

*Public Safety Officer's Benevolent Association  
of Waterville Valley*



*Our vehicle is compassion. Our tools are comfort and support.  
Our strength is tradition.*

*Responding To Those That Serve Others*

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## **ARTICLE I**

### **PUBLIC SAFETY OFFICER'S BENEVOLENT ASSOCIATION of WATERVILLE VALLEY**

#### **Section 1. NAME**

The name of this Association shall be: The Public Safety Benevolent Officer's Association of Waterville Valley.

#### **Section 2. PURPOSES - MISSION STATEMENT**

A Public Safety Officer; Police, Fire or EMS Professional, (PSO) spends his or her career responding to the needs of others. PSO's are there night and day to answer calls for help. The Public Safety Officer's Benevolent Association (PSOBA) of Waterville Valley is a non-profit association, committed to providing charitable and benevolent activities, for the members of the Waterville Valley Department of Public Safety, their families, Town of Waterville Valley employees, and the citizens of the Town of Waterville Valley. The PSOBA will also act as a resource to the Waterville Valley Department of Public Safety.

The object of this Association shall be:

- A. Public Safety Officer's Benevolent Association of Waterville Valley is organized for exclusively charitable purposes under Section 501(C)(3) of the Internal Revenue Code.
- B. To provide financial assistance to the members of the Association in times of crisis or need, Town of Waterville Valley employees in times of crisis or need, and the citizens of the Town of Waterville Valley in times of crisis or need.
- C. To foster and enhance the qualities of the Association, on behalf of the membership to the cause of the public safety mission.

#### **Section 3. MEMBERSHIP**

A. Active membership shall be composed of employees of the Waterville Valley Department of Public Safety upon compliance with the Constitution and Bylaws.

B. Retired membership shall be composed of current retired employees who were active members of the Association upon retirement and who keep required dues current.

C. New Membership: Any employee; full-time, part-time or per diem, upon being hired by the Waterville Valley Department of Public Safety, will be eligible to join the Association within 30 days from his/her first day of employment.

Any member in good standing with over ten years of service who resigns prior to retirement from the Waterville Valley Department of Public Safety may retain membership in the Association. All required dues must be kept current.

## **ARTICLE II**

### **BOARD of DIRECTORS OF THE ASSOCIATION**

*Section 1.* The officers of the Association shall be Chairman, Vice-Chairman, Secretary/Treasurer.

Section 2. The three officers shall be members of the Board of Directors. The Chairman of the Board of Directors and in his/her absence said chairmanship shall be filled in the order of the Vice-Chairman, and Secretary/Treasurer.

#### **Section 3. VACANCY OF OFFICE**

In the event that the office of Chairman, Vice-Chairman, or Secretary/Treasurer becomes vacant, said vacancy shall be filled by the Board of Directors for the remaining term of office. The vacancy for Director shall be filled by a qualified person from the Waterville Valley Department of Public Safety in which said vacancy was created.

## **ARTICLE III**

### **ELECTIONS**

#### **Section 1. ELECTION OF OFFICERS**

A. For the election of Chairman, Vice-Chairman, Secretary/Treasurer, the employees of Waterville Valley Department of Public Safety will nominate the entire slate of officers from those members interested in obtaining an office.

B. Officers will be elected every three years and serve for a three year term. In an election year, the election of officers shall be held during the month of April well in advance of the annual meeting to be held during the second week in May of each year.

C. In the event that more than one nomination, the names shall appear in alphabetical order on the ballot.

#### **Section 2. TIE VOTE**

A. In the event of a tie vote for any office, the current Board of Directors shall determine the office holder.

#### **Section 3. CERTIFICATION OF ELECTION**

A. The current Board of Directors shall certify the result of all elections. Term of office for elected officers and directors being three years from date of election.

## **ARTICLE IV**

### **MEETINGS**

#### **Section 1. ANNUAL MEETING**

The Annual Meeting of the Association Board of Directors shall meet the second week of May.

#### **Section 2. SEMI-ANNUAL MEETING**

The Semi-Annual Meeting of the Association Board of Directors shall be held the second week of November.

#### **Section 3. SPECIAL MEETINGS**

A. A special meeting of the Board of Directors may be called at any time by the Chairman.

#### **Section 4. QUORUM - BOARD OF DIRECTORS**

Three members of the Board of Directors shall constitute a quorum and will be necessary to carry a motion.

#### **Section 5. ATTENDANCE**

A. All meetings of the Board of Directors shall be open to any member of the Association.

B. The annual meeting of the Association can be attended by members of the Association unless a majority of the Board of Directors votes an exception for a limited or specific purpose.

C. Nonmembers of the Association will be permitted to be present at a Board of Directors meeting only with the approval of the Chairman, said approval subject to reversal by a majority of Board members. It is understood that the presence of a nonmember at such a meeting will be for a valid purpose and in the best interest of the Association and its members.

#### **Section 6. EXECUTIVE SESSION**

A. All matters before the Board of Directors, which involve or are concerned with specific personnel, shall be held in executive session. Only those members of the Association or nonmembers who in the judgment of the Chairman have important contributions concerned with the executive session will be permitted to be present.

## **ARTICLE V**

### **DUTIES OF THE OFFICERS**

#### **Section 1. CHAIRMAN**

The Chairman shall be the Chief Executive Officer of the Association. He/she shall preside at the meetings of the Association and the Board of Directors. He/she shall carry out the Directives of the Board and the Association and shall serve as the official spokesman for the Association.

Subject to the approval of the Board of Directors, he/she shall order the Treasurer to make necessary disbursements.

He/she shall perform such other duties as appertain to his/her office.

#### **Section 2. VICE-CHAIRMAN**

The Vice-Chairman shall perform all the duties of the Chairman in his/her absence and special duties which the Chairman and/or the Board of Directors designate. The Vice-Chairman shall be in charge of special projects, commemorative duties and fund-raising.

#### **Section 3. SECRETARY**

The Secretary shall keep a record of the proceedings of the Association and the Board of Directors at all regular and special meetings. He/she shall issue, by direction of the Chairman, all notices for the call of meetings or other business of the Association; shall keep a list alphabetically arranged of the names of the members of the Association; shall make out all bills for admission fees and assessments and collect the same; all money so collected shall be paid to the Treasurer, taking a receipt therefore; he/she shall keep a record of all bills made and collected; shall notify all persons of their election as members of the Association and perform such duties as appertain to the office.

#### **Section 4. TREASURER**

The Treasurer shall receive all assessments, income and money that may be due the Association and disburse the same as the Chairman may order. He/she shall sign all drafts and give proper vouchers for all money paid. He/she shall sign no note, deed, discharge or mortgage or other written obligation in the name of the Association unless authorized to do so by vote of the Board of Directors and signed by the Chairman. He/she shall keep a regular set of books containing the accounts of the Association and all its funds that pass through his/her hands. He/she shall at meetings of the Board of Directors, report to them all changes in the funds and at the Annual Meeting shall make to the Association a detailed report of the receipts and expenditures, the amounts and kinds of funds held by him/her. At the close of his/her term, he/she shall deliver his/her successor all money, property and evidence of property belonging to the Association held by him/her.

- A. A certified public accountant will be utilized to perform an audit of the treasury on an annual basis and at any time that the Treasurer's position is vacated. The annual filing of the Federal Income Tax shall be prepared by a certified public accountant and the accountant will provide a complete audit statement to the Association. The accounting records shall be delivered by the Treasurer to the accounting concern during the month of February.

## **ARTICLE VI**

### **THE BOARD OF DIRECTORS**

#### **Section 1. DUTIES**

The Board of Directors shall have supervisory responsibility over the funds and property of the Association. They shall examine and approve all drafts up to the sum of \$5,000.00. Any amount over that must be approved by a simple majority of the voting membership. They shall direct the Treasurer in regard to the management and investment of all property and funds. They shall make to the members of the Association, through the Secretary, annually, a detailed report in writing of the condition of the Treasurer's books.

The Board of Directors on an annual basis shall review the current dues structure. Revision of dues shall be affirmed by a majority vote of the Board of Directors.

#### **Section 2. BENEVOLENT REQUESTS**

They shall review all cases of any claims and shall by majority vote of the Board, decide all questions in relation to the payment of such. Any member of the Association not being satisfied with the decision of the Board of Directors may appeal in writing to the full membership of the Association at a regular meeting.



## **ARTICLE VII**

### **ASSESSMENTS**

**Section 1.** Assessments of Association members shall be either monthly billed or annually, whichever option the member selects, at a rate approved by the Board of Directors.

**Section 2.** Upon retirement or resignation with over ten years of service, a member is eligible for the benefits of the Association, as long as his/her assessments are kept up to date.

Any member of the Association upon attaining the age of 65 years shall be exempt from the payment of dues assessments and shall be entitled to all the benefits in accordance to the Constitution and Bylaws of the Association.

**Section 3.** Any non-active member who refuses or neglects to pay their monthly or annual billed assessments within 30 days after payment is due, shall be advised, in writing, by the Secretary that he/she is suspended from the Association and shall forfeit all assessments or monies paid into the Association.

**Section 4.** Any member who has forfeited his/her membership for nonpayment of assessments may be reinstated within thirty 30 days after his/her suspension upon payment of all assessments due.

**Section 5.** Any member whose employment is terminated by the Town of Waterville Valley, other than by resignation, retirement, death or disability, will not be eligible for any benefits of the Association and will forfeit all assessments.

## **ARTICLE VIII**

### **ASSOCIATION FUNDS**

Section 1. The funds of this Association shall not be expended except in accordance to the Constitution and Bylaws and to pay the necessary expenses of the Association in the management of its property and the conduct of its affairs.

## ARTICLE IX

### REMEMBRANCES

**Section 1.** Upon the death of a member, a suitable form of remembrance shall be presented from the Benevolent Association in an amount the Board of Directors deems appropriate.

**Section 2.** Upon the death of a member's spouse, child, mother, father, brother or sister, a remembrance in an amount the Board of Directors deems appropriate shall be presented from the Benevolent Association.

## ARTICLE X

### RETIREMENT/RESIGNATION MEMENTO

**Section 1.** Upon the resignation or retirement of a member in good standing with the Association who has more than three years but less than ten years of service with the Waterville Valley Department of Public Safety and who has been a member of the Association for more than three years but less than ten years, a recognition memento shall be presented.

**Section 2.** Upon the retirement or resignation of a member in good standing with the Association, with not less than ten years of service with the Waterville Valley Department of Public Safety and has been a member of the Association for not less than ten years, or upon the death or disability of a member in good standing with the Association a recognition memento shall be presented.

## ARTICLE XI

### REVISION OF CONSTITUTION AND BYLAWS

**Section 1.** The Constitution and Bylaws may be altered or amended only by a simple majority of the voting membership, via ballot as prescribed by the Board of Directors, said vote by proxy authorized.

**Section 2.** All alterations and/or amendments shall take effect immediately upon passage by the required majority vote.

## **ARTICLE XII**

### **BYLAWS INTERPRETATION**

**Section 1.** All questions which may arise regarding the interpretation of the Bylaws will be resolved by the decision of a majority of the Board of Directors.

**Section 2.** The decision of the Board of Directors will be final.

## **ARTICLE XIII**

### **CONFLICT OF INTEREST**

The members of the Board of this organization serve only for the charitable purposes of this organization. If a member is serving for any other expressed or intended reason, they shall not serve on the governing Board of this organization.

#### **Section 1. CONFLICTS OF INTEREST**

A conflict of interest arises when a Board member is in a position to benefit personally through dealings with this organization conducted by himself or herself or others with whom he or she has a business or family relationship. A conflict of interest exists when a Board member has a business or financial interest in competition with the organization or an interest which may impair the Board member's independence of judgment and loyalty. A conflict of interest may also arise where a Board member possesses confidential information which could benefit the Board member personally in dealings with others outside the scope of his or her duties as a Board member or the disclosure of which could adversely affect this organization.

#### **Section 2. PARTICIPATION IN DECISION**

Where a Board member has a conflict of interest with respect to a matter under consideration by the Board or a committee of the Board, that Board member shall affirmatively disclose the nature of the conflict and refrain from voting upon the matter. The minutes of any meeting at which the action is taken should reflect the abstention of the Board member.

#### **Section 3. PARTICIPATION IN TRANSACTIONS**

Where the organization proposes to engage in a business transaction with a Board member or an organization with which the Board member is affiliated or in which he or she has an ownership interest, prior to any action by the Board, the existence and nature of the conflict should be fully described to the committee or the Board and procedural safeguards concerning decision-making discussed above should be followed.

This organization recognizes that there are occasions where the Board member's relationship affords this Board advantageous rates and prices or better service through familiarity with special concerns of this Board. In some cases, the organization is simply the preferred supplier based upon quality or general business considerations. Such transactions shall be permitted.

A. When they are for the actual or reasonable value of the goods or services or for a discounted value and the transaction is fair to the organization;

B. The transaction is approved by a 2/3 majority of the governing Board. These transactions must be kept on a list disclosing the names of those to whom the benefit accrued and the amount of the benefit. This list should be available to the members of the governing Board and contributors to this organization. The list shall be reported to the Director of Charitable Trusts each year as part of their annual reporting.

If the transaction or the aggregate of transactions to the same Board member is in the amount of \$5,000 or more, this organization must publish notice thereof in a newspaper and give written notice to the Director of Charitable Trusts before consummating the transaction. This notice must state that it is being published in

compliance with RSA 7:19 a Section II (d) and shall include the name of this organization, the name of the Board member receiving pecuniary benefit from the transaction, the nature of the transaction and the specific dollar amount of the transaction.

This Board shall comply with all other sections in RSA 7:19, the following of which is included in its entirety.

**AN ACT REGULATING CERTAIN TRANSACTIONS BETWEEN CHARITABLE TRUSTS AND DIRECTORS, OFFICERS AND TRUSTEES OF SUCH CHARITABLE TRUSTS**

1. Only Charitable Service Allowed. RSA 7:19, II is repealed and reenacted to read as follows:

II. Directors, officers and trustees of charitable trusts shall serve on the governing boards of such charitable trusts only for the charitable purposes of the organization. If such directors, officers or trustees are serving for any other expressed or intended reasons, they shall not serve on the governing board of the organization.

2. New Section; Pecuniary Benefit Transactions. Amend RSA 7 by inserting after Section 19 the following new section: 7:19-a Regulation of Certain Transactions Involving Directors, Officers and Trustees of Charitable Trusts.

I. Definitions. In this section:

(a) "Director, officer or trustee" means a director, officer or trustee of a charitable trust.

(b) "Financial interest" means an interest in a transaction exceeding \$500 in value for any officer, director or trustee, on an annual aggregate basis. An "indirect" financial interest arises where the transaction involves a person or entity of which a director, officer or trustee or a member of the immediate family of a director, officer or trustee is a proprietor, partner, employee or officer.

(c) "Pecuniary benefit transaction" means a transaction with a charitable trust in which a director, officer or trustee of the charitable trust has a financial interest, direct or indirect. However, the following shall not be considered as pecuniary benefit transactions:

(1) Reasonable compensation for services of an executive director and expenses incurred in connection with official duties of a director, officer or trustee;

(2) A benefit provided to a director, officer or trustee or member of the immediate family thereof if:

(A) The benefits are provided or paid as part of programs, benefits or payments to members of the general public; and

(B) The charitable trust has adopted written eligibility criteria for such benefit in accordance with its bylaws or applicable laws; and

(C) The director, trustee or family member meets all of the eligibility criteria for receiving such benefit;

(3) A continuing transaction entered into by a charitable trust, merely because a person with a financial interest therein subsequently becomes a director, officer or trustee of the charitable trust.



(d) "Charitable trust" does not include, for purposes of this section only, an organization qualified as a private foundation under the applicable provisions of the United States Internal Revenue Code.

II. A pecuniary benefit transaction shall be prohibited unless it is in the best interest of the charitable trust and unless all of the following conditions are met:

(a) The transaction is for goods or services purchased or benefits provided in the ordinary course of the business of the charitable trust, for the actual or reasonable value of the goods or services or for a discounted value and the transaction is fair to the charitable trust;

(b) The transaction is approved by a 2/3 majority of the governing board of the charitable trust:

(1) After full and fair disclosure of the material facts of the transaction to the governing board and after notice and full discussion of the transaction by the board;

(2) Without participation, voting or presence of any director, officer or trustee with a financial interest in the transaction or who has had a pecuniary benefit transaction with the charitable trust in the same fiscal year, except as the board may require to answer questions regarding the transaction; and

(3) A record of the action on the matter is made and recorded in the minutes of the governing board;

(c) The charitable trust maintains a list disclosing each and every pecuniary benefit transaction, including the names of those to whom the benefit accrued and the amount of the benefit, and keeps such list available for inspection by members of the governing board and contributors to the charitable trust. The list shall also be reported to the director of charitable trusts each year as part of the charitable trust's annual report required under RSA 7:28;

(d) If the transaction, or the aggregate of transactions with the same director, officer or trustee within one fiscal year, is in the amount of \$5,000 or more, the charitable trust publishes notice thereof in a newspaper of general circulation in the community in which the charitable trust's principal New Hampshire office is located, (or if there is no such office, then in a newspaper of general circulation throughout the state), and gives written notice to the director of charitable trusts, before consummating the transaction. At a minimum, such notice shall state that it is given in compliance with this section and shall include the name of the charitable trust, the name of any director, officer or trustee receiving pecuniary benefit from the transaction, the nature of the transaction and the specific dollar amount of the transaction.

III. Every director, officer or trustee, or member of the immediate family of such director, officer, or trustee, who engages in a pecuniary benefit transaction with a charitable trust shall provide copies of all contracts, payment records, vouchers, other financial records or other financial documents at the request of the director of charitable trusts in accordance with RSA 7:24. All documents so provided may be disclosed to the public for inspection and copying, subject to applicable confidentiality laws.

IV. Every charitable trust shall adopt policies pertaining to pecuniary benefit transactions and conflicts of interest.

V. No charitable trust shall lend money or property to its directors, officers or trustees. Any director, officer or trustee who assents to or participates in the making of any such loan shall be jointly and severally liable to the charitable trust for the amount of such loan until it is repaid.

VI. No charitable trust shall sell, lease for a term of greater than five years, purchase, or convey any real estate or interest in real estate to or from an officer, director or trustee without the prior approval of the probate court after a finding that the sale or lease is fair to the charitable trust. However, this paragraph shall not apply to a bona fide gift of an interest in real estate to a charitable trust by a director, officer or trustee of the charitable trust.

VII. A pecuniary benefit transaction undertaken in violation of this section is voidable. The director of charitable trust may investigate complaints regarding pecuniary benefit transactions and if, after an investigation pursuant to RSA 7:24, the director determines that a pecuniary benefit transaction is in violation of this section, the director may institute appropriate proceedings under RSA 7:28-f to enforce these provisions.

VIII. Any member of the governing board of a charitable trust shall have standing to petition, pursuant to RSA 491:22, for a declaratory judgment that one or more pecuniary benefit transactions of the charitable trust are void.

IX. The provisions of this section shall not apply to transactions between a charitable trust and its incorporators, members or other contributors who are not also directors, officers or trustees of the charitable trust, provided that such transactions are fair to the charitable trust.

3. *New Section; Size and Membership of Governing Boards.* Amend RSA 292 by inserting after Section 6 the following new section:

292:6-a Board of Directors of Charitable Nonprofit Corporations. In the interest of encouraging diversity of discussion, connection with the public and public confidence, the Board of Directors of a charitable nonprofit corporation shall have at least five voting members, who are not of the same immediate family or related by blood or marriage. No employee of a charitable nonprofit corporation shall hold the position of chairperson or presiding officer of the board. This section shall not apply to those nonprofit corporations in existence on the effective date of this section until one year after such effective date, nor to any organization qualified as a private foundation under the applicable provisions of the United States Internal Revenue Code. The provisions of this section may be waived with the approval of the director of charitable trusts after application for such waiver.

## **ARTICLE XIV**

### **COMPENSATION OF ASSOCIATION OFFICERS**

**Section 1.** The Board of Directors shall reserve the right to compensate the Officers of the Association by an amount deemed appropriate. Upon completion of the first year of office, said compensation shall be paid at the Annual Meeting.

**Section 2.** Should any Officer vacate their position prior to completion of their term, payment for services will be determined by the Board of Directors.

## **ARTICLE XV**

### **PUBLIC SAFETY OFFICERS BENEVOLENT OF WATERVILLE VALLEY SCHOLARSHIPS**

#### **Section 1. Purpose**

Association scholarships are awarded to undergraduates on a yearly basis to qualifying individuals who are enrolled in a college, junior college, trade or technical school on full time basis. The Scholarship is awarded based on financial need, scholastic ability, school and community activities and member's years of service/longevity.

#### **Section 2. Eligibility**

Any dependent college age child defined as natural, adopted or step-children of a Benevolent member in good standing with the Association is eligible.

The dependents of any member of the Waterville Valley Department of Public Safety whose employment was terminated by the Town of Waterville Valley, other than by retirement, resignation, death or disability, will not be eligible for any benefits of this scholarship program.

Eligibility does not guarantee the awarding of a scholarship.

#### **Section 3.**

Number of Scholarships and Monetary Value: The Board of Directors will determine monetary value and number of scholarships to be awarded on a yearly basis.

#### **Section 4: Point System**

Scholarship applications are rated by a point system. The applicants with the highest number of points are awarded scholarships. The decision of the Scholarship Committee is final.

#### **Section 5: Confidentiality**

All information submitted on the application will be kept confidential. Section 6: Retention of Applications All scholarship applications will be destroyed after a period of time to be determined by the Board of Directors.

## **ARTICLE XVI**

### **MILITARY LEAVE**

**Section 1.** Any Benevolent Association member who has been deployed for active military service and is on without pay status shall be exempt from payment of dues assessments.

## ARTICLE XVII

### RETENTION OF PAPERWORK

**Section 1.** *General correspondence that is not historical in nature shall be destroyed after the current year plus one. All fiscally-related documentation shall be retained for the current year plus three. All historical materials shall be retained unless otherwise directed by the Board of Directors.*

## **Article XVIII**

### **Dissolution**

#### Section 1.

Safety Officer's Benevolent Association of Waterville Valley may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of dissolution of the Association whether voluntary or involuntary or by operations of law, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association, but after payment of the debts of the Association, it's property and assets shall be given to a non-profit charitable organization selected by the Board of Directors within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code,

**Signatures and post office address of each of the persons associating together to form the Safety Officer's Benevolent Association of Waterville Valley.**

1. \_\_\_\_\_  
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2. \_\_\_\_\_  
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3. \_\_\_\_\_  
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4. \_\_\_\_\_  
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5. \_\_\_\_\_  
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