

KEENE SERENITY CENTER, INC

BYLAWS

ARTICLE I: NAME AND ADDRESS

1. Name / Location: The Name of this Corporation shall be the Keene Serenity Center, Inc and shall be located in the City of Keene, Cheshire County, New Hampshire.

ARTICLE II: PURPOSE

1. Charitable Nonprofit: The Keene Serenity Center, Inc is organized exclusively for one or more of the purposes specified in Section 501c(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt under Section 501c(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

2. Mission: Provide a drug, alcohol, tobacco and smoke free environment that fosters rehabilitative support and activities to assist individuals recovering from substance abuse and behavioral addictions; furnish an affordable place for peer support recovery groups to meet; contribute to personal and social growth of said individuals, their families and friends; and promote awareness of the nature of addiction, the value of recovery, treatment and prevention.

ARTICLE III: POLICY

The Keene Serenity Center, Inc. (herein referred to as the "Center") is not affiliated with any specific substance abuse and behavioral addictions program, 12 Step Fellowship or other organization. Members shall be identified as Keene Serenity Center members to the community.

ARTICLE IV: MEMBERSHIP

1. The governing body of the Center shall be its membership, electing a Board of Directors to oversee the management of the Center.

2. Memberships:

(a). Basic: Any person who is a member of a substance abuse and behavioral addictions program, for not less than ninety (90) days shall be eligible to become a basic member (for those recovering from substance abuse this means total abstinence). Basic members have voting privileges and access to the Center's recreation room during normal operating hours.

(b). Supporting: Any person who is a member of a substance abuse and behavioral addictions program, for not less than one (1) year shall be eligible to become a supporting member (for those recovering from substance abuse this means total abstinence). Supporting members have voting privileges and may apply for key privileges to access to the Center, providing the use of the Center falls under such terms and conditions authorized by the Board of Directors.

(c). General: Any person, who is an advocate of recovery, supports our mission and abides by all of the Center's policies. General members have voting privileges and access to the Center's recreation room during normal operating hours.

4. Applicants: All applicants must be recommended by a member and approved by the membership committee. Applications are available at the Center or at our website.

5. Guests: Guest privileges may be extended to family and friends of members or to other persons under such terms and conditions as authorized by the Board of Directors.

6. Suspension / Termination: The Board of Directors shall have the power to suspend or terminate membership privileges and rights of any member whose conduct is not consistent with the mission of the Center. Any member whose suspension or termination of membership for misconduct shall be given written notice of the defaults claimed against them, the notice shall afford the member a right to be heard at the next regular meeting of the Board. The Board shall have power to fix the terms and conditions of reinstatement of any suspension or termination.

ARTICLE V: DUES

1. Basic Memberships: Dues shall be \$50.00 per year or \$5.00 / month prorated from the month joined of the current year and are due the first month of each fiscal year thereafter.

2. Supporting & General Memberships: Dues shall be \$100.00 per year or \$10.00 / month prorated from the month joined of the current year and are due the first month of each fiscal year thereafter.

3. Payment: Members may pay by cash, check or set up auto payments on the website membership payment page.

ARTICLE VI: DIRECTORS

1. Number / Term: The Center shall have a minimum of (5) or a maximum of nine (9) and collectively they shall be known as the Board of Directors (herein referred to as the "Board"). Two thirds (2/3) of the Board shall constitute a quorum for purposes of meeting. Directors shall be nominated and elected at the annual meeting and shall each serve a term of one (1) to three (3) years.

2. Qualifications: A director should be from the local community and an advocate of recovery; with skills, life experience, perspective and commitment that will best serve the Center's mission.

3. Meetings / Agenda: The Board shall meet no less than once every three months. A special meeting may be called at any time by the Chairperson or by any three (3) members of the Board, provided two (2) days notice of such meeting shall be given to each member of the Board. The meeting agenda shall be:

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| (a) Roll call | (e) Reports of the committees |
| (b) Reading previous minutes | (f) Old / Unfinished business |
| (c) Report of the treasurer | (g) New business |
| (d) Reports of the other officers | (h) Adjournment |

4. Vacancies: Resignations shall be filled by an interim director elected by the remaining Board members, to serve until the next election. The seat of any Director who, without the approval of the board, misses three consecutive Board meetings shall be declared vacant and shall be filled as provided in these Bylaws.

5. Duties: The Board shall have the entire management of center to be conducted through such officers, committees, volunteers and employees as it may appoint or select. The Board is hereby vested with all the powers possessed by the Keene Serenity Center, Inc., so far as this delegation of authority is consistent with the laws of the State of New Hampshire, with the certificate of incorporation or with these Bylaws.

6. Non-Liability: The Directors should not be personally liable for the debts, liabilities, or other

obligations of the Center.

ARTICLE VII: OFFICERS

1. Executive Officers: The officers shall have direct supervision over the affairs of the Center. They shall perform the duties prescribed in these Bylaws and other such duties that are consistent with these Bylaws. The board shall elect, from among themselves, a Chairperson (president), a Vice-Chairperson, a Secretary and a Treasurer. No Director shall hold more than one office. The officers shall serve until their successors are elected. The annual election of officers shall be held at the first Board meeting after the annual meeting.

(a) The Chairperson is the Chief Executive Officer of the Center with duties normally associated with that office, shall preside at all Board meetings and shall have the privilege of casting a tie-breaking vote.

(b) The Vice-Chairperson shall assist the Chairperson and in the absence of the Chairperson shall assume the duties of the Chairperson.

(c) The Secretary shall keep the roster of Directors, send notices of all meetings, and keep the minutes of the meetings of the board and of the meetings of membership, have custody of the corporate records, and approve all items posted on the premises of the Center. The secretary shall file all reports and forms required by law.

(d) The Treasurer shall be the custodian of all funds and shall deposit such funds in a bank or banks designated by the board; shall maintain records of all receipts and disbursements, shall report the financial status of the corporation at each membership meeting. Disbursement of corporation funds shall be made by check, signed by the treasurer under rules set by the membership. The records shall be available to be audited at any membership meeting and the treasurer shall keep records of membership and payment of dues, and any other duties that the board agrees on.

ARTICLE VIII: INDEMNIFICATION

The Directors, officers, employees, incorporators and members of the Center shall not be personally liable for the debts, liabilities, or other obligations of the Center. Each director or officer of this Center shall be indemnified by the Center against all costs and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she may be involved or to which he or she is made a part by reason of his or her being or having been a director or officer unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and /or defraud the Center, or as otherwise provided under applicable statute.

ARTICLE IX: INTERNET

1. Website: The Board shall appoint or hire a webmaster to set up and maintain the Center's website to promote awareness, education and outreach to the community.

2. E-Mail: Members may choose paperless notification via e-mail and communicate directly with the board with suggestions or grievances.

ARTICLE X: COMMITTEES

1. Operation Committee: The Board can from the membership create a committee to manage the day-to-day operation of the Center and can grant it the powers to create subcommittees for specific tasks. The committee shall meet once a month or as needed. The chairperson of the committee shall report regularly to the board providing the minutes of each meeting.

2. Special Committees: The Board may create from the membership, special committees, as the Board shall deem necessary. The Board shall appoint one Director to each committee and designate the chairperson best suited for said committee.

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ARTICLE XI: MEETINGS

1. Annual Meeting: The annual meeting and election tabulation shall be held on the first week of the last month of the fiscal year at such time as the Board shall set. One-half of membership shall constitute a quorum for any membership business requiring a vote. A notice of the annual meeting shall be posted on the Center's bulletin board thirty (30) days before the meeting.

2. Special Meetings: Special meetings of the members of the Center for any purpose shall be held whenever called by written notice of the Chairperson or three (3) members of the Board or upon petition to the Chairperson or the Board by not less than ten (10) members in good standing. A notice for any special meeting shall state the time, place, and purpose(s) of same, and be posted for not less than seven (7) days.

ARTICLE XII: ELECTIONS

1. Nominating Committee: At least sixty (60) days before an election of Directors, the Board shall appoint a nominating committee of three (3) members not seated on the Board and one Board member (not up for election) to oversee the elections. The committee shall post, in a prominent place, a list of at least one (1) candidate for each Director's seat up for election. The candidates shall have expressed an inclination to accept the position if elected. The committee shall provide an opportunity for members to express their suggestions for candidates. Nominations will close thirty (30) days before the election.

2. Notification: It shall be the duty of the Secretary to mail or email a notice of the annual meeting and a ballot at least fifteen (15) days prior to the election. The notice shall state that the members may vote for not more than the number of seats open. Voting shall be by secret ballot. A ballot may be mailed or deposited in the ballot box at the Center. All ballots must be cast by the opening of the annual meeting.

ARTICLE XIII: RECORDS AND BUSINESS PRACTICES

1. Minutes of membership, directors and committees meetings, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings shall be recorded.

2. A copy of the Center's Articles of Incorporation and Bylaws as amended to date, minutes, and resolutions, which shall be open to inspection by Directors, membership and the public and shall include the right to copy and make extracts.

3. Bylaws, Use Of Facility and Behavior Policies shall be posted on the Center's bulletin board.

4. The fiscal year of the Center shall end on December 31.

5. Funding of the Center shall be derived from gifts, contributions, functions, dues and grants.

6. The Treasurer and one (1) other Director's signatures shall appear on all bank accounts.

7. Adequate and correct books and records of accounts of properties, business transactions, assets, liabilities, receipts, disbursements, gains and losses; GAAP financial guidelines and specific Federal and State non-profit corporation recording regulations shall be followed.

8. Entities using the Center's premises may be asked for a donation for rent, as determined by the Board.

9. The Board shall approve all accounts payable in excess of \$100.00. The treasurer has authority of discretionary power to approve accounts payable up to \$100.00. For purchases of goods and services whose value exceeds \$500.00 at least three bids shall be obtained and the lowest bid shall be accepted unless the board gives specific reasons for accepting another bid.

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ARTICLE XIV: PROHIBITED ACTIVITIES

No part of the net earnings of the Center shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Center shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the Center shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Center shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, this Center shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Center.

ARTICLE XV: CONFLICT OF INTEREST

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Keene Serenity Center, Inc 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 will 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 XVI: DISTRIBUTION OF ASSETS

Upon the dissolution of this Center, after paying or making provisions for payment of all the legal liabilities of the Center, 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 for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this State. Any such asset not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Center is then located, exclusively for such purposes or to such organization(s) or, as said court

shall determine which are organized and operated exclusively for such purposes.

ARTICLE XVII: REVISIONS / AMENDMENTS

Any proposed revision or amendments to these Bylaws must be posted on the Center's bulletin board two weeks before any meeting of the membership or sent to all members via email, mail or hand delivered before a vote can be taken on the changes and must be approved by a majority of members attending a membership meeting at which a quorum is present or a majority of the full membership if the vote is done by signed ballots without a membership meeting.