

**BY-LAWS  
OF  
THE PATRIOT RESILIENT LEADER INSTITUTE**

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A corporation formed under  
New Hampshire RSA Chapter 292 Not-for-Profit Corporation Law

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**ARTICLE I  
BOARD OF DIRECTORS**

Section 1. Management of Corporate Affairs. Except as otherwise provided by law, the Certificate of Incorporation of the Corporation or these by-laws, the activities, property and affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number and Qualifications. The Board of Directors shall be composed of an odd number of directors and shall contain at least five (5) persons and not more than thirteen (13) persons. The exact number of directors shall be determined from time to time by the Board of Directors. All directors shall be at least eighteen years of age, and some of the directors shall be active, retired or honorably discharged members of the United States armed forces.

Section 3. Ex-Officio Director. The President of the Corporation shall be an ex-officio director for as long as he or she remains in office.

Section 4. Election and Term of Office of Elected Directors. Except as otherwise provided by law or these by-laws, each director of the Corporation shall be elected at the annual meeting of the Board of Directors, at any meeting of the Board of Directors held in lieu of such annual meeting, or at any regular meeting of BOD whose notice includes election of Directors or Officers and shall hold office for a term of three years and until his or her successor has been elected and qualified.

Section 5. Vacancies. Whenever a vacancy shall occur in the Board of Directors, other than by expiration of term, it shall be filled by the selection of a new director in the same manner and for the unexpired term of his or her predecessor in office.

Section 6. Resignation. Any director of the Corporation may resign at any time by giving his or her resignation to the Chair, Vice Chair or Secretary of the Corporation. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Removal. A director may be removed with or without cause by a majority vote of the Board of Directors.

Section 8. Compensation. No elected director of the Corporation shall receive, directly or indirectly, salary, compensation or emolument from the Corporation for services as a director, except reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation, provided that such expenses shall have been approved by the Chair or the Board of Directors.

## **ARTICLE II MEETINGS OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors of the Corporation, for the transaction of such business as may be set forth in the notice of the meeting, shall be held at such time and place as shall be determined by the Board of Directors and the notice of meeting shall specify. Each board member must make it a priority to attend all board meetings and to miss a meeting only under exceptional circumstances.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair, or in his or her absence or disability, the Vice Chair, and must be called by such officer on written request by at least one-half of the directors. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Board of Directors shall be held at a reasonable time and place as the person calling the meeting shall determine will maximize participation.

Section 3. Annual Meeting. The annual meeting of the Board of Directors shall be held immediately following the meeting of the Members at which elected directors of the Corporation are elected, or such other regular meeting as the Board of Directors shall designate. Prior to the annual meeting, the Board of Directors will complete self- and board assessments in order to assess the year's governance.

Section 4. Notice of Meetings. Notice of each regular and special meeting of the Board of Directors stating the time and place thereof shall be given by the Chair, Vice Chair or Secretary to each director not less than 5 business days before the meeting by mailing the notice, postage prepaid, addressed to each director at his or her residence or usual place of business, or not less than 3 days before the meeting by delivering the notice to each director personally, by telecopy, by electronic mail or by telephone.

Section 5. Quorum and Action by the Board. At all meetings of the Board of Directors, except as otherwise provided by law, the corporation's Certificate of Incorporation or these by-laws, a quorum shall be required for the transaction of business and shall consist of a majority of the entire Board of elected directors, and the vote of a majority of the elected directors present shall decide any question that may come before the meeting. A majority of the elected directors present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.

Section 6. Procedure. The order of business and all other matters of procedure at every meeting of the directors may be determined by the presiding officer.

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all elected directors or members of the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the elected directors or members of the committee shall be filed with the minutes of the proceedings of the Board or committee. For purposes of this paragraph, e-mail communications may be considered "written consent".

Section 8. Presence at Meeting by Telephone. Members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

### **ARTICLE III COMMITTEES**

Section 1. Standing Committees of the Board. The Board of Directors, by resolution or resolutions adopted by a majority of the entire Board of Directors, may designate from among the elected directors such standing committees as it may deem advisable, each such committee to consist of three or more directors. The Board of Directors may also designate one or more elected directors as alternate members of any standing committee who may replace any absent member or members at any meeting of such committee. Each standing committee shall serve at the pleasure of the Board of Directors, and no standing committee shall have the authority to act on behalf of the Board of Directors without specific authority in each instance from the Members.

Section 2. Committees of the Corporation. In addition to standing committees, the Board may create committees of the corporation to serve at the pleasure of the Board, make recommendations to the Board, and perform tasks assigned by the Board. Committees of the corporation may have members who are not directors of the Corporation. No committee of the corporation shall have the authority to act on behalf of the Board of Directors without specific authority in each instance from the Members.

Section 3. Advisory Board. The Board of Directors may from time to time elect one or more individuals to serve on an advisory board, as a committee of the corporation. Each advisory board member shall be elected for a one-year term. Members of the advisory board may give advice and counsel to the Board of Directors on any and all matters affecting the Corporation, and may, at the discretion of the Board of Directors, be invited to attend all meetings of the Board of Directors, receive all notices, agendas, minutes, and other documents pertinent to such meetings, and be encouraged to participate in all discussions in such meetings.

Section 4. Acts and Proceedings. Each standing committee shall keep regular minutes of its proceedings and report its actions to the Board of Directors when required.

Section 5. Meetings of Committees. Committees shall meet at such times and places as the chair of the committee shall determine and the notice of the meeting shall specify. Meetings of standing committees shall be governed by the provisions of Sections 4, 5, 6, 7 and 8 of Article III of these by-laws, which govern meetings of the entire Board of Directors.

### **ARTICLE IV OFFICERS**

Section 1. Officers. The officers of the Corporation shall consist of the President/Chair, the Vice-Chair, the Treasurer and the Secretary. At each annual meeting, the Board of Directors shall elect a President/Chair, a Vice Chair, a Treasurer and a Secretary from among the directors of the Corporation. The Board of Directors may from time to time elect or appoint such additional officers as it may determine. Such additional officers shall have such authority and perform such duties as the Board of Directors may from time to time prescribe.

Section 2. Term of Office. Unless otherwise determined by the Board of Directors, officers shall hold office until the next annual meeting of the Board and until their successors have been elected or appointed and qualified. Any officer, however, may be removed or have his or her authority suspended by the Board of Directors at any time, with or without cause. If the office of any officer becomes vacant for any reason, the

Board of Directors shall have the power to fill such vacancy.

Section 3. Resignation. Any officer may resign at any time by notifying the Board of Directors, the Chair or the Secretary of the Corporation in writing. Such resignation shall take effect at the time specified therein and unless otherwise specified in such resignation, the acceptance thereof shall not be necessary to make it effective.

Section 4. Duties of Officers May Be Delegated. In case of the absence or disability of an officer, or for any other reason that the Board may deem sufficient, the Board, except where otherwise provided by law, may delegate the powers or duties of any officer to any other officer or to any member of the Board.

Section 5. President/Chair. The President shall be the Chief Operating Officer and Chief Executive Officer of the Corporation and shall be responsible for the general supervision and control of the affairs of the Corporation. The President shall have such powers and perform such other duties as the Board may direct and as are reasonably incident to such office. The Chair shall preside at all meetings of the Board of Directors and vote only in the event of a tie. The Chair shall exercise all authority and execute all instruments authorized or directed by the Board of Directors and shall perform all duties incident to the office of Chair and such other duties as prescribed by the Board of Directors from time to time.

Section 6. Vice Chair. The Vice Chair shall, in the absence or at the request of the Chair, perform the duties and exercise the powers of the Chair. The Vice Chair also shall have such powers and perform such duties as usually pertain to such office or as properly required by the Board of Directors.

Section 7. Treasurer. The Treasurer shall monitor the financial activities for the Corporation and report to the Board of Directors. The Treasurer shall perform such other duties from time to time as may be assigned by the Board of Directors. The Treasurer shall present the annual financial report and proposing a budget to the Board of Directors setting forth in full the financial resources of the Corporation. Additionally, the Treasurer is responsible for filing all Federal and State required reports.

Section 8. Secretary. The Secretary shall keep the minutes of the Board of Directors. He or she shall attend to the giving and serving of all notices of the Corporation, have charge of such books and papers as the Board of Directors may direct, attend to such correspondence as may be assigned, and perform all duties incidental to the office.

Section 9. Compensation. No officer shall receive, directly or indirectly, salary, compensation or emolument from the Corporation, except reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation, provided that such expenses shall have been approved by the Chair or the Board of Directors.

## **ARTICLE V INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 1. Right of Indemnification. Each director and each officer of the Corporation, whether or not then in office, and any person whose testator or intestate was such a director or officer, shall be indemnified by the Corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Not-For-Profit Corporation Law of the State of New Hampshire or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that

the Corporation shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a director or officer only if such action or proceeding (or part thereof) was authorized by the Board of Directors.

Section 2. Advancement of Expenses. Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article VI may be paid by the Corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found not to be entitled to indemnification as authorized by this Article VI and (b) approval by the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by the Members. To the extent permitted by law, the Board of Directors or, if applicable, the Members shall not be required to find that the director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Corporation makes any advance payment of expenses hereunder.

Section 3. Availability and Interpretation. To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article VI (a) shall be available with respect to events occurring prior to the adoption of this Article VI, (b) shall continue to exist after any rescission or restrictive amendment of this Article VI with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer (or, if applicable, at the sole discretion of the testator or intestate of such director or officer seeking such rights), on the basis of applicable law in effect at the time such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the director or officer for whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article VI shall not be deemed exclusive of any other rights to which any director or officer or other person may now or hereafter be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the Members, a resolution of the Board of Directors or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article VI shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director or officer or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability. If this Article V or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article V shall remain fully enforceable. Any payments made pursuant to this Article VI shall be made only out of funds legally available therefor.

## **ARTICLE VI CORPORATE FINANCE**

Section 1. Corporate Funds. The funds of the Corporation shall be deposited in its name with such banks, trust companies or other depositories as the Board of Directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the Corporation shall be signed by such officer or

officers, agent or agents, employee or employees as the Board of Directors from time to time may designate. No officers, agents or employees of the Corporation, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Corporation or to bind the Corporation thereby, except as provided in this section.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Board of Directors.

Section 3. Loans to Directors and Officers. No loans shall be made by the Corporation to its directors or officers.

Section 4. Gifts. The Board of Directors or any authorized officer, employee or agent of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation.

Section 5. Income from Corporate Activities. All income from activities of the Corporation shall be applied to the maintenance, expansion or operation of the lawful activities of the Corporation.

Section 6. Audit. At the discretion of the Board of Directors an Finance Committee may be appointed, consisting of three directors, but excluding the President and Treasurer, who will review the annual Financial Statements prepared by the Treasurer and who will submit a report to the Board of Directors within 3 months of the end of the Fiscal Year.

## **ARTICLE VII DISOLUTION**

Section 1. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service 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.

## **ARTICLE VIII CONFLICT OF INTEREST**

Section 1. Policy. It is the policy of Patriot Resilient Leader Institute, Inc. (PRLI) to avoid any conflicts of interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director or officer of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Section 2. Definitions

1. Interested Person: An interested person is any director, principal officer, or member of a committee with director-delegated powers, who has a direct or indirect financial interest (as defined below), or who has any other interest or relationship that could reasonably be viewed as having the potential to affect his or her decision-making judgment.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. an ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. a compensation arrangement with any entity or individual with which the Organization has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

### Section 3. Procedures

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial or other interest and be given the opportunity to disclose all material facts to the directors, or members of committees with director- delegated powers, who are considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists: After disclosure of the interest and all material facts, and after any discussion with the interested person, he/she will leave the director or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining directors or committee members will decide if a conflict of interest exists.

#### 3. Procedures If a Conflict of Interest Exists

a. An interested person may make a presentation at the directors or committee meeting, but after the presentation, he/she will leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the directors or committee will, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the directors or committee will determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the directors or committee will determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization' best interest, and whether it is fair and reasonable. In conformity with the above determination, the directors or committee will make a decision as to whether to enter into the transaction or arrangement.

#### 4. Violations of the Conflicts of Interest Policy

a. If the directors or a committee has reasonable cause to believe a person has failed to disclose actual or possible conflicts of interest, it will inform that person of the basis for such belief and afford him/her an opportunity to explain the alleged failure to disclose.

b. If, after hearing the response and after making further investigation as warranted by the circumstances, the directors or committee determines the person has failed to disclose an actual or possible conflict of interest, it will take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. With respect to conflicts of interest, the minutes of the directors or committee will include:

1. the names of the persons who disclosed or otherwise were found to have an interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the directors' or committee's decision as to whether a conflict of interest in fact existed;

2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation. Any person (or a family member of such person) who receives compensation or other payment, directly or indirectly, from the Organization is precluded from voting on matters pertaining to his/her compensation or other payment.

Section 6. Annual Statements. Each director, principal officer and member of a committee with director-delegated powers will annually sign a statement which affirms such person:

a. has received a copy of the conflicts of interest policy;

b. has read and understands the policy;

c. has agreed to comply with the policy; and

d. understands that the Organization is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews will be conducted. The periodic reviews will, at a minimum, include the following subjects:

a. whether compensation arrangements and benefits are reasonable, based on appropriate survey or other information; and

b. whether arrangements with other persons or organizations conform to the Organization policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the Organization's charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

The Organization may use outside advisors to assist it with its periodic reviews. However, the use of such outside advisors will not relieve the directors of their responsibility for ensuring periodic reviews are conducted.

**ARTICLE IX  
AMENDMENTS**

Section 1. Procedure for Amending By-Laws. By-laws of the Corporation may be adopted, amended or repealed only by the majority vote of a quorum of Board of Directors at any meeting, notice of which shall have included specification of the proposed action. At the meeting where the adoption, amendment or repeal of the by-laws is properly on the agenda, the proposed change to the by-laws may be revised and acted upon without further notice.

FORM OF ANNUAL STATEMENT

**Patriot Resilient Leader Institute, Inc.**

**Annual Statement - Conflicts of Interest**

Each director, officer and member of a committee with director-delegated powers will annually sign this statement, and copies of the signed statements will be kept with the Organization's corporate records.

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I affirm that:

- a. I have received a copy of the Organization's Conflicts of Interest Policy;
- b. I have read and understand the Policy;
- c. I agree to comply with the Policy; and
- d. I understand that the Organization is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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Signature

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Date

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Printed Name