten (10) business days of the meeting's conclusion.
- (3) Be the custodian of all official records and correspondence.

- (4) Assume such other duties as assigned by the Chair.
- (5) Provide a current list of Board members to the Board as updated.
- (6) Provide a current list of Board members' terms of office.
- (7) Perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

iv) The **Treasurer** shall:

- (1) Be custodian of all funds.
- (2) Receive all monies donated to Granite State Senior Games, Inc. and deposit same in banks designated by the Board of Directors.
- (3) Maintain in suitable form detailed account of assets, liabilities, receipts and expenses.
- (4) Provide a current statement of accounts to the Board at each regular meeting.
- (5) Sign all checks.
- (6) File tax returns and financial forms as required in a timely fashion.
- (7) Cooperate with an annual internal audit performed by the Board's Audit Committee.
- (8) Pay all bills as authorized by the Board.
- (9) Perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

v) The **Past Chair**:

- (1) Is an officer and member of the executive committee.
- (2) Other than the above, has no other privileges beyond a director board member.

ARTICLE VII
NOMINATIONS

Section 1

A. Officers and Renewing Members

The Membership Committee, after obtaining consent from each candidate, shall distribute to each Board Member, at least thirty (30) days prior to the November meeting, a notice setting forth the following terms and conditions:

- i) A proposed single slate of candidates for any position to be filled.
 - ii) Nominations may be made from the floor.
 - iii) No Board Member may petition for more than one (1) candidate for the same office.
- B. The Board of Directors must approve the Membership Committee's recommended candidates for office by a majority vote of those in attendance.
- i) Voting for individual office may be by ballot.

Section 1

A. New Members

- i) The Membership Committee shall review and recommend the application for each proposed Board Member.

B. Nominations shall be made by a current Board member. The sponsoring Board member:

- i) Must have been a Board member for at least one (1) year.
- ii) Shall present an application and resume to the Membership Committee.

C. The Membership Committee shall approve the application with a majority vote.

D. The Membership Committee Chair or designee shall present the committee's recommendation to the Board of Directors at its next meeting.

E. The Board of Directors must approve the Membership Committee's recommendation with a two-thirds (2/3) vote of those in attendance provided a quorum is present.

ARTICLE IX
COMMITTEES

Section 1

A. Executive Committee

The Executive Committee as described in Article V, Section 4, shall meet:

- i) At least five (5) days prior to a scheduled monthly meeting; or,
- ii) At the call of the Chair; or,
- iii) When at least three (3) Officers deem it necessary.

Section 2

A. Special Committees

- i) Special committees may be created by the Chair. The Chairs of the special committees shall be Directors but additional members need not be.

Section 4

A. **Standing Committees**

The Standing Committees shall be as follows:

- i) Membership Committee
- ii) Games Committee
- iii) Publicity Committee
- iv) Bylaws and Standing Rules Committee
- v) Fund Raising Committee
- vi) History and Records Committee
- vii) Audit Committee
- viii) Safety Committee
- ix) Digital Media Committee

- B. A committee Chair unable to attend a Board Meeting shall appoint a committee member to submit the committee report a scheduled meeting.

Section 5

A. **Standing Committee Chair Responsibilities**

i) **Membership Committee**

- (1) Search for potential diverse Board members to fill Board of Directors vacancies.
- (2) Contact and interview potential candidates.
- (3) Recommend candidates to the Board of Directors.

ii) **Games Committee** (Committee is to be chaired by the Vice Chair)

- (1) Secure venues at least six (6) months prior to the Games.
- (2) Obtain all necessary permits and contracts, and assign officials as required.
- (3) Meet with venue managers within two (2) weeks of the start of the Games to outline volunteer requirements, equipment needs, method of medal distribution, how to report results to headquarters and how to obtain an advance list of venue participants.
- (4) Determine and obtain the number of volunteers needed to support each event.

iii) **Publicity Committee**

- (1) Provide press releases regarding upcoming events and games to print and broadcast media.
- (2) Prepare and coordinate distribution of games fliers throughout the State.
- (3) Participate in scheduled senior activities (seminars, fairs, etc.)
- (4) Distribute press releases and media information to NSGA and to the Chair of the History and Records Committee (Historian) for retention.

iv) **Bylaws and Standing Rules Committee**

- (1) Maintain the Granite State Senior Games, Inc. Bylaws.
- (2) Coordinate proposed changes with committee members.
- (3) Submit changes to the Board of Directors thirty (30) days prior to next regular meeting.
- (4) Facilitate discussion of proposed changes prior to voting.
- (5) Update with approved changes and distribute to the Board of Directors.

v) **Fundraising Committee**

- (1) Contact businesses, organizations, financial institutions and foundations for funding partnership opportunities with Granite State Senior Games, Inc.
- (2) Seek out and make application for Grant monies.

vi) **History and Records Committee**

- (1) Maintain the history of the Granite State Senior Games, Inc.
- (2) Maintain a state resident best performance file (times/distances) to be recognized as Granite State Senior Games, Inc. state records, for the sport as specified by NSGA.

vii) **Audit Committee**

- (1) Annually review the general ledger, balance sheet, and revenue and expense statements of the Granite State Senior Games, Inc.
- (2) Recommend the need for an external audit, if deemed necessary.
- (3) Ensure compliance with certification requirements of the NSGA.
- (4) Ensure compliance with requirements of being a New Hampshire Registered Public Charity.

viii) **Safety Committee**

- (1) Develop and maintain a current safety plan for all games and events.
- (2) Ensure that the organization maintains current insurance policies as required by our organizational structure and to comply with NSGA certification requirements.
- (3) Review safety record annually and notify the board of any safety.

ix) **Digital Media Committee**

- (1) Manage the organization's nhseniorgames.org website.
- (2) Oversee the work of the Webmaster.
- (3) Manage the Fusesport registration system.
- (4) Support the entry of games results in Fusesport, and timely reporting to NSGA.
- (5) Manage GSSG Social Media accounts.
- (6) Manage the creation of the annual brochure, sport flyers, banners.
- (7) Create business cards and other internal graphical media.
- (8) Manage proper usage of internal and external logos, images and photos.

ARTICLE X
CONFLICT OF INTEREST

Section 1

A. Policy Governing Conflict of Interests and Pecuniary Benefits Transactions

The Corporation shall adopt, implement, enforce and regularly review Policies and procedures governing conflicts of interest and pecuniary benefits transactions.

- i) The Policy and Procedures shall, at a minimum, meet the requirements of New Hampshire law as then in effect, and comply with Guidelines established by the office of the NH Attorney General, Charitable Trust Unit.
- ii) Each Director, Officer, or Committee member shall have an affirmative duty to disclose to the Corporation each transaction with the Corporation that would be a Pecuniary Benefit Transaction. (as defined by RSA 7:19-a) as to that Officer, Director, or Committee member, and shall be prohibited from participating in the discussion or voting on the transaction.
- iii) The Corporation shall enter into Pecuniary Benefit Transactions only in accordance with the applicable provision of RSA 7:19-a, as may exist from time to time.

B. Policy on Pecuniary Benefits Transaction Policy - Transactions that provide a direct or indirect pecuniary benefit to any Officer, Director, of the Corporation or any member of his or her immediate family, his or her employer, or any person or organization of which he or she is a Proprietor, Partner, Officer, Director or Trustee, are prohibited unless they:

- i) (1) satisfy RSA 7:19-a;
- ii) (2) are in the Corporation's best interest; and
- iii) (3) all of the following conditions are met:
 - (1) The transaction is made in the ordinary course of the Corporation's business or operation and the transaction is fair to the corporation.
 - (2) Any transaction with any one Officer or Director that exceeds \$500 must be approved by the greater of a quorum of the Board of Directors, or 2/3 of the members of the Board of Directors who have not had a pecuniary benefit transaction with the Corporation during the fiscal year.
 - (3) The Corporation shall list in its records each transaction with any one Officer, or Director which exceeds \$500 in any one fiscal year and report them to the NH Director of Charitable Trusts annually as part of its annual report required under

RSA 7:28, including the names of those benefiting from each transaction and the amount of the benefit. The list shall be available for inspection by Officers and Directors.

- (4) The Corporation shall publish a notice of any transactions with any one Officer, or Director which alone or in the aggregate exceeds \$5,000 in any one fiscal year, in the newspaper of general circulation in Concord, NH and give a copy of the notice to the NH Director of Charitable Trusts before the transaction takes place. The name of the Officer or Director, the amount of the transaction and any other information required by RSA 7:19-a, II(d) must be stated in the notice.
- (5) The Corporation shall receive the prior approval and requisite finding of the Probate Court as to any transactions involving the sale, lease for a term of greater than 5 years, purchase, and conveyance of any interest in real estate to or from any Officer or Director and.,
- (6) The transaction does not involve a loan of money or property to an Officer or Director.

ARTICLE XI
FUNDING, CONTRIBUTIONS AND DEPOSITORIES

Section 1

- A. **Funding** – In order to carry out its purposes, the Granite State Senior Games, Inc. shall be funded primarily by Games registration fees, private donations of money, goods and services from the public, including individuals, corporations, clubs, associations, and other organizations. When appropriate, Granite State Senior Games, Inc. may also receive funding in the form of money, goods or services from federal, state and local government as long as the receipt of such funds does not violate any laws or be the cause to lose its tax-exempt status under the United States Revenue Code then in effect.

Section 2

- A. **Contributions** – Any contributions, bequests or gifts to Granite State Senior Games, Inc. from any source, including persons, corporations, trusts, charities, and government and governmental agencies, shall be accepted or collected and deposited only in such a manner designated by the Board of Directors.

Section 3

- B. **Depositories** – The Board of Directors shall determine what depositories shall be used by the Corporation as long as such depositories are located within the State of New Hampshire and are authorized to transact business and are federally insured. All checks and orders for payment of money from said depositories shall be signed by such signatories as have been authorized and required in advance by the Board of Directors.

ARTICLE XII
BUSINESS YEAR

Section 1

A. Fiscal Year

The Granite State Senior Games, Inc. shall maintain its financial accounts on a calendar year basis.

ARTICLE XIII
PARLIAMENTARY AUTHORITY

Section 1

A. Robert's Rules of Order

Robert's Rules of Order Newly Revised shall be the authority for all matters or procedures not specifically covered by the Articles of Incorporation, their Amendments, these Bylaws, or by special rule of procedure adopted by the Board of Directors.

ARTICLE XIV
EXPENDITURE AND DISSOLUTIONS

Section 1

A. Expenditures

- i) No part of the net earnings shall inure to the benefit of or be distributed to its directors etc. as set forth in ***Article VI of the Affidavit of Amendment dated November 12, 1989*** and elaborated therein. The income of Granite State Senior Games, Inc. for each taxable year shall be distributed in such a manner as to not be subjected to tax under the present Internal Revenue Code.
- ii) This Corporation shall not be operated for the primary purpose of conducting business for profit. The Corporation shall operate so as to qualify under the Internal Revenue Code of 1986 as it now exists or may exist as amended, supplemented or superseded, so that contributions are deductible for federal tax purposes.
- iii) All expenditures require written approval of the Board of Directors for disbursements in excess of \$1,000.

Section 2

- A. **Dissolutions** – The Corporation may be dissolved upon affirmative vote of two-thirds (2/3) of the members of the Board of Directors, then in office taken at a meeting of the Board of Directors called for that purpose, or upon written consent of all members of the Board entitled to vote thereon. Upon dissolution or termination, neither any nor all proceeds nor any properties or inventories shall be distributed to or inure to the benefit of any members of the Board of Directors. or private individual or organization not found to be exempt, but all such properties and proceeds shall, subject to discharge of valid obligations and to applicable provisions of laws, be distributed as presently documented in ***Article III of the Affidavit of Amendment dated November 12, 1989.***

ARTICLE XV
DIRECTOR LIABILITY

Section 1

- A. **Director Liability** – The Corporation shall hold harmless and indemnify person who is a director, officer, employee or agent of the Corporation or who is serving in another capacity at the request of the Corporation, to the extent authorized by law. The Corporation, will purchase and maintain insurance to protect itself and such persons against liability.

ARTICLE XVI
AMENDMENT OF ARTICLES AND BYLAWS

Section 1

- A. **Amendments** – Any amendment to the Articles of Incorporation or these Bylaws must be submitted in writing at any regular meeting or special meeting of the Corporation. Such proposed amendments shall be read at the meeting by the Chair of the Bylaws and Standing Rules Committee. Notice of the proposed change shall be provided to all directors at least thirty (30) days before the next regular or special meeting of the Board of Directors, at which the proposed change shall be voted on and shall become part of the Bylaws and/or Articles only if approved by a two-thirds (2/3) majority of those present and voting. If approved, it would become effective upon passage unless otherwise provided.