



**NEW HAMPSHIRE REAL ESTATE INVESTORS ASSOCIATION,
INC.**

A Nonprofit Organization

OFFICIAL BYLAWS

(DRAFT 10/05)

**ARTICLE I
Name and Mission**

1.1 Name

The Association shall be known officially as "New Hampshire Real Estate Investors Association". By way of abbreviation, the Association may be referred to as "NHREIA".

1.2 Philosophy

NHREIA is a membership association of investors who adhere to the philosophy that real estate is an excellent investment for our times and actively pursue their individual investment goals using creative real estate methods. NHREIA holds to the philosophy that today's investors can achieve their purposes and objectives with income producing real estate, so long as prudence and professional practice form the basis of their investments.

1.3 Purpose

The purpose of the Association is to further the goals of real estate investors, to provide a forum for the exchange of ideas and information relating to the purchase, sale, lease or other hypothecation of, or investment in real property and to do all things which shall be legal for a nonprofit association to do in this state or any state in which it does business.

The Association is educational and motivational; that is, it encourages members of the Association to use the principles of good practice in creative real estate investing and motivates them to implement these principles profitably and with integrity and professional skill.

The Association conducts General Meetings, as defined in **Article II, Membership, § 2.11 General Meeting**, and referenced in **Article II, Membership, § 2.3 Non-Member Attendees** in which members of the Association can participate in continuing education events, conversations, idea-sharing sessions and problem-solving discussions, which will reinforce the use of principles of good practice among the various members of the Association.



1.4 General Guidelines

NHREIA upholds six fundamental guidelines of professional practice in regard to real estate investing and any such educational activity designed to foster improvement in such investing:

1. Our entire thought process is centered on creating win-win situation in all real estate transactions.
2. Self-reliance and creative problem-solving are central to successful investing.
3. Real estate investing must proceed on the basis of a comprehensive, step-by-step program.
4. Every aspect of the investment process must reflect excellence, integrity and professionalism.
5. Active continuing education in support of the investment process is necessary for success.
6. Investors must maintain an affirmative and positive approach to their investment activity.

ARTICLE II Membership

2.1 Minimum Qualifications and Accessibility

Membership in NHREIA is open to anyone over the age of eighteen (18) years, lay or professional, without regard to race, color, sex, handicap or national or ethnic origin, religion, sexual orientation, or age, provided such persons adopt and abide by the Association's guidelines as outlined in Article I herein, its Code of Ethics, and Policies and Procedures, as approved and amended by the Board of Directors from time-to-time. We are an equal opportunity organization.

Membership in NHREIA is available upon submission of the official application form and payment of the annual dues to defray the costs of carrying out the programs of



continuing education and other administrative and programming expenses of the organization.

2.2 Categories of Membership

The Association recognizes the following categories of membership and their respective voting privileges on matters taken to the general membership.

A. Regular Membership

One who voluntarily joins, pays dues to the Association, and has one (1) vote.

Members of the Board of Directors shall not be required to pay dues for the time they serve on the Board and for the year following their service. Any member of the Board of Directors, who services for at least two (2) years, shall receive a Life Membership.

B. Honorary Membership

An Honorary Member is one who, on the basis of exemplary service, distinguished achievements or other outstanding qualifications, is recognized by the Association as worthy of special recognition and who is granted membership in the Association with waiver of dues by the Board of Directors for a length of time to be determined by the Board. Honorary Members shall have one (1) vote.

C. Business Associate Membership

[Category to be activated by the Board of Directors at a later date.]

Any profit and/or nonprofit corporation, association, or other organization that voluntarily joins and pays dues to the Association and provides goods and services which are appropriate for use by real estate investors. Business Associate Members do not have voting privileges on Association business.

D. Life Membership

A Life Membership is awarded to Board Members of the Association who have served for a minimum of two years, and who each shall have one (1) vote.



E. Other Memberships

Additional membership categories may be added and/or removed from time-to-time, as approved by the Board of Directors.

2.3 Non-Member Attendees

At the discretion of the Board of Directors, persons who are not Members of the Association may be admitted to the general Association meetings as Non-Member Attendees. Non-Member Attendees shall have no voting rights within the Association. At the discretion of the Board of Directors, Non-Member Attendees may be charged a fee for attending meetings. All Non-Member Attendees will fill out a visitor's form the first time they attend a meeting and pay the required fee. The only exception is that Guests of the Board, invited for the benefit of the association will not be charged a fee.

2.4 Dues

A. Application and Purpose for Dues

An application for membership in the Association shall be submitted to the Board of Directors for approval and processing. Payment of dues is a prerequisite to the approval of the application.

The annual dues for all membership categories are to be established by the Board of Directors of the Association at a level deemed adequate to defray the costs of carrying out the administration and educational programs (for example: rental costs, postage, materials, costs of duplication, etc.).

B. Failure to Pay

Any Member of the Association neglecting to pay dues within a grace period set by the Board of Directors, after they are due, shall forfeit rights to membership and shall automatically be removed from the membership roll and returned to Non-Member status.

2.5 Term of Membership

The minimum term of membership is for twelve (12) months from the date of payment of dues.



2.6 Resignation

A Member may resign from the Association at any time by giving written notice to the Board of Directors. No refunds will be granted without approval of the Board of Directors.

2.7 Code of Conduct

Members shall abide by **Article XVII, The Code of Ethics**. All members shall be honest, fair, professional and maintain integrity in all business transactions. All members should actively strive to contribute toward the positive, friendly, educational atmosphere of NHREIA. All members should actively strive to promote a positive, professional image of the real estate investment industry.

2.8 Disciplinary Actions

Suspension and Expulsion

If in a written and signed communication to the Board of Directors of the Association, any Member shall be charged with conduct detrimental to the purpose or interests of NHREIA in violation of these Bylaws and/or the Association's Code of Ethics, the Ethics Committee shall consider the matter. If the Ethics Committee shall decide to take action, the Secretary will send a statement of the charges to the named Member, who will be given adequate time, depending on individual circumstances, to reply in writing. The Ethics Committee will then take such further action as it may deem proper. If the Ethics Committee recommends that action be taken, the matter will be presented to the Board of Directors at the next scheduled meeting and the Board will decide by an affirmative vote of a majority of the Quorum of members of the Board.

In the case of issues, the Ethics Committee or Board of Directors (until an Ethics Committee is established) may levy disciplinary actions that can include suspension up to 6 months, a fine up to \$1000.00, expulsion, or mandatory training.

2.9 Reinstatement

Suspended or expelled Members must go through the process of reinstatement to become an active Member. The suspended or expelled Member may submit a signed, written request for reinstatement to the Ethics Committee, who shall review the request and present recommendations to the Board of Directors. The Board may, by an affirmative vote of a majority of the Quorum of members of the Board present, reinstate such a former Member to membership upon such terms as the Board may deem appropriate. Until such time as an Ethics Committee is established, the Board of Directors shall handle all of these matters.



2.10 Evidence of Membership

Evidence of membership in the Association may consist of a current and valid membership card from the Association. Membership certificates may be issued as described in Article VII Membership Certificates.

2.11 General Meetings

The Association will provide a forum for its Members by holding regular meetings, during which education, marketing, networking and other real estate activities will take place.

2.12 Annual Meeting

The Annual Meeting of the Association shall take place each year at the regularly scheduled monthly Association General Meeting for November. The purpose for the Annual Meeting is to carry out the election process for the various offices of the Association, as herein provided, and to transact such business, if any, as may properly come before the Members.

The Agenda for the Annual Meeting shall be as follows:

- A. Report of President
- B. Report of Secretary
- C. Report of Treasurer
- D. Election of Directors
- E. Report of Standing Committees (if there are any)
- F. Old Business
- G. New Business
- H. Adjournment

Providing that in the absence of any objection, the presiding officer may vary the order of business at his or her discretion.

2.13 Special Meetings

Special Meetings of Members may be called by the President, or by a majority of the Board of Directors then in office, for the purpose of addressing only matters which are lawful and proper for Members to consider. Notice and purpose of such Special Meetings shall be delivered to all Members as set forth in Article II, Membership, § 2.15 Notice of Meetings.



2.14 Location of Meetings

The Board of Directors shall designate any place, either within or without the State of New Hampshire, as the place of meeting for any meeting of Members.

2.15 Notice of Meetings

The notices of general and special meetings of the Association shall be given in written or electronic communication in the form of bulletins, newsletters or postcards mailed to each regular member in good standing at least two weeks prior to the event. The notices of the annual meeting and nominees for office of the Association, shall be given in both written and electronic format. Such notices shall include the place, date and time of the event together with sufficient information concerning the agenda to enable the members to prepare for the meeting.

2.16 Member Quorum and Voting

A Quorum shall constitute those Members appearing in person or by proxy at a meeting of Members.

2.17 Proxies

Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for him/her by proxy. Every proxy shall be in writing and shall be signed by the Member or his/her otherwise duly authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided for in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

ARTICLE III Board of Directors

3.1 General Powers

Subject to the limitations of the Articles of Incorporation, these Bylaws and New Hampshire Law concerning corporate action that must be authorized or approved by the Members of the Association, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Association shall be controlled by the Board of Directors.



3.2 Number, Qualification, and Tenure

The Board of Directors shall consist of the Executive Officers of the Association, and up to two (2) members at-large elected by the Membership. Tenure for Directors other than Officers shall be for two (2) years. The Directors must be Members in good standing of this Association.

3.3 Nomination and Election

Nominations may be made from the membership by or before the October meeting. A biography and short statement must be submitted to the Board within five (5) days following the October meeting.

All nominees must confirm his/her willingness to run and serve to the Board of Directors. Nominees shall be published to the general membership with ballots, in written and electronic communication two (2) weeks prior to voting at the Annual Meeting.

Each office may be represented by one (1) or more nominees. No person shall be nominated for more than one (1) office.

All qualified nominees will be placed on the ballot. All Regular Members in good standing are eligible to vote. The nominating and voting process will be recommended by the Board of Directors and communicated to the membership in written and/or electronic form.

Votes shall be counted by the Board Assistant and two (2) volunteer, non-nominated members.

In the case of a tie vote for any given office, run-off elections shall be held immediately for that office.

3.4 Authority and Direction

The Board of Directors shall meet under the direction of the President of the Association. One member of the Board will serve as Chairperson of the Board. The Board is empowered to act on the business at hand by a majority of votes of a voting quorum unless otherwise provided for in these Bylaws.

3.5 Frequency and Location of Meetings

The Board of Directors shall meet regularly to carry out the planning of Association events and the conducting of Association business.



Special Meetings of the Board may be called at the discretion of the President of the Association or at the request of any two (2) members of the Board, to be given to the Secretary, who will notify the Board.

The Board shall meet at such times and in such places as are decided by the members of the Board. The time and place of the next meeting of the Board shall be decided and announced by the Board at each board meeting.

3.6 Notification

The Secretary of the Association shall see to it that all members of the Board are notified by written or electronic communication, in person or by telephone prior to the meetings concerning the particulars of the meetings (time, place, agenda, etc.).

3.7 Quorum

A majority (50% plus 1) of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting without Notice until a quorum is present.

3.8 Vacancies

Any vacancy occurring on the Board of Directors, because of death, termination of membership, resignation, removal, or otherwise, shall be filled by the President based on recommendations from the Board of Directors. Anyone appointed to fill such a vacancy shall hold office only until the next election of the Association.

3.9 Removal

Any Director may be removed from office, with or without cause, by vote of a majority of the Board of Directors after a quorum has been determined at a duly called meeting of said Board.

ARTICLE IV Executive Officers

4.1 Qualifications

The Association's Executive Officers, as defined in **Article IV Executive Officers, § 4.2 Offices and Duties**, must be Regular Members in good standing.



4.2 Offices and Duties

The Association shall have the following Executive Officers: President, Vice-President, Chairman of the Board, Secretary, Treasurer and Immediate Past President, with the following duties:

A. President

The President is the Chief Executive Officer of the Association, with the responsibility of general oversight of the affairs of the Association. The President shall preside at, all meetings of the Board of Directors and at all meetings of the Association deemed necessary by the Board of Directors; shall have general and active management of the business of the Association; shall see that all orders and resolutions of the Board of Directors are implemented; shall establish and oversee the work of the Committees of the Association (he/she serves *ex-officio*, non-voting, advisory capacity on each Committee as a member, with the exception of the Nominating Committee (if one is created)); and shall perform such other duties as may be requested from time-to-time by a majority decision of the Board of Directors.

B. Vice-President

The Vice-President shall perform the duties and exercise the powers of the President in his/her absence or disability, and shall perform such other duties as the Board of Directors may prescribe or the President may delegate. The Vice-President shall succeed to the office of the President until the next election as provided by these Bylaws should the office of President become vacant for any reason. The Vice-President shall be the moderator of the Yahoo newsgroup, oversee meeting set-up and registration procedures with the treasurer and liaison as meeting planner.

C. Chairman of the Board

The Chairman of the Board or their designee shall fill in for the President and may preside at all meetings of the Board of Directors and at all meetings of the Association deemed necessary by the Board of Directors. The Chairman of the Board or their designee shall be responsible for obtaining speakers for all meetings.



D. Secretary

The Secretary shall attend meetings of the Association and of the Board of Directors, and shall keep, or cause to be kept a record of all votes of the Association, minutes and attendance at official meetings and other significant events of the Association. The Secretary shall be responsible for carrying out the communication program of the Association by seeing that Notices of all Association meetings and meetings of the Board of Directors are duly given; shall oversee the membership records of the Association; and shall perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary shall act as parliamentarian for the Board of Directors and should be familiar with *Robert's Rules of Order (Newly Revised)*.

E. Treasurer

The Treasurer shall have oversight responsibility of all funds of the Association; shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements; shall deposit all revenues as prescribed in Article VIII and maintain bank records of the Association; shall oversee the membership dues program of the Association; shall render financial reports to the President and Board of Directors upon request; oversee check in and registration procedures with the Vice-President; shall render financial reports to the membership as requested by the President and Board of Directors; and shall perform such other duties as may be requested from time-to-time by the Board of Directors or the President.

4.3 Tenure of Office

The Executive Officers of the Association shall serve from January 1, following their election, through December 31 of the same year, a term of office lasting one (1) year, or until successors shall have been qualified and elected. ~~Any Executive Officer shall be eligible for reelection to the position he/she held for one (1) additional term, or election to any other position. After serving two (2) successive full terms in one position, the member shall wait one (1) year before being eligible to serve again in that office.~~

4.4 Resignation

Any Executive Officer of the Association, other than the President, may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect on the date of receipt of such notice, or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.



4.5 Removal

Any Executive Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors, whenever, in its judgment, the best interests of the Association will be served thereby.

ARTICLE V Executive and Other Committees

5.1 Standing Committees

The following Standing Committees, to be established by the Board of Directors as needed, with the exception of the Nominating Committee, shall be appointed by the Board at, or following, the annual installation of the new Board, to serve for one (1) year or until their successors are appointed:

- A. Budget & Finance Committee
- B. Education & Program Committee
- C. Ethics Committee
- D. Greeting/Check-in Committee
- E. Legislative Committee

5.2 Creation of Committees

The Board of Directors may, by resolution, designate one (1) or more other committees.

5.3 Executive Committee/Board of Directors

The Executive Committee/Board of Directors shall consist of the Executive Officers: President, Vice-President, Secretary, Treasurer and Chairperson of the Board.

5.4 Other Committees

Such other Committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such Committee or Committees.



5.5 Committee Chairpersons

Each Committee shall appoint its own Committee Chairperson, who shall report to the Board of Directors.

5.6 Meetings

Regular meetings of the Committees may be held without Notice at such time and at such place as shall from time-to-time be determined by the Committees, and special meetings of the Committees may be called by the Chairpersons or any two (2) members thereof upon three (3) days' notice to the other members of such Committee, or on such shorter notice as may be agreed to in writing by each of the other members of such Committee, given either personally or in the manner provided in these Bylaws pertaining to notice for Directors' Meetings.

ARTICLE VI Employees/Independent Contractors

6.1 Employee Qualifications

The Board of Directors may hire employees or independent contractors as needed to meet the needs of the Association.

ARTICLE VII Membership Certificates

7.1 Form and Issuance

Members of the Association may be issued certificates signed by the President or Vice-President, and by the Secretary. Each Membership Certificate shall state the following: (a) the name of the Association; (b) that the Association is organized under the laws of the State of New Hampshire; (c) the name of the person or entity to who issued; and (d) the class of Membership. The Membership Certificate itself shall convey no rights or privileges, but shall only be for identification.

7.2 Lost, Stolen or Destroyed Membership Certificates

The Association may issue a new Membership Certificate in the place of any certificate previously issued if the Member named in the certificate: (a) makes proof in affidavit form that the original certificate has been lost, stolen or destroyed; (b) requests the



issuance of a new certificate; and (c) satisfies any other reasonable requirements imposed by the Association.

ARTICLE VIII

Revenues

8.1 Collection of Revenues

Revenues accruing to the Association shall consist of the Membership Dues and visitors fees, assessed and collected by the Association for the general operation and programs. The Association may also charge fees for attendance at special workshops, general meetings and programs, and may sell appropriate materials relevant to real estate investment. Reasonable pricing distinctions may be made between member and nonmember.

8.2 Custody of Revenues

The Treasurer is responsible for financial matters involving all revenues of the Association and accounting for these revenues according to established practices.

8.3 Banking

Revenues incoming to the Association shall be accumulated in and disbursed from a special Association account in a dependable local banking institution selected by the Board of Directors. Disbursements shall be carried out by check, electronic transfer and petty cash. In no case shall revenues be co-mingled in the personal accounts of any member of the Board or any other Member or employee of the Association. No employee or independent contractor shall have signature authority without approval of the Board of Directors.

8.4 Records and Reports

The Treasurer shall keep, or cause to be kept, accurate and current records of all financial matters of the Association, and shall stand ready to provide reports as requested by the President or Board of Directors.



ARTICLE IX

Use of Association's Assets

9.1 Use of the Association Platform

The primary purpose of the Association is educational and motivational; the Board of Directors shall guard the sanctity of this mission by preserving the continuing education orientation of the meetings and programs.

While it is understood that speaker incentives and barter sessions are commercial in their very nature, the Officers and Board Members of the Association shall be responsible in seeing that the education and member service functions of the Association remain foremost.

9.2 Intellectual Assets

Similarly, the official membership data (lists, mailing labels, trademark, service mark, trade name, etc.) are privileged. Any unauthorized use of this data shall be referred to the Ethics Committee for recommendations, which may result in the suspension or termination of Membership of the violating party, legal action, or both. The Board of Directors will determine the final outcome.

9.3 Physical Assets

The Executive Committee, Board of Directors and President are responsible for determining the use and protection of the Association's physical assets.

9.4 Disclaimers

Where any individual identifies himself or herself as a representative of the Association in the course of transacting private business, then the individual shall immediately and clearly disclaim any such misrepresentation.

ARTICLE X

Books, Records and Reports

10.1 Minutes, Books and Records

The Association shall keep correct and complete minutes of the proceedings of its Members, Board of Directors and committees of Directors. The Association shall keep correct and complete books and records of account, and shall keep a membership record containing the name and address, email address and phone numbers of each Member, including nonvoting Members.



10.2 Report to Members

The Association shall provide an annual report to the Members of the Association not later than four (4) months (by April 3rd) after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Association and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Association, in conformity with generally accepted accounting principles applied on a consistent basis.

10.3 Inspection of Corporate Records

Any person who is a voting Member of the Association shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of corporate minutes and records of Members of the Association. Upon the written request of any voting Member, the Association shall mail to such Member a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Association before such financial statements are available for its last fiscal year, the Association shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within four (4) months after the close of the last fiscal year. ~~Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Association in New Hampshire, shall be kept for at least five (5) years and shall be subject to inspection during business hours by any voting Member, in person or by agent.~~

ARTICLE XI Nonprofit Operation

11.1 Nonprofit Operation

The Association will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Association will be distributed to its Members, Directors or Officers without approval by the Board of Directors. No Member of the Association has any vested right, interest or privilege in or to the assets, property, functions or activities of the Association. The Association may contract in due course with its Members, Directors and Officers without violating this provision.



ARTICLE XII Fiscal Year

12.1 Fiscal Year Determination

The fiscal year of the Association shall be selected by the Board of Directors of the Association.

ARTICLE XIII Corporate Seal

13.1 Corporate Seal

The Association's corporate seal shall bear the name of the Association between two (2) concentric circles and in the inside of the inner circle shall be the year of incorporation. The corporate seal may be an engraved, printed, stamped or impression seal.

ARTICLE XIV Indemnification

14.1 Indemnification

The Association shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the New Hampshire General Corporation Act and the New Hampshire Nonprofit Corporation Act.

ARTICLE XV Amendments

15.1 Amendments to Bylaws

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a majority vote of those members in attendance at an annual and/or special meeting of this Association. A quorum for bylaws adoption or amendments shall be the same as for any other general membership meeting and shall be as described in Article II Membership, § 2.16 Member Quorum & Voting.

15.2 Communication to Members Regarding Bylaws Amendment

The intention to vote on a proposed adoption or amendment to Bylaws of this Association shall be announced two consecutive months in written or electronic communication prior to the general membership meeting at which meeting the vote to adopt or amend is to take place. Copies of the new Bylaws shall be available to be reviewed by the



membership as a .pdf downloadable file from the Association website and at the meeting at which the vote is to take place as well as the meeting immediately prior to the vote meeting.

ARTICLE XVI Parliamentary Procedure

16.1 Meetings of Voting Members Defined

The current edition of *Robert's Rules of Order (Newly Revised)* shall apply to meetings of Voting Members to the extent that such rules are consistent with these Bylaws and the policies and procedures of the Association.

ARTICLE XVII Code of Ethics

I agree not to make promises I cannot keep.

I agree to keep the promises that I do make.

I agree to be fair, honest, professional and maintain integrity in all of my business dealings.