



**BYLAWS OF
NATIONAL ASSOCIATION OF PURCHASING MANAGEMENT-
NEW HAMPSHIRE**

DRAFT

Prepared by:
Board of Directors

Revised by:
Dan O'Leary

Approved by:
NAPM-NH
<Approval Date>

National Association of Purchasing Management - New Hampshire, Inc.

BYLAWS

ARTICLE I NAME AND LOCATION

Section 1. Name. The name of this Association shall be the National Association of Purchasing Management – New Hampshire, Inc. (NAPM–NH), a not-for-profit corporation organized and existing by virtue of the laws of the State of New Hampshire.

Section 2. Location. The principal office of NAPM-NH shall be located in Manchester, State of New Hampshire or in such other localities as may be determined by the Board of Directors.

ARTICLE II PURPOSES

NAPM-NH is a not-for-profit corporation organized and operated not for pecuniary profit, but exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (hereinafter referred to as the "Code") and in this connection, the purposes for which NAPM-NH shall be organized and operated are as follows:

- (a) To foster and promote interchange of ideas and cooperation among its members.
- (b) To promote the study, development, and application of supply management, including improved procurement or purchasing methods and practices and all matters related to the foregoing (hereinafter referred to as "the supply management profession").
- (c) To collect and disseminate by all lawful means information of interest and benefit to its members, including surveys and reports of current business trends and other information of interest to the supply management profession.
- (d) To develop and encourage standards of personal and ethical conduct among persons engaged in the supply management profession.
- (e) To develop, sponsor, promote, and encourage a professional certification program for persons engaged in the supply management profession.

- (f) To encourage and cooperate in the institution and development of educational courses, seminars, programs, and materials on the subject of supply management and all matters related thereto.
- (g) To strive by all lawful means to promote and enhance the supply management profession.
- (h) To be affiliated with the Institute for Supply Management, Inc. ("ISM") and other associations or organizations of persons engaged in the supply management profession throughout the United States and all foreign countries.
- (i) To cooperate, collaborate and exchange information by lawful means with professional, trade and other associations and organizations of persons engaged in the supply management profession and to advance public relations with governmental agencies and the public in general concerning the supply management profession.
- (j) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof and not for the pecuniary profit or financial gain of its members, directors or officers, except as otherwise permitted by the laws of the State of New Hampshire.

In the accomplishment of these purposes, it shall be the policy of NAPM-NH to comply at all times with all existing and future laws, including the antitrust laws and in furtherance of this policy, no activity or program shall be sponsored or conducted by or within NAPM-NH which in any manner whatsoever shall represent or be deemed a violation of any existing or future law, including the antitrust laws, all in accordance with the *ISM Statement of Antitrust Policy and Guide for Antitrust Compliance*, as amended from time to time by the Board of Directors of ISM.

ARTICLE III AFFILIATION WITH ISM

SECTION 1. General. NAPM-NH shall be affiliated with ISM in accordance with the procedures set forth in the ISM Bylaws and NAPM-NH shall comply at all times with ISM policy as it may be adopted from time to time by the ISM Board of Directors and the provisions of this Article.

SECTION 2. Conditions of Affiliation. NAPM-NH shall be obligated as a condition of affiliation with ISM to comply with the following:

- (a) To be incorporated as a not-for-profit corporation in accordance with the laws of the State of New Hampshire and to be validly existing and in good standing during the period of its affiliation with ISM.
- (b) To cause these Bylaws to conform at all times with the ISM Bylaws and ISM Policy, including without limitation, the provisions hereof with respect to the purposes of NAPM-NH and eligibility for membership.

- (c) To perform all necessary procedures concerning the review and approval of all applications for membership in NAPM-NH and ISM.
- (d) To resolve all questions concerning eligibility for membership in NAPM-NH and ISM in a fair and impartial manner in accordance with procedures established from time to time by NAPM-NH.
- (e) To comply at all times with ISM Policy as it may be adopted from time to time by the ISM Board of Directors including without limitation, the *ISM Statement of Antitrust Policy and Guide for Antitrust Compliance*.
- (f) To obtain prior written approval of ISM with respect to any proposed amendments to these Bylaws.

SECTION 3. Suspension or Termination of Affiliation. The affiliation with ISM of NAPM-NH may be suspended by the ISM Affiliate Support Council and ratified by the ISM Board of Directors for violation of or failure to comply with the ISM Bylaws, including specifically, but without limitation, provisions respecting payment of dues, eligibility of members and observance of ISM policies as may be adopted by the ISM Board of Directors from time to time. Any charge of violation or failure to comply under this Section shall be first presented to the Affiliate Support Council. If the Affiliate Support Council shall determine that the charges are well founded, after NAPM-NH has been given reasonable notice of such charges and an opportunity to present a defense to the same, the charges shall be referred to the ISM Board of Directors for ratification together with the recommendations of the Affiliate Support Council. If NAPM-NH is suspended or terminated it may be reinstated by the ISM Affiliate Support Council and ratified by the ISM Board of Directors at any time subsequent to such suspension or termination upon a proper showing of good cause to justify a reinstatement of affiliation with ISM.

ARTICLE IV MEMBERSHIP

SECTION 1. Membership Categories. The table below lists the NAPM-NH membership categories.

Table 1 Membership Categories

Category	Pays dues	Votes		Hold Office		Chair Committee
		ISM	NAPM-NH	ISM	NAPM-NH	
Regular	Yes	Yes	Yes	Yes	Yes	Yes
Dual	Yes	No	Yes	No	Yes	Yes
Academic	No	Yes	Yes	Yes	Yes	Yes
Student	No	No	No	No	No	Yes
Lifetime	No	Yes	Yes	Yes	Yes	Yes
Honorary	No	No	No	No	Yes	No
Associate	Yes	No	Yes	No	Yes	Yes

Note: A member of NAPM-NH is not necessarily a member of ISM. As stated in the table, a person eligible to vote or hold office in NAPM-NH may not be eligible to vote or hold office in ISM.

SECTION 2. Regular Members. An NAPM-NH Regular member is a person who satisfies the eligibility requirements of a regular member of an Affiliated Association as defined in the bylaws of the Institute for Supply Management, Inc. (ISM).

SECTION 3. Dual Members. An NAPM-NH Dual member is an ISM Regular member through another Affiliated Association.

SECTION 4. Academic Members. An NAPM-NH Academic member is a person with a full-time appointment as a teacher, research specialist, department head, director, or dean of a college, university, other academic institution whose academic responsibility includes purchasing management, materials management, or other related fields or subjects

SECTION 5. Student Members. An NAPM-NH Student member is an undergraduate or graduate student enrolled full-time in an accredited community college or four-year college or university.

SECTION 6. Lifetime Members. An NAPM-NH Lifetime member is a person who has been an ISM Regular member for a period of ten (10) years or more, has retired from regular employment, and approved for Lifetime membership by a majority vote of the NAPM-NH Board of Directors.

Section 7. Honorary Members. An NAPM-NH Honorary member is a person not qualified for regular membership but who has rendered distinguished or unusual services to the purchasing and materials management profession and approved for Honorary membership by a majority vote of the NAPM-NH Board of Directors. The NAPM-NH Board of Directors may revoke Honorary membership if continuation would be inconstant with the policies and objectives of ISM or NAPM-NH.

Section 8. Associate Members. An NAPM-NH Associate member is a person who satisfies the eligibility standards of a NAPM-NH Regular member, but does not join ISM.

SECTION 9. Admission of Members. Admission of all applicants for membership in NAPM-NH shall be in accordance with the following procedures:

- (a) A prospective member may apply for membership using the New Member Application on-line or through ISM.
- (b) The Membership Chair reviews the application and raises any questions of eligibility to the Board of Directors. The Board of Directors may reject an application for cause.
- (c) The prospective member sends the application to ISM with payment of appropriate dues and fees.

SECTION 10. Denial of Membership. NAPM-NH may deny membership to any applicant who fails to satisfy the eligibility requirements for any class of membership provided; however, denial of membership shall occur only after the applicant has been advised of the proposed denial of membership and has been given the opportunity to submit proof in support of his or her eligibility for membership in NAPM-NH. An applicant denied membership in NAPM-NH shall be given written notice of such denial and shall be advised in writing that he or she may appeal the action taken by NAPM-NH to the Affiliate Support Council by filing a notice of intent to appeal to the Affiliate Support Council at least thirty (30) days prior to the next regularly scheduled meeting of the Affiliate Support Council. Upon receipt of a timely filed notice of appeal, the Affiliate Support Council shall consider the appeal and shall allow the applicant the opportunity to submit proof in support of the applicant's eligibility for membership in NAPM-NH. Except for rare and extraordinary circumstances, the decision of the Affiliate Support Council concerning denial of membership shall be final and binding and the denial will not be considered by the Board of Directors of ISM.

SECTION 11. Expulsion of Members. NAPM-NH shall have the right to expel a member of any classification from membership in NAPM-NH for nonpayment of dues or for violation of the provisions of these Bylaws, the *ISM Bylaws*, the *ISM Policies*, the *ISM Policy Manual for National Groups and Forums*, the *ISM Standards of Conduct* or such other statements of policy as may be adopted by NAPM-NH or the ISM Board of Directors from time to time.

Expulsion for any reason other than nonpayment of dues shall occur only after the member has been advised of the proposed expulsion and the reasons therefore and has been given an opportunity to submit proof in support of continued membership in NAPM-NH. A member expelled from membership in NAPM-NH shall be given written notice of such expulsion and shall be advised in writing that he or she may appeal the action taken by NAPM-NH to the Affiliate Support Council by filing a notice of intent to appeal to the Affiliate Support Council at least thirty (30) days prior to the next regularly scheduled meeting of the Affiliate Support Council.

Upon receipt of a timely filed notice of appeal, the Affiliate Support Council shall consider the appeal and shall allow the expelled member the opportunity to submit proof in support of continued membership in NAPM-NH. The decision of the Affiliate Support Council concerning expulsion of a non-voting member shall be final and

binding and the expulsion will not be considered by the ISM Board of Directors. Except for rare and extraordinary circumstances, the decision of the Affiliate Support Council concerning expulsion of a regular member will likewise be final and binding and the expulsion will not be considered by the ISM Board of Directors.

SECTION 12. Reinstatement. A former member of NAPM-NH, whether a resigned or expelled member desiring reinstatement of membership, may be reinstated as a member upon showing proof of eligibility and paying all current year's dues [and an administration fee or similar charge which may be imposed by NAPM-NH or ISM from time to time].

The procedure for an appeal of an adverse determination to reinstate a former member shall be the same as provided in Section 6 of this Article, provided, however, an appeal to reinstate membership may not be taken in the same calendar year in which an appeal has been decided by the Affiliate Support Council concerning the expulsion of the same member seeking reinstatement.

SECTION 13. Resignation. Any member of NAPM-NH may resign by filing a written resignation with the Secretary, but such resignation shall not release the member so resigning of the obligation to pay any dues or other charges theretofore accrued but unpaid.

SECTION 14. Transfer of Membership. Membership in NAPM-NH shall be vested in the individual member of NAPM-NH; however, regular membership may be transferred pursuant to the ISM Policy Manual.

ARTICLE V GROUPS AND FORUMS

SECTION 1. Purposes and Organization. Members of NAPM-NH having common interests as supply management professionals in a particular industry or commercial activity or common interests in a certain classification of commodities or materials, may organize a Group or Forum to promote the interchange of ideas and discussion of mutual problems. The NAPM-NH Board of Directors may provide reasonable procedures and requirements for the formation, recognition, encouragement, and operation of Groups or Forums organized and operated within NAPM-NH.

SECTION 2. Group/Forum Memberships Categories. The membership categories for any NAPM-NH Group or Forum are the same as the membership categories for NAPM-NH.

ARTICLE VI DUES AND ADMINISTRATIVE CHARGES

SECTION 1. Amount. The amount of annual dues for members shall be determined from time to time by the NAPM-NH Board of Directors. Annual dues for NAPM-NH members shall include an amount equal to the annual dues or administrative

charges in effect from time to time for membership in ISM. (ISM refunds the difference between the dues set by NAPM-NH and the ISM dues.)

SECTION 2. Employer Discount. Notwithstanding the provisions of Section 1 of this Article, regular members employed by the same employer at any location within the United States (the “Employer”) shall, if elected by the Employer by written notice to ISM, be eligible for a discount against the amount of ISM dues described in Section 1 of this Article and NAPM-NH dues in effect from time to time based upon the number of regular members employed by such Employer (the “Employer Discount”). The amount of the Employer Discount which shall initially be included in ISM Policy (subject; however, to change by the Board of Directors as authorized in this Section 2) shall be as follows:

Table 2 Employer Discount

Number of Regular Members Employed by the Employer	Discount against ISM and NAPM-NH Dues
1 - 49	0%
50 – 99	10%
100 – 249	20%
250 or more	30%

The Board of Directors of ISM shall be authorized to determine the amount of the Employer Discount described in this Section 2 by a vote of two-thirds (2/3) of all the members of the Board of Directors; provided, however, (i) the Board of Directors shall not vote upon any proposed change in the amount of the Employer Discount unless such proposal has been presented to and considered by the Board at the regularly scheduled meeting of the Board immediately preceding the regular meeting of the Board at which such proposal is voted upon by the Board; and (ii) a written notice of any change in the amount of the Employer Discount as authorized by this Section 2 shall be communicated to the regular members not less than ninety (90) days prior to the effective date of such change.

SECTION 3. Payment. Dues for members in NAPM-NH shall be assessed on a calendar year basis and payable on the ISM schedule. Members joining NAPM-NH during the calendar year pay a prorated amount of the annual dues.

SECTION 4. Nonpayment of Dues. If a member has not paid annual dues, the member is dropped from membership.

SECTION 5. Schedule of Dues. NAPM-NH shall communicate a schedule of annual dues for each category of membership. Membership dues are payable in advance. (The communication of the schedule of dues described in this Section shall not preclude NAPM-NH from causing a change in the amount of any dues set forth on such calendar year provided such change is made effective on or after the date such change in dues is approved by NAPM-NH in accordance with these Bylaws).

ARTICLE VII BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility. The governing body of NAPM-NH shall be the Board of Directors. The Board of Directors shall have general charge, management, and control of the affairs, funds, and properties of NAPM-NH and, subject to the provisions of these Bylaws and any contrary statement of policy enacted by vote of the members of NAPM-NH, shall have authority to take such action in matters of policy and procedure as, in its judgment, will best promote the interests and welfare of NAPM-NH, including authority to promulgate, amend, or rescind in whole or in part all statements of NAPM-NH policy as they may exist from time to time.

SECTION 2. Membership. The Board of Directors shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, and Immediate Past President and five Directors. All members of the Board of Directors must be members of NAPM-NH eligible to hold office. The Board of Directors will prepare a description of the duties of the officers and directors and append it to the Bylaws. The Board of directors may amend the duties from time to time without amending the Bylaws.

SECTION 3. Election. The Officers and Directors shall be elected by voting members of NAPM-NH at the Annual Meeting in accordance with Article IX.

SECTION 4. Term of Office. The Officers and Directors shall be elected for a term of one (1) year and may be reelected. The term starts on May 1.

SECTION 5. Vacancies. Mid-term vacancies occurring on the Board of Directors shall be filled for the unexpired term through appointment by the President, with the approval of the Board of Directors.

In the event of a vacancy in the office of President the position will be filled through succession using the order of Officers listed in Section 2 above.

SECTION 6. Meetings. The Board of Directors shall meet at least 2 times each fiscal year. Special meetings as well as regular meetings will be announced at least one week prior to the meeting. Notification will be either in writing, by phone, by facsimile, or other suitable electronic means. Special Board of Directors meetings may be called upon the written request of at least 10% of NAPM-NH members.

SECTION 7. Authority to Act without a Meeting. The Board of Directors may not take action without a meeting.

SECTION 8. Board Action by Conference Call. Any member of the Board of Directors or of any committee thereof may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar equipment which enable all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

SECTION 9. Board Action by Electronic Means. The Board of Directors may transact business by electronic means, such as e-mail, when the communication is sent

to all members and any comments, discussion, or vote is also sent to all members. Participation by such means shall constitute presence in person at such a meeting.

SECTION 10. Quorum and Voting. A simple majority of the Board of Directors is required for a quorum and for any official vote. Vacant positions on the Board of Directors do not count toward a quorum.

SECTION 11. Executive Committee. The Board of Directors may, if it so desires, elect from among its members an Executive Committee of 3 or more members; such Executive Committee shall act under the direction of and all its acts shall be subject to review by, the Board of Directors. The President is an *ex officio* member of the Executive Committee.

ARTICLE VIII [Reserved]

ARTICLE IX MEETINGS OF NAPM-NH MEMBERS

SECTION 1. Annual Meeting. The NAPM-NH Annual Meeting of the membership shall be held in April of each year at such place and on such date as may be determined by the NAPM-NH Board of Directors. The NAPM-NH Board of Directors determines the place and date of the meeting by February 15. The Secretary or designee notifies NAPM-NH members at least twenty (20) calendar days prior to the meeting.

SECTION 2. Special Meetings. Special meetings of the NAPM-NH membership may be called by the Board of Directors or the members of NAPM-NH in accordance with the provisions set forth in the Non-Profit Corporation Act of the State of New Hampshire. The Secretary, or designee, notifies NAPM-NH members at least twenty (20) calendar days in advance.

SECTION 3. Regular Meetings. Regular meetings are meetings for educational or similar activities, and not meetings with the intention to conduct NAPM-NH business, voting, *etc.* Regular meetings may be combined with the Annual meeting or a Special Meeting, as determined by the Board of Directors. The Board of Directors may combine the different kinds of meetings (regular, special, and annual) into one common event.

SECTION 4. Quorum. At all Annual or Special meetings of the NAPM-NH membership a quorum shall be at least 15 percent (15%) of members eligible to vote on NAPM-NH issues as defined in Article II. This includes members voting in person, by written ballot, by electronic means, or any other method established by these Bylaws or the Board of Directors.

Members not present at the meeting may vote by written ballot, electronic transmission, or other means addressed to the Secretary, and received 2 or more calendar days before the meeting.

The Secretary or designee assures that no member votes more than one time.

SECTION 5. Voting. On all questions or issues presented for a vote at the annual meeting or any special meeting of NAPM-NH membership, each member eligible to vote shall be entitled to cast one vote. Except as otherwise required by these Bylaws, all questions or issues presented to a vote of NAPM-NH membership shall be authorized by a simple majority of the votes cast.

SECTION 6. Action by NAPM-NH Membership without a Meeting. Except for the election of the Board of Directors, whenever any question or issue is presented to a vote of the members, such vote may be taken without a meeting. The vote uses written or electronic ballots. For all such votes, the minimum number voting must be a quorum. A simple majority of the votes cast makes the decision. The Secretary or designee notifies NAPM-NH members at least twenty (20) calendar days in advance of the closing date of the vote.

SECTION 7. Order of Business. At any NAPM-NH Annual or Special meeting, the order of business shall be as stated on the agenda for the meeting furnished with the meeting notice.

SECTION 8. Parliamentary Rules. At all meetings of NAPM-NH, including the Board of Directors, Robert's Rules of Order will prevail when not in conflict with these Bylaws.

ARTICLE X COMMITTEES

SECTION 1. Standing Committees. NAPM-NH has the following standing committees. The President of NAPM-NH appoints the chair of each committee. The President is an *ex officio* member of each committee.

- (a) Membership Committee
- (b) Education (Professional Development) Committee
- (c) Communications Committee
- (d) Nominating Committee
- (e) Program Committee
- (f) Public Relations

The Board of Directors may authorize from time to time additional Standing Committees. The Board of Directors will prepare a description of the duties of the Standing Committees and append it to the Bylaws. The Board of Directors may amend the duties from time to time without amending the Bylaws.

SECTION 2. Special Committees. The President, with the approval of the NAPM-NH Board of Directors, shall appoint such other special committees, subcommittees, or task forces as may be deemed necessary and which are not in conflict with other provisions of these Bylaws. The Board of Directors determines the duties of Special Committees.

SECTION 3. Nominating Committee and Elections. A committee of at least three (3) members shall be appointed by the President before November 30. This committee shall present a slate of candidates for Officers and Directors to the Secretary by February 15.

By March 15 the Secretary or designee announces:

- The slate developed by the Nominating Committee
- The date and location of the Annual Meeting
- A notice of the election
- A notice that members may propose other members for Officers or Directors

Any five (5) or more voting members acting jointly may present to the Secretary not later than ten (10) calendar days prior to the Annual Meeting, the names of any candidates whom they wish to nominate and the respective offices for which they are nominated. The Secretary, or designee, shall announce such nomination(s) at least five (5) calendar days prior to the Annual Meeting.

ARTICLE XI FINANCES

SECTION 1. Fiscal Year. The fiscal year begins on September 1 of each calendar year and ends on August 31 of the following calendar year.

SECTION 2. Appropriations. Funds appropriated in the annual NAPM-NH budget shall be allocated to each funded activity. "Funded activities" are defined as those elements of the annual NAPM-NH budget for which there are anticipated expenses during the fiscal year such as membership dues to ISM, meetings, workshops, office expenses, officers' and directors' expenses, and committee expenses. During the fiscal year, it shall be necessary for each funded activity to receive Board of Director's approval if it should become necessary to exceed its allocated amount in the annual budget.

ARTICLE XII DISSOLUTION

SECTION 1. Dissolution. NAPM-NH may be dissolved upon adoption of a plan of dissolution and distribution of assets adopted by the Board of Directors and approved by the voting members of NAPM-NH in accordance with the Non-Profit Corporation Act of the State of New Hampshire, as amended from time to time.

SECTION 2. Dedication of Funds. NAPM-NH shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure or be distributed, to the members of NAPM-NH. On dissolution of

NAPM-NH, any funds remaining shall be distributed to one or more regularly organized and qualified organizations engaged in the promotion or education of the purchasing and materials management profession to be selected by the Board of Directors and voting members of NAPM-NH.

ARTICLE XIII CHAPTERS

SECTION 1. Location. NAPM-NH may establish chapters for members who are located in geographical areas distant from the designated meeting place for regular meetings.

SECTION 2. Approval. The Board of Directors determines the need, the organizational structure, and approves the operating procedures for chapters within the guidelines of these Bylaws.

ARTICLE XIV INDEMNIFICATION

SECTION 1. Litigation. NAPM-NH shall indemnify any director or officer, made or threatened to be made, a party to an action or proceeding, whether civil or criminal, including an action by or in the right of any other Corporation of any type or kind, domestic or foreign or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of NAPM-NH served in any capacity at the request of NAPM-NH, by reason of the fact that he or she, his or her testator or intestate, was a director or officer of NAPM-NH or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein; provided, however, that no indemnification shall be made to or on behalf of any director or officer if a judgment or adjudication adverse to the director or officer establishes that his or her act was committed in bad faith or the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage in which he or she is not legally entitled.

SECTION 2. Authorization. Any indemnification made pursuant to Section 1 of Article XIV hereof, shall be made by NAPM-NH; if authorized in one of the following ways:

- (a) By the Board of Directors acting by a quorum consisting of directors or officers who are not parties to such action or proceeding upon a finding that the director or officer has not violated the standard of conduct as set forth in Section 1 of Article XIV hereof;

or

- (b) If a quorum under subparagraph (a) above is not obtainable or even if obtainable, a quorum of disinterested directors so directs:

- (1) by the Board upon the opinion in writing of independent legal counsel that indemnification is proper under the circumstances because the standard of conduct set forth in Section 1 of Article XIV has not been violated by such director or officer or
- (2) by the members upon a finding that the director or officer has not violated the standard of conduct set forth in Section 1 of Article XIV.

SECTION 3. Expenses Incurred. NAPM-NH shall pay expenses incurred in defending a civil or criminal action or proceeding in advance of final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amounts as and to the extent, the person receiving such advancement or allowance is ultimately found, not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced by NAPM-NH exceed the indemnification to which he or she is entitled. If any action with respect to indemnification of directors and officers is taken, then NAPM-NH shall, not later than the next Annual Meeting, unless such meeting is held within three (3) months from the date of such action and, in any event within fifteen (15) months from the date of such action, mail to its members of record at the time entitled to vote for the election of directors a statement specifying the action taken.

SECTION 4. Personal Liability. The directors of NAPM-NH shall not be personally liable to NAPM-NH or its members for damages for any breach of duty in his or her capacity as such: provided, however, that this provision shall not limit or eliminate the liability of any director if a judgment or other final adjudication adverse to him or her establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or that his or her acts violated Section 719 of the Not-For-Profit Corporation Law or for any act or omission which occurred prior to the adoption of this provision.

ARTICLE XV AMENDMENTS

These Bylaws may be amended by a simple majority of members voting at an Annual meeting, a Special meeting, or by action taken without a meeting.

End of Document

Addendum A
Duties of the NAPM-NH Officers

As defined and approved by the Board of Directors

Addendum B
Duties of the NAPM-NH Standing Committees

As defined and approved by the Board of Directors

DRAFT