

**BYLAWS OF**  
**Robert Frost/Old Stage Coach Scenic Byway Council**

*Adopted November 19, 2012*

***Revised March 21, 2016***

*ARTICLE I – NAME AND PURPOSE*

Section 1 – Name: The name of the organization is the Robert Frost/Old Stage Coach Scenic Byway Council

Section 2 – Purpose: The Robert Frost/Old Stage Coach Scenic Byway Council, herein referred to as “the Council”, is organized exclusively for charitable, scientific, community development, and educational purposes.

The purpose of this organization is:

- To protect the historical and cultural features of the Robert Frost/Old Stage Coach Scenic Byway.
- To encourage the public to investigate the historical resources of the byway.
- To encourage that the byway is clearly marked, safe and attractive for both visitors and residents.
- To encourage appreciation and protection of the area’s natural resources.
- To promote existing local businesses, including local artists, agriculture, and tourist-related businesses.
- To encourage recreational opportunities including sport fishing, hiking, walking, non-motorized boating and cross country skiing along the route.

*ARTICLE II – MEMBERSHIP*

Section 1 – Eligibility, Rights and Obligations of Membership: Membership will be open to any individual or organization interested in furthering the purposes of the organization without prejudice of age, gender, race, color, religion, disability, financial status, sexual orientation, national origin, or political affiliation. Members are expected to cooperate in projects, committee work and activities of the organization.

Section 2 – Voting Members: Two (2) voting members and two (2) alternates will be identified by each town. In addition to municipal appointments, the Executive Directors from Southern New Hampshire and Rockingham Planning Commissions (or their designees) shall each serve as a voting member. The Molly Reid Chapter of the Daughters of the American Revolution (DAR) shall also have one voting member and one alternate member.

Section 3 – Non-voting Members: The New Hampshire Scenic Byways Coordinator shall serve as a non-voting member on the Council. Additional organizations with an interest in the mission of the Byway may be invited to participate as non-voting members on the Council. Invitation will be by majority vote of the existing membership.

Section 4 – Resignation and Termination: Any member of the Council may resign or terminate their membership by submitting a written resignation.

### *ARTICLE III – OFFICERS*

Section 1 – Officers of the Council: The voting members of the Council shall nominate and elect the officers of the organization. The Officers shall be a Chairperson, a Vice Chairperson, and a Secretary.

A. The Chairperson shall call and preside at all meetings, shall act for and on behalf of the membership of the organization, shall appoint any special committees necessary for the operation of the organization business, and shall act as official spokesperson for the organization. He/she is authorized to accept donations, disburse funds, and report same at the following meeting.

B. The Vice Chairperson shall, in the absence of the Chairperson, assume all of the duties of that office and shall be responsible for publicity and notifications of meetings of the association.

C. The Secretary shall keep a permanent record of all formal meetings and all legal documents and legal transactions of the Council. The secretary shall transcribe the minutes of each meeting and shall maintain a file copy of same and submit a copy of these minutes to the Southern New Hampshire Planning Commission and the NH DOT Scenic Byways Coordinator.

### *ARTICLE IV – MEETINGS*

Section 1 – Regular Meetings: The Council shall meet 4-6 times per year or at the call of the chairman. The meetings shall be located within one of the five communities of the Robert Frost/Old Stage Coach Scenic Byway.

Section 2 – Notice of Regular Meetings: Written, printed, or electronic notice stating the place, day and hour of a regular meeting, and the agenda for the meeting, shall be delivered not less than 7 days nor more than 30 days before the date of the meeting, by the person calling the meeting. All meeting notices shall be posted at each of the five towns.

Section 3 – Annual Meeting: The annual meeting shall be the first meeting of the Council in each calendar year for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The meetings shall be located within one of the five communities of the Robert Frost/Old Stage Coach Scenic Byway.

Section 4 – Notice of Annual Meeting: Written, electronic, or printed notice stating the place, day and hour, and purpose of the meeting. Notice shall be delivered not less than 30 nor more than 60 days before the date of meeting to each member entitled to vote at such meeting.

Section 5 – Special Meeting: Special meetings of the members for any purpose unless otherwise prescribed by statute, may be called by the Chair or Vice Chair or by a majority vote of the voting members. The Chair or Vice Chair may designate any place as the place of meeting for any special membership meeting.

Section 6 – Notice of Special Meeting: Written, printed, or electronic notice stating the place, day and hour of a special meeting, and the purpose for which the meeting is called, shall be delivered not less than 7 nor more than 30 days before the date of the meeting, by the person calling the meeting.

Section 7 – Voting: Any voting member shall be entitled to vote at the annual and any special meetings of the membership.

Section 8 – Majority: Under normal circumstances, voting shall be based on majority, except that a town may require a unanimous vote on any issue unique to a particular town.

Section 9 – Quorum: As there are thirteen (13) voting members [5 towns x 2 each= 10, 2 RPC votes, 1 DAR vote], a quorum shall consist of a majority (7) of said members. Any proposition passed by a majority vote at the annual or special meetings shall be deemed to be valid if said representation is present.

#### *ARTICLE V – NOMINATION, ELECTIONS, AND INSTALLATION OF OFFICERS*

Section 1 – Nominations: Nominations of officers shall be made from the floor at the annual meeting, or a slate presented from a nominating committee would also be acceptable.

Section 2 – Election: Election of officers shall be held on the same day as the nominations.

Section 3 – Installation: Upon installation of the officers whose terms begin at the close of the Annual Meeting, all documents, records, and any materials pertaining to the duties of the office as designated in the bylaws which are in the possession of the outgoing officers shall be submitted to the newly-elected counterpart within 30 days of the installation.

Section 4 – Vacancies: Any vacancies occurring during the year of any officer may be filled by appointment by a majority of the voting members.

Section 5 – Removal from Office: Any officer may be removed from office for cause by a majority vote of the voting members.

#### *ARTICLE VI – COMMITTEES*

Section 1 – Committee Formation: The Chair or Vice Chair may create committees as needed.

#### *ARTICLE VII - AMENDMENT OF BYLAWS*

Section 1 – These bylaws may be amended by a majority vote.

Section 2 – Proposed amendments shall be sent to all members at least 30 calendar days in advance of the meeting where action is to be taken, or shall be read at the presiding meeting.

CERTIFICATION

These Bylaws were approved at a meeting of the Robert Frost/Old Stage Coach Scenic Byway Council by at least a two-thirds majority vote on November 19, 2012. The revised bylaws were approved on March 21, 2016.

Chair Theresa Robidoux Date 3.21.16  
Vice Chair Jan & Keith Date 3/21/16  
Secretary Adam Henry Date 3/21/16