

BYLAWS OF THE
NEW HAMPSHIRE PROFESSIONALS HEALTH PROGRAM

As Amended and Restated

ARTICLE I

Name

The name of this Corporation, a New Hampshire non-profit corporation, shall be New Hampshire Professionals Health Program (the “Corporation”).

ARTICLE II

Location

Section 2.1. The principal office of the Corporation for the transaction of its business is located at the address as set forth in the Articles of Agreement.

Section 2.2. The Corporation may also have offices at such other places, within or without the State of New Hampshire, where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE III

Powers and Purposes

Section 3.1. Purpose and Mission. The Corporation’s purposes are as stated in its Articles of Agreement. The Mission of the New Hampshire Professionals Health Program (NHPHP) is to serve contracted professional healthcare boards in the evaluation and determination of treatment recommendations and monitoring for individual healthcare professionals who have or may have potentially impairing conditions.

Section 3.2. Powers. The Corporation shall have all the powers necessary to carry out the foregoing purposes and all the powers of non-profit corporations organized under the laws of the State of New Hampshire.

Section 3.3. Limitations.

(a) The Corporation shall not discriminate on the basis of age, race, color, sex, financial status, or national origin (i) in the persons serviced, or in the manner of service; (ii) in the hiring, assignment, promotion, salary determination, or other conditions of staff employment; or (iii) in the membership of its Board of Directors.

(b) The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation

which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor provision.

(c) The Corporation is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer, Director or member of the Corporation, or any other individual, partnership or corporation, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

(d) If the Corporation is determined to be a private foundation, (i) it will not engage in any act of self-dealing which would give rise to any liability for the tax imposed by Section 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; (ii) it will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; (iii) it will not retain any excess business holding which would give rise to any liability for the tax imposed by Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; (iv) it shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; and (v) it shall not make any taxable expenditures which would give rise to any liability for the tax imposed by Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign of any candidate for public office.

Section 3.4. Personal Views. The Corporation is not responsible for the personal views expressed by any of its employees, officers, Directors or other participants unless these views have been affirmed or ratified by the Board of Directors.

ARTICLE IV

Members

The Corporation shall have no members.

ARTICLE V

Directors

Section 5.1. Management by Directors. The Board of Directors shall have all of the powers, rights, responsibilities and duties of directors under the laws of the State of New Hampshire. The Directors shall be responsible for the oversight of the affairs of the Corporation. No expenditures of money shall be made and no contracts or other obligations shall be entered into unless previously authorized by vote of the Directors or by some committee or officer to which such authority has been given. However, if the Board of Directors shall subsequently ratify any expenditure or contract that had not been previously authorized, the Corporation shall then be bound.

Section 5.2. Number. There shall be a Board of Directors of the Corporation of not less than five (5) voting persons and not more than fifteen (15) voting persons (the “Board” or “Board of Directors”). At all times, the Board shall include at least five (5) unrelated voting persons.

Section 5.3. Election. The initial Board of Directors of the Corporation shall be elected by the Incorporators, who shall serve until the first annual meeting of the Board of Directors. Thereafter, the Directors of the Corporation shall be appointed or elected as provided in these Bylaws. Board members shall be elected at the Board of Directors’ annual meeting or at a special meeting called for that purpose at such time as the Directors shall determine. An affirmative vote of a majority of the full membership of the Board of Directors is required to elect a Director.

The Directors shall use reasonable efforts in the nominating and selection process to ensure that the composition of the Board reflects the range of professions that the Corporation serves. Notwithstanding the foregoing, no person who provides medical or psychological treatment to the Corporation’s participants shall serve on the Board. In the event that a Board member begins treating a participant after being elected to the Board, that Board member shall immediately resign from the Board.

Section 5.4. Term. The terms of the elected Directors shall be staggered so that one-third (1/3) of the total number of Directors shall be elected annually. Beginning with the elections of Directors at the July 2022 annual meeting, the Directors shall be assigned terms of one (1), two (2), or three (3) years. After the expiration of these initial terms, all newly elected Directors shall serve for terms of three (3) years or until their successors are elected and qualified. Upon expiration of a Director’s term, he or she shall be eligible for re-election for one additional term. After serving two consecutive terms, a Director shall not be eligible to serve on the Board for three (3) years following the expiration of his or her second term.

Section 5.5. Ex Officio Member. The Executive Medical Director of the Corporation shall serve as an *ex officio* member of the Board. *Ex officio* members shall not be entitled to vote and shall not be counted for purposes of obtaining a quorum.

Section 5.6. Vacancies. Any vacancies among the Board of Directors shall be filled by the Board of Directors. The person filling such vacancy does not need to be a member of the same profession as the member's predecessor in office. A Director elected to fill a vacancy shall be elected for the unexpired term of the member's predecessor in office.

Section 5.7. Removal. The organization and the Board of Directors are committed to resolving any conflict between board members where possible. However, any Director may at any time be removed from office for any cause deemed sufficient by the Board of Directors by the affirmative vote of a majority of the full membership of Directors. Such vote may be taken at a regular or special meeting of the Board of Directors, provided that notice of the intent to call for such vote, naming the director to be voted on and the reason for such vote, be given at least one (1) business day prior to the meeting.

Section 5.8. Resignation. Any Director may resign at any time by giving written notice to the President or the Secretary. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified in the notice.

Section 5.9. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing contained in these Bylaws shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation from such service.

ARTICLE VI

Meetings of the Directors

Section 6.1. Annual Meeting. The annual meeting of the Board of Directors shall take place at such time and on such date during the month of July of each year at the principal offices of the Corporation, or at such other time, date, or place in New Hampshire, as the Board of Directors or the President shall determine. The purpose of the annual meeting shall be to elect Directors and the officers of the Corporation, and to receive the reports of officers and committees of the Board of Directors, and to transact such other business as may properly come before the meeting.

Section 6.2. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly, and may be held at such time and at such place as shall from time to time be determined by the President.

Section 6.3. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any three (3) Directors at least one (1) business day prior to the time of the meeting.

Section 6.4. Notice of Meetings. The business to be transacted at, and the purpose of, any regular or special meeting of the Board of Directors shall be specified in the notice of the meeting, but no such specification is required in a waiver of notice of such meeting. Notice shall be given at least one (1) business day in advance of the meeting in accordance with the provisions of Article VII.

Section 6.5. Alternate Forms of Meetings.

(a) Conference Calls and Video Conference. The members of the Board of Directors, or any committee or subcommittee of the Board may participate in a meeting of the Board or such committee by means of conference telephone, video conference, or similar communications equipment. Participation by this means shall constitute presence by the person at the meeting.

(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 consents in writing (including by electronic mail or other electronic means) 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. Any such action may be signed by electronic means and may be executed in two or more counterparts which, when taken as a whole, shall constitute one document.

Section 6.6. Record of Meetings. The Secretary or other person designated by the Board of Directors shall keep a record of the meeting.

Section 6.7. Quorum; Vote Required. A majority of Directors shall constitute a quorum for the transaction of business at a meeting of Directors, and, unless otherwise provided for by law or these Bylaws, the act of the majority of the Directors present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Directors, the Directors present at the meeting may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

ARTICLE VII

Notice

Section 7.1. General. Whenever under the provisions of law or these Bylaws, notice is required to be given to any Director or Officer, such notice must be given in writing, either by personal delivery, courier, postal service, or electronic mail, addressed to such Director or Officer at his or her address as it appears on the records of the Corporation, with postage or other delivery fees thereon prepaid, if applicable.

Notice by mail shall be deemed to be given at the time it is deposited in the United States mail.

Section 7.2. Waiver. 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 VIII

Officers and Agents

Section 8.1. Officers. The officers of the Corporation shall include a President, a Vice President, a Secretary, and a Treasurer.

Section 8.2. Other Officers and Agents. By the affirmative vote of a majority of the Board of Directors, the Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

The Board of Directors shall have the power to hire and (if necessary) terminate an Executive Medical Director (“ED/MD”). For the avoidance of doubt, the Board’s power to terminate the ED/MD will be subject to any employment contract then in effect between the ED/MD and the Corporation. The ED/MD will serve as staff to the Board and will be responsible for the day to day operations of the Corporation, including, but not limited to, the hiring, termination, supervision, and management of employees, execution of contracts, and presentation of the annual budget to the Board.

The Board shall approve the job description for the ED/MD and may delegate tasks to the ED/MD as it deems appropriate so long as such assignments are not inconsistent with these Bylaws, the Articles of Agreement, applicable law, or the mission of the Corporation. The ED/MD shall be responsible for keeping the Board informed regarding the ongoing operations of the Corporation and providing regular updates to the Directors at Board meetings or as otherwise requested by the Board.

Section 8.3. Election: Term of Officers; Vacancies. The Board of Directors shall elect the officers of the Corporation at their annual meeting by the affirmative vote of a majority of the Directors. The officers of the Corporation shall hold office for terms of two (2) years or until their successors are elected and qualified. Any currently serving director shall be eligible for election as an officer. Any vacancy occurring in any office of the Corporation shall be filled by the Directors. A person may hold more than one office except the President may not also be Vice-President.

Section 8.4. The President. The President shall preside at meetings of the Board of Directors, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 8.5. The Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 8.6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, and shall perform all other duties usually incident to the office. The Secretary or other person designated by the Board of Directors shall issue notices of annual and special meetings of the Board of Directors.

Section 8.7. Treasurer. The Treasurer shall receive, keep records, and safely keep and disburse the funds of the Corporation, subject to the direction of the Board of Directors. The Treasurer, or in his or her absence another officer of the Corporation, shall deliver a report at each meeting of the Directors and shall deliver an annual report at the annual meeting of the members. At their discretion the Directors may require the Treasurer, or any other officer authorized by the Board of Directors to sign checks or to give a bond. The bond shall be in such sum and with such sureties as the Directors require. The Board may also direct the Corporation to pay the cost of the premiums for the bond.

Section 8.8. Removal. The Organization and the Board of Directors are committed to resolving any conflicts between Board Members and officers where possible. However, any officer may at any time be removed from office for any cause deemed sufficient by the Board of Directors by the affirmative vote of a majority of the full number of Directors acting at a meeting of the Board of Directors.

Section 8.9. Resignation. Any officers may resign at any time by giving written notice to the Board, the President or the Secretary. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified in the notice.

ARTICLE IX

Committees

Section 9.1 Executive Committee. There shall be an Executive Committee that consists of the elected officers of the Board of Directors including the President, Vice President, Secretary and Treasurer. The Executive Committee may exercise, between meetings of the Board of Directors, any and all powers of the Board of Directors, including annual reviews of the ED/MD, subject to subsequent ratification by the Board of Directors. Notwithstanding the foregoing, the Executive Committee may not take any action that is required by the Bylaws or by applicable law to be approved by a vote of the full membership of the Board of Directors.

Section 9.2 Other Committees. The Board of Directors may designate such committees as they deem necessary for the efficient conduct of the business of the Corporation. The members of such committees shall include at least one (1) member of the Board of Directors and such other individuals designated by the Board. Such committees may be discontinued when no longer necessary. Each such committee shall present a written report at the annual meeting of the Board of Directors. Committees shall not act on behalf of the Corporation without specific authorization from the Board.

ARTICLE X

Conflict of Interest

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. The Corporation shall enter into Pecuniary Benefit Transactions only in accordance with the applicable provisions of RSA 7:19-a, as they may exist from time to time. Every new member of the Board of Directors shall be advised of this policy by the President before or upon becoming a Director and shall sign a statement acknowledging these requirements. A copy of the Conflict of Interest Policy of the Corporation is attached hereto as Exhibit A. The Directors may develop and adopt further policies regarding Conflict of Interest, consistent with this section and the law of New Hampshire and of the United States.

ARTICLE XI

Contributions and Depositories

Section 11.1. Voluntary Contributions. The Corporation may accept gifts, grants, legacies and contributions from any source including persons, corporations, trusts, charities, and governments and governmental agencies.

Section 11.2. 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 by the State of New Hampshire and are federally insured. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the officer or officers, agent or agents of the Corporation, and in such manner as shall be from time to time determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer.

ARTICLE XII

Prohibited Activities and Dissolution

Section 12.1. Disposition of Assets upon Dissolution. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of the Corporation's liabilities and obligations, distribute all of the Corporation's assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the 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. Any such assets not so disposed of shall be disposed by the Probate Court of Merrimack County, New Hampshire, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. No Director, officer, employee or person connected with the Corporation shall be entitled to share in the distribution of any of the Corporation's assets or property upon its dissolution.

Section 12.2. Prohibited Uses of Corporate Funds. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, Directors, officers, members (if any), or other private persons, except that the Corporation 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 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, 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, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 12.3. Directors' and Officers' Liability. Notwithstanding any other provisions of these Bylaws, no Director or Officer of the Corporation shall be personally liable to pay the liabilities of the Corporation.

ARTICLE XIII

General

Section 13.1. Fiscal year. The Corporation shall operate on a fiscal year ending June 30th of each year.

Section 13.2. Execution of Contracts and Documents. All contracts and evidence of debt may be executed only as directed by the Board of Directors. The President, the Treasurer, or other agents authorized by the Board of Directors shall

execute, in the name of the Corporation all contracts or other instruments so authorized by the Board of Directors.

Section 13.3 Payment for Goods and Services. Payment for any services rendered or materials provided to the Corporation shall be made only upon authorization of the Board of Directors. Payment by means of check or other instrument of indebtedness requiring a signature shall be signed by the Treasurer, or such other agent authorized by the Board of Directors. Any payment exceeding Five Thousand Dollars (\$5,000.00), or such other amount as the Board of Directors shall set from time to time, shall be countersigned by a second Officer.

Section 13.4. Provisions Relative to Directors and Officers. In the absence of bad faith, no contract or transaction by this Corporation shall be void, voidable, or in any way affected by reason of the fact that the contract or transaction is (a) with one or more of its Directors or Officers, (b) with a corporation, organization or other concern in which a Director or Officer of this Corporation is an officer, Director, employee or in any way interested, or (c) one in which a Director or officer of this Corporation is in any way interested. In the absence of bad faith, no Director or officer of this Corporation shall be liable to this Corporation or creditor of this Corporation or to any person for any loss incurred by reason of such contract or transaction or be accountable for any gains or profits realized as a result of such contract or transaction so long as the transaction has been approved in accordance with the provisions of these Bylaws.

ARTICLE XIV

Indemnification

Section 14.1 The Corporation shall in all cases, to the fullest extent permitted by law, indemnify any person who was or is involved in any manner (including, without limitation, as a party or a witness) in any threatened, pending or completed investigation, claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including, without limitation, any action, suit, or proceeding brought by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that that person is or was a Director or Officer of the Corporation, against all liabilities and expenses actually and reasonably incurred by the person in connection with such actions, suits or proceedings including but not limited to attorneys' fees, judgments, fines and amounts paid in settlement. This Section is subject to the limitations set forth in Section 14.2.

Section 14.2 No indemnification shall be provided for any person with respect to any matter as to which that person shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that that person's action was in the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that that person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or conviction adverse to such person, or by settlement or plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that such person did not act in good faith in the reasonable belief that

his action was in the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 14.3 Any provision of this Article XIV to the contrary notwithstanding, to the extent that a Director or Officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 14.1, or in defense of any claim, issue or matter therein, that person shall be indemnified against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by that person in connection therewith. The right to indemnification granted by this Section 14.3 may be enforced by a separate action against the Corporation, if an order for indemnification is not entered by a court in the action, suit or proceeding wherein that person was successful on the merits or otherwise.

Section 14.4 Any indemnification under Section 14.1, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or Officer is proper in the circumstances because that person has met the applicable standard of conduct set forth in Sections 14.1 and 14.2. That determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. Such a determination, once made by the Board of Directors, may not be revoked by the Board of Directors and upon the making of such determination by the Board of Directors, the Director or Officer may enforce the indemnification against the Corporation by a separate action notwithstanding any attempted or actual subsequent action by the Board of Directors.

Section 14.5 Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding may be authorized and paid by the Corporation in advance of the final disposition of that action, suit or proceeding upon a determination that, based solely on the facts then known to those making the determination and without further investigation, the person seeking indemnification satisfied the standard of conduct prescribed by Sections 14.1 and 14.2. Those persons making such determination may, in their discretion, require such person to provide the following to the Corporation:

- i. A written undertaking by or on behalf of the Officer or Director to repay that amount if that person is finally adjudicated:
 - a) Not to have acted honestly or in the reasonable belief that the person's action was in or not opposed to the best interests of the Corporation;

- b) With respect to any criminal action or proceeding, to have had reasonable cause to believe that the person's conduct was unlawful; and
- ii. A written affirmation by the Officer or Director that the person has met the standard of conduct necessary for indemnification by the Corporation as authorized in this section.

The undertaking required by Subsection 14.5(i) shall be an unlimited general obligation of the person seeking the advance, but need not be secured and may be accepted without reference to financial ability to make the repayment.

ARTICLE XV

Amendments

These Bylaws may be amended or repealed or new Bylaws adopted by the Directors at any meeting by the affirmative vote of two-thirds (2/3) of all the Directors of the Corporation, provided notice of the proposed change is given in the notice and not less than one month prior to such meeting. No amendment of the Bylaws may be made, or if made will be effective, if such amendment would affect the Corporation's qualification as a tax-exempt organization pursuant to section 501(c)(3) of the Code, as modified.

ARTICLE XVI

Effective Date

These Bylaws as amended and restated shall take effect on August 29, 2022.

ADOPTED: August 29, 2022



Sarah Proctor, MPH, DVM, Secretary