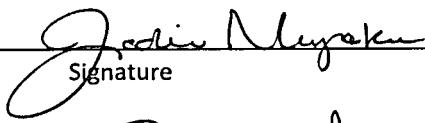


**RESOLUTION OF THE INCORPORATORS
OF
THE NEXTGEN MANCHESTER RESILIENCY COUNCIL**

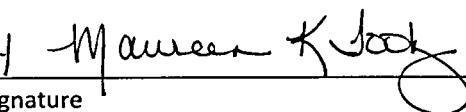
THE UNDERSIGNED, being the incorporators of The NextGen Manchester Resiliency Council, a New Hampshire Non-Profit, Non-Member Corporation, hereby adopt the following resolution pursuant to RSA 293:6 of the Voluntary Corporations and Associations Law of the State of New Hampshire:

RESOLVED that the Bylaws for the regulation of the affairs of the Council, attached hereto and incorporated herein by reference as Exhibit A (the "Bylaws"), be, and hereby are, approved and adopted as Bylaws of the Council and shall be filed with the minutes of the Council.

IN WITNESS WHEREOF, the undersigned incorporators of the Council execute this Resolution effective as of the date of the last incorporator's signature:

JODIE NAZAKA  1/5/2023
Name Signature Date

Julie Lenzer  1/5/2023
Name Signature Date

MAUREEN TOOHEY  1/5/2023
Name Signature Date

Shannan MacLeod  1/5/2023
Name Signature Date

DEAN KAMEN  1/5/2023
Name Signature Date

**BY-LAWS
OF
THE NEXTGEN MANCHESTER RESILIENCY COUNCIL
A NEW HAMPSHIRE NONPROFIT CORPORATION**

**ARTICLE I
ARTICLES OF AGREEMENT**

The name of the Corporation, the purpose for which it is established and the location of its principal place of business shall be as set forth in the Articles of Agreement, as may be amended from time to time, and these By-Laws, as may be amended from time to time. The powers of the Board of Directors, any Advisory Councils, and the Officers, and all matters concerning the conduct and regulation of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in such Articles of Agreement and these By-Laws. For purposes of these By-Laws, the Corporation shall be referred to as the "Council".

**ARTICLE II
FISCAL YEAR**

The Council's fiscal year shall be established by resolution of the Board of Directors.

**ARTICLE III
NON-MEMBERSHIP CORPORATION**

The Council shall have no members or membership classes, and no entity other than the Council itself has any right or interest in the Council or any of its properties.

**ARTICLE IV
BOARD OF DIRECTORS**

4.01 Number of Directors

The Council shall have a Board of Directors (the "Board") consisting of at least five (5) and no more than twelve (12) directors. Within these limits, the Board may increase or decrease the number of serving directors.

4.02 Identity of Initial Chairperson, Secretary, and Founding Directors

- (a) The initial chairperson of the Board ("Chairperson") shall be Jodie Nazaka, Economic Development Director, City of Manchester.
- (b) The initial secretary of the Board ("Secretary") shall be Maureen Toohey, Toohey Law Group LLC.
- (c) The remainder of the initial directors of the Board ("Directors") shall be:
 - i. Sylvia von Aulock, Southern New Hampshire Planning Commission;
 - ii. Michael Decelle, Dean, University of New Hampshire Manchester;
 - iii. Julie Lenzer, Chief Innovation Officer, Advanced Regenerative Manufacturing Institute, Inc.;
 - iv. Ted Kitchens, Director of Aviation, Manchester-Boston Regional Airport;

- v. Stephen Thiel, Assistant Vice President, Social Impact & Community;
- vi. Mike Whitten, Executive Director, Manchester Transit Authority.

(d) Given the Council's focus on diversity, equity, inclusiveness, and accessibility, the Board shall use reasonable diligence to attempt to nominate, and vote on such nomination pursuant to Section 4.04, one additional Director with expertise regarding one or more aspects of diversity, equity, inclusiveness, and accessibility no later than June 30, 2023.

(e) The Chairperson, Secretary, and Directors listed above shall all be known as Founding Directors of the Council.

4.02 Powers

All corporate legal powers of the Council shall be exercised by or under the authority of the Board, and the affairs of the Council shall be managed under the direction of the Board.

4.03 Terms

The Chairperson and Secretary shall serve three year terms, with the remainder of the Founding Directors serving one to three year terms. The Chairperson will work to stagger terms of Founding Directors such that each year one third of the total number of Directors seats are up for election. Directors shall thereafter be elected to serve three year terms. A Director's term will be automatically extended until a successor has been elected, and in the event of such an extension, will end automatically upon the new Director's appointment. Directors, including the Chairperson and Secretary, may serve terms in succession. The term of office shall begin on the date that these By-Laws are adopted for Founding Directors or the date that the election first occurs for all subsequent Directors and, barring an early vacancy for any reason whatsoever, shall end three years later upon the adjournment of the regular meeting held in the same quarter where the election first took place or until a successor has been elected.

4.04 Qualifications and Election of Directors

- (a) In order to be eligible to serve as a director, the nominee must be at least 18 years of age. No two directors related by marriage/domestic partnership or blood may serve on the Board at the same time.
- (b) Directors may be elected at any Board meeting by a majority vote of the then serving Directors. The election of directors to replace those who have fulfilled their term of office will take place at the regular meeting held in the first quarter of each year.

4.05 Vacancies

The Board may fill vacancies due to the expiration of a Director's term of office, resignation, death, or removal, or may appoint new Directors to fill previously unfilled positions, subject to the maximum number of directors provided for under these By-Laws. If a vacancy is filled in this way, the replacement Director will serve until the end of the replaced Director's term.

4.6 Removal and Suspension of Directors

A Director may be removed by a three-fourths vote of the Directors then in office. Before any meeting of the Board at which a vote on removal will be made, the Director in question is given twenty (20) days' notice of the Board's intention to discuss the Director's potential removal, and the Director is given an opportunity to present his or her case at the meeting.

4.07 Compensation for Board Members for Services

Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in carrying out their duties to the Council (such as travel expenses to attend Board meetings at reasonable mileage amounts).

4.08 Board of Directors Meetings

- (a) **Regular Meetings.** Regular meetings of the Board shall be held at such time and place as may be from time to time be fixed by resolution of the Board without further notice or as may be specified in a notice of the meeting. The Board will generally hold a regular meeting at least annually.
- (b) **Special Meetings.** Special meetings may be called any time by the Chairperson or Secretary or at the written request of six Directors submitted to the Secretary, provided that written notice is duly sent by mail or e-mail with a follow-up confirmatory phone call, to each Director not less than fourteen (14) days prior to the meeting.

4.09 Manner of Acting

- (a) **Quorum.** A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the Board at any meeting at which a quorum is not present.
- (b) **Majority Vote.** Except if otherwise required by law, the Articles of Agreement, or these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board.
- (c) **Hung Decisions.** In the event of a tie that is unable to be broken, the Chairperson shall have the power to determine the outcome of the vote based on his or her discretion.
- (d) **Participation.** Unless otherwise required by law, the Articles of Agreement, or these Bylaws, Directors may participate in meetings through any means of communication, now in existence or which may come to exist, by which all Directors participating can simultaneously hear each other.
- (e) **Written Consents.** Actions required or permitted by law to be taken at a meeting of the directors may be taken without a meeting if the action is taken unanimously. The action shall be evidenced by one or more written consents describing the action taken, signed or otherwise approved by written or electronic means, by each member of the Board, and included in the minutes filed with the corporate records reflecting the action taken. Such actions shall become effective when the last Director of the Board signs the consent, unless the consent specifies a different effective date.

4.10 Minutes. The Secretary (or such other person as designated by the Chairperson) shall keep minutes of Board of Directors meetings, which shall include, without limitation, the date and place of meeting, the names of the Directors in attendance, the names of other persons attending the meeting and all matters decided at the meeting.

ARTICLE V **BOARD SUBCOMMITTEES AND NON-FIDUCIARY ADVISORY PANELS**

5.01 Subcommittees

The Board, from time to time, may designate one or more subcommittees of the Board, each subcommittee to consist of one or more of the Directors (each a "Committee Member"). The Board may designate one or more Directors as alternative members of any subcommittee of the Board, who may replace any absent or disqualified member at any meeting of the subcommittee. In the absence or disqualification of a Committee Member, the Committee Member(s) present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another Director to act at the meeting in place of any absent or disqualified Committee Member. Any such subcommittee of the Board, to the fullest extent permitted by law and to the extent provided in the resolution of the Board creating the committee or in these By-Laws, shall have and may exercise all of the powers and authority of the Board in the management of the business and affairs of the Council in the area of authority designated by the Board. Unless the Board otherwise provides by resolution, each subcommittee designated by the Board may make, alter, and repeal procedural rules for the conduct of its business. In the absence of such rules, each committee of the Board shall conduct its business in the same manner as the Board conducts its business pursuant to these bylaws.

5.02 Non-Fiduciary Advisory Panels.

The Board, from time to time, may designate one or more non-fiduciary advisory panels to provide advice and counsel to the Board and/or the Officers regarding certain specified topics areas, such as diversity, equity, inclusiveness, and accessibility or such other matters with respect to the direction of the Council as may be deemed appropriate by the Board. Formation of, appointment of members to, management of, and winding up of any such Fiduciary Advisory Panels shall be as determined by the Board. One or more Directors shall be appointed as liaison to such non-fiduciary advisory panels unless otherwise determined by the Board. No member of a non-fiduciary advisory panel shall receive any compensation for service in such capacity, except that the Board of Directors may, by resolution, provide for the reimbursement of actual travel, lodging, and reasonable, Council-related, out-of-pocket expenses incurred in the performance of duties as a member of a non-fiduciary advisory panel.

ARTICLE VI **OFFICERS**

6.01 Power and Duties of Officers. The Board, from time to time, may appoint officers of the Council. The officers of the Council ("Officers"), including, without limitation, the officers enumerated below, shall have the following powers and duties:

- (a) **Chairperson.** The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors that he/she attends. The Chairperson of the Board of Directors shall perform all the duties commonly incident to his/her office and shall perform such other duties and have such other powers pursuant to the Articles of Agreement, these By-Laws (as may be amended from time to time), and the Board of Directors may from time to time designate. In the absence of the Chairperson, the Chairperson or the Secretary may appoint a Director to serve as Acting Chairperson.
- (b) **Secretary.** The Secretary shall be present at all meetings of the Board and he/she shall keep accurate records of the proceedings at such meetings, which records shall be open at all

reasonable times to the inspection of any Director. In the absence of the Secretary at any meeting, the Secretary or the officer presiding at such meeting may appoint a Director or other person to perform the duties of the Secretary at such meeting. The Secretary shall have custody of the corporate seal and shall perform all the duties commonly incident to his/her office and shall perform such other duties and have such other powers as the Board, from time to time, may designate.

(c) **Other Powers.** In addition to the foregoing powers and duties, the officers of the Council shall have such other powers and duties in the management of the Council as may be prescribed in a resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board.

ARTICLE VII **STAFF**

7.01 Executive Director and Staff

The Council's day to day operations will be run by an Executive Director, who shall be appointed by the Board and issue regular reports to the Board regarding the operations of the Council, subject to a budget and annual strategic plan approved by the Board. The Council will have such other staff as the Board may from time to time authorize.

7.02 Compensation

The Board shall set reasonable compensation and benefits for the Executive Director and any staff. At the discretion of the Board, the Executive Director and staff may be employees of other entities seconded to the Board on a full or part-time basis and the Board may authorize reimbursement of actual expenses to any entities seconding such employees.

ARTICLE VIII **EXECUTION OF INSTRUMENTS**

8.01 Contracts and Instruments

The Board may authorize any Officer(s) or agent(s) of the Council to enter into any contract or to execute and deliver any instrument for, in the name of, and on behalf of the Council. Such authority may be general or may be confined to specific instances, and shall be documented in the records of the Council.

8.02 Deposits

Funds of the Council may be deposited from time to time to the credit of the Council, with the depositories that are selected from time to time by, or in the manner determined by, resolution of the Board.

8.03 Orders for the Payment of Money and Endorsements for Deposit

All checks, drafts, or other orders for the payment of money, notes, or acceptances issued in the name of the Council shall be signed by the Officer(s) or agent(s) of the Council authorized from time to time by, or in the manner determined by, resolution of the Board. Endorsements for deposit to the credit of the Council in any of its authorized depositories may be made, without countersignature, by any officer of the Council or may be made by hand-stamped impression in the name of the Council, unless otherwise provided from time to time by resolution of the Board.

ARTICLE IX

INDEMNIFICATION

9.01 Definitions

As used in this Article IX, the following terms have the following ascribed meaning:

“Claim” means a threatened, pending, or completed action, suit, proceeding, or inquiry (brought in the right of the Council or otherwise) whether civil, criminal, administrative, or investigative, formal or informal, including appeals.

“Indemnified Person” means any person who was or is a party or is threatened to be made a party to or is otherwise involved (including as a witness) who is or was a Director, Officer, Staff, or Advisory Panel Member of the Council.

“Loss” means all liability, loss, expense (including attorneys’ fees), judgments, fines, and amounts paid in settlements actually and reasonably incurred by the Indemnified Person.

9.02 Indemnification

To the fullest extent permitted by law, the Council shall indemnify and hold harmless an Indemnified Person who is a party or is threatened to be made a party to or is otherwise involved (including as a witness) from any Claim for any Loss, PROVIDED that Indemnified Person acted in good faith and consistently with his or her duty of loyalty to the Council, and with respect to any criminal action or proceeding, the Indemnified Person had no reasonable cause to believe such the conduct was unlawful.

Notwithstanding the forgoing and except with respect to a Claim to enforce rights to indemnification or advancement of expenses, the Council shall indemnify and the Indemnified Person in connection with a Claim initiated by that Indemnified Person only if the Claim was authorized by the Board.

9.02 Advancements and Written Assurances

The Council shall pay expenses as incurred by any Indemnified Person in defense of any Claim in advance of its final disposition; provided that, the payment will be made only upon delivery to the Council of that Indemnified Person’s written affirmation of the Indemnified Person’s good faith belief that the Indemnified Person has met the standard required by this Article IX and an undertaking by or on behalf of such Indemnified Person to repay all amounts so advanced if it is ultimately determined the Indemnified Person is not entitled to be indemnified under this Article IX.

9.03 Determination of the Board

Indemnification under this Article IX shall be permitted only as authorized in the specific case upon a determination by the Board that indemnification is proper because the Indemnified Person has met the applicable standard of conduct under this Article IX. Any authorization of indemnification shall be made by (i) the Board, where both the quorum requirement is met and the Directors who vote in favor of such authorization not, at the time of the vote, parties to the applicable proceeding, or (ii), if it is not possible for the Directors to hold the vote due to disqualifications from voting under (i), by special legal counsel retained by the Council for purposes of making the determination.

9.04 Cooperation

To be entitled to indemnification under this Article IX, any Indemnified Person seeking indemnification must promptly notify the Council of any Claim and fully cooperate with the Council in any defense of such action, suit, proceeding, or inquiry.

9.05 Insurance

The Council may purchase and maintain insurance on behalf of any person against any liability asserted against that person, whether or not the Council would have the power to indemnify the person against that liability under the provisions of this Article IX.

9.06 Interpretation and Survival

The provisions of this Article IX shall be applicable to all Claims whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article IX shall be deemed to be a contract between the Council and each director and Officer of the Council who serves in such capacity at any time while this Article IX and the relevant provisions of the laws of the State of New Hampshire and other applicable law, if any, are in effect, and any repeal or modification of this Article IX shall not adversely affect any right or protection of any person entitled or potentially entitled to indemnification under this Article IX in respect to any act or omission occurring prior to the time of the repeal or modification.

For purposes of this Article IX, "other enterprise" shall include employee benefit plans; "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and reference to "serving at the request of the Council" shall include any services as a director, officer, employee, or agent of the Council which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries.

9.7 Severability

If any provision of this Article IX is found to be invalid or limited in application by any law or regulation, that finding shall not affect the validity of the remaining provisions of this Article IX. The rights of indemnification provided in this Article IX shall neither be exclusive of, nor be deemed a limitation of any rights to which any person described as an Indemnified Person under this Article IX may otherwise be entitled to or permitted by any agreement, any Bylaw, any vote of the member, any vote of the Board, or otherwise, both as to actions in the Indemnified Person's official capacity and actions in any other capacity while holding office, it being the intention of the Council that indemnification under this Article IX shall be made to the fullest extent permitted by law.

9.8 Further Indemnification

The Council may, by resolution of the Board, provide indemnification and advancement of expenses to employees and agents of the Council with the same scope and effect as the foregoing indemnification of and advancement of expenses to directors and Officers of the Council.

ARTICLE X

GRANTS AND OTHER EXPENDITURES

10.01 Authorization

Grants or other distributions for the advancement of the charitable purposes of the Council shall be made by the Council only if specifically authorized by the Board or an authorized Committee thereof, and shall be documented in the records of the Council.

10.02 Procedures for Distributions

The Board will adopt procedures from time to time for grants or other distributions by the Council. Such distributions will be consistent with federal tax law, the laws of the State of New Hampshire, and any grants which the Council has received.

ARTICLE XI

GENERAL PROVISIONS

11.01 Seal

If authorized by the Board, a corporate seal shall be acquired and shall have inscribed thereon the name of the Council, the year of its organization, and the words "Corporate Seal, Non-Stock, Non-Member, Non-Profit Corporation, New Hampshire". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

11.02 Books and Records

The Council shall keep correct and complete books and records of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Articles of Agreement, a copy of these By-Laws, and all minutes of meetings of the Board and committees thereof.

11.03 Insurance

The Council shall obtain and maintain commercially reasonable insurance, including, without limitation, commercially reasonable directors' and officers' liability insurance.

11.04 Notice

Each director shall provide the Secretary with a current email address, physical address, and telephone number. The Council may provide written notices to directors and officers by email, text message, or any other means of effective written communication. Each director shall provide the Secretary with such director's preferred form of communication for receipt of notice from the Council.

11.05 Office

The Council shall have such offices as the Board of Directors shall from time to time determine or the business of the Council may require.

11.06 Dissolution

Upon dissolution of the Council, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government,

ARTICLE XII

AMENDMENTS

12.01 Amendments

The Board may, by the affirmative vote of at least a majority of the Directors, are expressly authorized to make, alter, amend, and repeal these By-Laws.

12.02 Limitation on Amendments to Bylaws

If the Board seeks to alter, amend, or repeal a By-Law that has a specific voting requirement greater than a simple majority of a quorum of the Board, or if the Board seeks to alter, amend, or repeal this section 12.02 so that such a By-Law may be altered, amended, or repealed, then the vote must be in the manner of and at least in the ratio of the Directors explicitly stated in that By-Law.

No amendment to the Articles of Agreement or these Bylaws shall be taken that would adversely affect the qualification of the Council as an organization described in section 501(c)(3) of the Internal Revenue Code, or such other section as may come to supersede it.

ARTICLE XIII

LOBBYING AND PARTICIPATION IN POLITICAL CAMPAIGNS

13.01 Prohibition on Lobbying

No substantial part of the activities of the Council shall be devoted to carrying on propaganda or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Internal Revenue Code, during any fiscal year or years in which the Council has chosen to use the benefits authorized by that statutory provision). The Council shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE XIV

ADOPTION

These Bylaws are hereby adopted by the incorporators of the Council effective on January 5, 2023.