

BY-LAWS OF DOVER COOPERATIVE MINISTRIES COUNCIL, INC.

ARTICLE I – Purposes of the Corporation

As set forth in the Articles of Incorporation, Dover Cooperative Ministries Council, Inc. (“DCMC”) is an interfaith organization dedicated to fostering respectful fellowship and understanding among different faiths and is organized exclusively for charitable purposes. These purposes include the oversight and operation of the following charitable efforts:

- Dover Food Pantry
- Dover Friendly Kitchen
- Dover Share
- Grab and Go

ARTICLE II -- Members

Members of DCMC consist of Dover area faith communities that have paid membership dues to DCMC for the current fiscal year. Membership gives those communities the right to appoint at least one and up to three voting directors. At least seventy percent (70%) of the voting directors of the Board of Directors shall be representatives appointed by the member faith communities.

ARTICLE III - Board of Directors

Section 1 – Power of Board

The activities, property, and affairs of DCMC shall be managed by the Board of Directors, which may exercise all the powers that may be exercised by the corporation.

Section 2 – Number of Directors

The board shall consist of not fewer than five nor more than twenty-four voting directors. Each member faith community may appoint between one and three directors to be their representatives on the board. At least one director appointed by each faith community shall be a voting director. Such representative directors shall comprise not less than 70% of the voting directors.

Additional voting directors may consist of persons who are not official representatives of the member faith communities. These non-representative directors are hereinafter referred to as “at-large” directors. These at-large directors are elected by the voting directors and may not comprise more than 30% of the voting directors.

Any number of non-voting directors may be appointed by the member faith communities or by the Board of Directors itself. Non-voting directors are welcome to contribute to discussions but are not counted when quorums are calculated or votes recorded.

Section 3 - Ex officio Directors

In order to foster continuity, exiting voting directors and officers are encouraged to remain on the Board of Directors as ex-officio non-voting directors for up to two years. Such ex-officio

directors are considered to serve in an advisory capacity; they are relieved of the duty to attend meetings but shall be notified of meetings.

Section 4 - Term of Office

Directors serve on the Board for a one-year term. Sequential terms are permitted.

Member faith communities appoint their representative directors according to whatever internal procedures they wish to follow. If a director is appointed by a member faith community for more than one year, DCMC shall consider the appointment to consist of sequential one-year appointments.

All director appointments are subject to review and confirmation at the annual meeting of the Board of Directors, and a list of current voting and non-voting directors shall be made at that time.

Officers of the Board of Directors shall be elected at the annual meeting of the Board of Directors.

Section 5 – Balloting for non-representative directors

If the Board of Directors has fewer than the maximum number of voting directors, a person who is not an appointed representative of a member faith community may be elected to the Board as an “at-large” voting member by a majority vote of a quorum of the current voting Directors. At-large voting directors may not comprise more than 30% of the Board of Directors.

Section 6 – Vacancies

If a representative director is unable to serve her term of office, by reason of death, resignation or other cause, the member faith community which appointed her/him shall be notified and asked to appoint another director for the unexpired portion of the term.

If the member faith community fails to appoint a representative to fill out the term, and if the Board of Directors therefore lacks a quorum, then the Board of Directors may fill the vacancy for the unexpired portion of the term by vote of a majority of the remaining voting directors, even though such remaining directors are less than a quorum, though the numbers of directors at the meeting is less than quorum, though such majority is less than a quorum, and though the representative Board Members therefore temporarily comprise less than 70% of the Board.

Section 7 – Conflict of Interest

Any possible conflict of interest on the part of any member of the Board, officer or employee of the corporation, 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 fiscal 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 an 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.

Section 8 – Resignation

Except as otherwise required by law, a director may resign from the Board at any time by providing written notice to the Chair. If the resigning director is a voting representative of a member faith community, that community shall be immediately notified and requested to appoint a replacement.

Section 9 - Removal

Removal of a director may be initiated by a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors, whenever in the Board's judgment the best interests of DCMC would be served thereby.

If the director being removed is a representative of a member faith community, a request that the appointment of that Director be rescinded shall be conveyed to that community. If the director is an "at-large" director, a majority vote by the Board is sufficient for removal.

Article IV - Meetings of the Board

Section 1 - Annual Meeting of the Board of Directors

There shall be an annual meeting of the Board of Directors for the election of directors, the election of officers, and for the transaction of any other business that may come before DCMC.

Section 2 - Regular Meetings for fellowship and business

There shall be at least three additional meetings of the Board of Directors for interfaith fellowship and/or business during the course of the year. The Secretary will take or cause to be taken minutes of all business conducted during these meetings.

Section 3 - Special meetings of the Board of Directors

Special meetings of the Board of Directors may be held whenever, in the opinion of the Chair of the Board of Directors or in the opinion of at least three other Directors, the interests of the corporation shall require such meeting. Notices for Special Meetings of the Board of Directors shall include the purpose for which the meeting is called.

Section 4 - Notice of Meeting

(a) Notice for the Annual Meeting of the Board of Directors shall be communicated to each director by mail, e-mail, or telephone not less than fourteen days prior to said meeting date and shall state the place, day, and hour of the meeting.

(b) Notice for regular and special meetings of the Board of Directors shall be communicated to each director by mail, e-mail, or telephone not less than five days prior to said meeting date and shall state the place, day, and hour of the meeting.

(c) Notices for Special Meetings of the Board of Directors shall be communicated to each voting director by mail, e-mail, or telephone not less than five days prior to said meeting date and shall state the place, day, and hour of the meeting, and the purpose for which the meeting is called.

(d) Waiver of Notice

When notice is required to be given to any director or officer under these by-laws, a waiver thereof in writing signed by the person entitled to that notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice.

ARTICLE V -- Quorums

Section 1 -- Majority

A majority of the voting directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, and the act of the majority of the voting directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors unless the act of a greater number is required by law, the Certificate of Incorporation, or these by-laws.

Section 2 – Informal Action by the Board

(a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a physical meeting if a majority of the voting directors, constituting a quorum, severally or collectively consent in writing through mail or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

(b) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

ARTICLE VI - Officers

Section 1 – Officers

The Board of Directors of DCMC shall elect a Chair, a Vice-Chair, a Secretary, and a Treasurer. Officers shall not receive any salary and must be voting directors of DCMC.

Section 2 - Terms of Office

The officers of DCMC shall be elected for one-year terms at the annual meeting of the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly elected or appointed and qualified.

Section 3 –Resignation

Officers may resign at any time by providing written notice to the Chair.

Section 4 - Removal

Any officer may be removed by a majority vote of all the voting directors, whenever in the Board's judgment the best interests of DCMC will be served thereby.

Section 5 – Powers and Duties

(a) Chair. The Chair shall preside at the meetings of the Board of Directors. The chair shall ensure the supervision and administration of the business and affairs of DCMC and shall have and possess all of the powers and duties ordinarily incident to the office, or as may be assigned by the Board of Directors.

(b) Vice Chair

In case of the absence of the Chair, or of her/his inability from any cause to act, the Vice-Chair shall perform the duties of that office.

(c) Secretary

The Secretary shall be responsible for keeping an accurate record of all meetings of the Board of Directors, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization, and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board. The Secretary shall keep open to the members of the Board of Directors at all reasonable times and on reasonable notice the books and records of the corporation.

In the absence of the Secretary, a temporary secretary shall be designated by the person presiding at such meeting to perform the duties of the Secretary.

(d) Treasurer

The Treasurer shall be responsible for financial oversight of DCMC, including ensuring that appropriate fiscal records are kept, and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management. The Treasurer shall also sit on the Audit/Finance committee and oversee whatever assistant treasurers that the Board may appoint to administer funds of the standing Charitable Committees.

The Treasurer shall have custody of all the money, funds, and investments of DCMC in its possession. The Treasurer will ensure that all funds of DCMC are deposited on behalf of DCMC and in its name in such bank or banks or in such other financial institutions for the deposit of funds as the Board of Directors from time to time.

As the Board of Directors may direct or approve, the Treasurer shall oversee the funds of DCMC; shall keep or cause to be kept accurate books of account of all official transactions, which books shall be the property of DCMC, and together with all other DCMC property in or subject to custody of the Treasurer, shall be subject at all times to the inspection and control of DCMC.

All receipts and vouchers for payments made to DCMC, and all checks, drafts, notes or other official obligations for the payment of money by DCMC shall be signed by the Treasurer or such other officer or officers as the Board of Directors DCMC may authorize by resolution.

Section 6 -- Other Officers

Other officers may be appointed by the Board from time to time.

Section 7 - Remuneration

No officer or member of the Board of Directors shall receive any compensation for services as a director, except that officers and directors may be reimbursed for their properly documented reasonable expenses incurred in the performance of their duties.

Section 8 -- Signatories

All drafts, proposals, agreements, securities, deeds, leases, mortgages, notes, assignments bills of sale, certificates, applications and other corporate and legal documents and forms shall be made or signed by at least two of the following: the Chair, the Vice-Chair, and/or the Treasurer, which officers are hereby authorized for said purposes, or by such person or persons on its behalf, as from time to time may be so authorized by resolution of the Board of Directors.

ARTICLE VII -- Committees

Section 1 -- Committees

The Board of Directors shall establish such standing and special (“ad-hoc”) committees as it shall, from time to time, deem appropriate, but there shall at all times be an Executive Committee and an Audit/Finance Committee. DCMC shall also maintain four committees to oversee its primary charitable activities: the Dover Food Pantry, the Dover Friendly Kitchen, Dover Share, and Grab and Go.

Committees shall have and exercise whatever authority conveyed to them by resolution of the Board. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of DCMC.

Section 2 -- Executive Committee

The Executive Committee shall consist of the Chair, Vice Chair, the Secretary, the Treasurer, and the coordinators of the four standing charitable committees: the Dover Food Pantry, the Dover Friendly Kitchen, Dover Share, and Grab and Go.

Between meetings of the Board of Directors, the Executive Committee may conduct on-going oversight of the affairs of DCMC, except that the Executive Committee shall have no power to alter, amend or rescind the Certificate of Incorporation or the by-laws of the corporation nor to act upon any other fundamental change in or upon the dissolution of the corporation.

A quorum for the Executive Committee shall consist of a majority of the members thereof but shall include as present at least two of the following: The Chair of the Board, the Vice Chair of the Board, the Secretary, or the Treasurer.

Section 3 – Audit and Finance Committee

The Board of Directors shall appoint an Audit and Finance Committee consisting of the Treasurer and at least two other members of the Board.

The Audit and Finance Committee shall, when required by law, select an external auditor, subject to approval by resolution of the Board. The Audit and Finance Committee shall maintain communication between the Board and the external auditor and shall review the report and audit of the financial affairs of the corporation by the external auditor.

The Audit and Finance Committee shall be responsible for oversight of whatever funds are maintained by the Standing Charitable Committees.

The Audit and Finance Committee shall assist and advise the Board in fulfilling its fiduciary responsibilities relating to general operations, accounting, and operating practices. It particularly oversees any payments made to employees or contractors.

Other administrative functions may be assigned to this Committee by the Board of Directors.

The investment practices and policies of DCMC shall be consistent with standards generally applicable to such corporations and the policies adopted from time to time by the NH Charitable Trusts Division.

Section 4 -- Standing Charitable Committees

(a) The Board of Directors authorizes and oversees the operations of four standing charitable committees: The Dover Food Pantry, the Dover Friendly Kitchen, Dover Share, and Grab and Go. These committees operate under the authority of Dover Cooperative Ministries 501(c)(3) status and are not separate entities.

For ease of reference only, the four standing committees may be referred to as doing business as (DBA) the above-referenced names, but such reference does not create any independent status of any of the standing committees.

(b) The Board may designate and authorize, by resolution, an assistant treasurer for each of the standing committees. These assistant treasurers shall work under the direction of the Treasurer and shall report to the Treasurer. If requested, they will report directly to the Board. Assistant Treasurers serve at the pleasure of the Board, and may be removed for cause or without cause, by majority vote of the Board at a meeting called for that purpose.

(c) In order to more easily administer funds designated by donors or by the Board for the specific charitable purpose of one of the standing committees, the Board may, by resolution, authorize the Treasurer to open and oversee a subsidiary bank account for each standing committee.

(d) Each Charitable Committee shall have a Coordinator appointed by the Board. A Charitable Committee Coordinator need not be a director. The Coordinator of each Charitable Committee may receive compensation in reasonable amounts for services performed or contracted to be performed as coordinator. The Coordinator serves at the pleasure of the Board, and may be removed for cause or without cause, by majority vote of the Board at a meeting called for that purpose.

(e) A director may serve as the Coordinator of a Charitable Committee, but in accordance with DCMC's policies and NH state law, may not receive compensation for any duties performed as a director unless such compensation is in compliance with the conflict of interest policy set forth in these by-laws. Furthermore, if a director receives compensation for duties performed as Coordinator, that director must recuse her/himself during any Board discussions of personnel matters relating to the Coordinator position.

Section 5 – Committee Rules

Each Committee may propose Standard Operating Procedures for its own use, which must be presented to and approved by the Board of Directors. Any subsequent changes in Committee SOPs must likewise be approved by the Board.

Section 6 -- Non-Board Committee Members

The Board of Directors may appoint non-Board members as consultants or advisory members with non-voting status to any of the standing committees, not including the Executive Committee, when the Board believes their expertise to be helpful to the respective committee. The Board of Directors reserves the right to approve or disapprove the appointment of any non-board member to a committee.

Section 7 -- Minutes

The Board of Directors, the Executive Committee, and all standing committees shall keep a record of proceedings and shall report these proceedings to the Board of Directors at the regular meeting thereof held after they have been taken.

Section 8 - Agents, Employees, and Independent Contractors

The Board of Directors shall hire, direct, and discharge any agents and employees who carry out the operations of the Charitable Committees. Any employee or agent may be removed at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

The Board of Directors may, by resolution approved by a majority of directors voting, enter into an agreement with an Independent Contractor to provide specific services, including management of programs overseen by the Standing Charitable Committees, so long as such agreement meets the applicable requirements of NH and federal law.

If a director is also an employee or contractor, the Board is authorized to pay that person reasonable compensation only for activities they have been hired or contracted to perform, and not for any duty performed as a director.

ARTICLE VIII -- Indemnification

The corporation shall indemnify directors, officers, employees and agents of the corporation from any and all liability for their acts as such directors, employees and agents to the extent permitted by the laws of the State of New Hampshire. Where state law allows, the corporation may also procure insurance providing greater indemnification for such persons.

ARTICLE IX - Restricted Funds

In all cases where gifts are made and accepted under grants restricting the use thereof to specified purposes within the corporate limitations, DCMC may, at the option of the Board of Directors, hold and manage the funds and property so given as a separate fund, or those restricted funds may be mingled with other funds of DCMC for purposes of investment and management. If mingled with other funds, the amount of the combined fund to be restricted by the donor's intent shall be considered to be the portion of the principal and income of the combined fund that corresponds to the percentage that the amount of the restricted gift bore to the total amount of the combined fund.

ARTICLE X -- Disbursements

Funds may be disbursed, committed for matching funds, or otherwise used as authorized by the Board of Directors but only for purposes consistent with the goals and objectives of DCMC.

ARTICLE XI -- Fiscal Year

The fiscal year of this corporation shall begin on the first day of January.

ARTICLE XII-- Amendments

Any of these by-laws may be altered, amended or repealed and additional by-laws may be adopted by the Board of Directors at any annual meeting or special meeting called for the purpose, provided that written notice of such proposed action shall have been given in the notice of any such meetings, whether annual or special. For purposes of this Article XII the act of two-thirds of the voting directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors provided no alteration, amendments or repeal of any provision herein which is substantially similar to any provision contained in the Certificate of Incorporation shall be effectual unless the Certificate of Incorporation be amended to reflect such alteration, amendment or repeal, and duly filed with the NH Secretary of State.

ARTICLE XIII -- Location

The principal office of this corporation shall be at such place in the City of Dover, State of New Hampshire, as the directors shall from time to time designate. DCMC may have other offices at such other places as the directors may from time to time determine.

Adopted by vote of the Board of Directors on: February 22, 2023.