

# NEW HAMPSHIRE LEGENDS OF HOCKEY BYLAWS<sup>1</sup>

## ARTICLE I

### Name, Purpose, and Address

Section 1. Name. The name of this organization shall be the New Hampshire Legends of Hockey, and it is sometimes referred to hereinafter as the "Corporation."

Section 2. Purpose.

- (a) The Corporation is incorporated with the New Hampshire Secretary of State and shall conduct its business as a non-profit corporation operated exclusively for charitable and/or educational purposes in compliance with the laws of the State of New Hampshire and Section 501(c)(3) of the Internal Revenue Code and also for the following purposes:

To honor those individuals who have achieved significant accomplishments in and contributed to the development of ice hockey in New Hampshire, to preserve the history of ice hockey in New Hampshire, and to promote the play at all levels of ice hockey in New Hampshire.

- (b) Powers. The Corporation shall have all the powers necessary to carry out the foregoing purposes and all the powers of voluntary corporations organized under the laws of the State of New Hampshire.

- (c) Limitations.

- (i) The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code, or any successor provision.
- (ii) The Corporation is not organized for profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer, director, trustee, or member (if any) of the Corporation, or any other individual partnership or corporation or other business entity, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed a distribution of earnings or principal.
- (iii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) of any political campaign of any candidate for public office.

Section 3. Address. The mailing address of the Corporation shall be a United States Post Office box in the name of the New Hampshire Legends of Hockey, and said Post Office box shall be located in a post office that affords convenient access for the Corporation's secretary and/or other Corporation officers. As of the date of these Bylaws, the Corporation's mailing address is: New Hampshire Legends of Hockey, P.O. Box 777 Manchester, New Hampshire 03105-0777.

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<sup>1</sup> October 11, 2023 (Added Articles IX, X, XI)

<sup>2</sup> Revised October 13, 2020 (Article VI, Section 2)

<sup>3</sup> Revised May 8, 2017 (Articles II and III)

<sup>4</sup> Revised May 9, 2011

<sup>5</sup> Revised June 1, 2006

**ARTICLE II**  
**Supporter and Donations**

Section 1. Supporters. Subject to compliance with these Bylaws of the Corporation, any individual – regardless of age, race, sex, or religious affiliation – may become a supporter of the Corporation upon payment of his or her annual supporter donation, as set forth below.

Section 2. Donations. Annual supporter donations of the Corporation shall be established by the Corporation's Board of Directors, which shall have the power to increase or decrease the donations amount when it deems necessary or desirable. Each donation-paying supporter of the Corporation will have his or her name included in the Corporation's supporter list. If the Corporation's Board of Directors implements two or more types of annual supporter donations that are of differing amounts, the potential supporter will have the right to choose the type of support he or she wants.

Section 3. Honorary Supporters. The Board may annually provide free, one-year supporters to certain individuals who shall be recognized by the Board as Honorary Supporters and will have the same benefits and privileges as other donation-paying supporters of the Corporation.

Section 4. Honorary Board Members. The Board may, at any time, appoint up to five (5) honorary directors. Such honorary directors shall serve one (1) year terms. Honorary directors may vote on candidates for induction to the Hall of Fame, but otherwise shall have no voting rights.

Section 5. Expiration of Support. All Corporation support will expire on December 31st of each year. The Chairperson of the Corporation's standing Fundraising Committee shall appoint one or more chairpersons to organize the Corporation's annual support drive.

**ARTICLE III**  
**Requirement of Good Standing for Election and/or Participation in Corporation Activities**

Section 1. Requirement of Good Standing.

- (a) Only members in good standing with the Corporation shall be eligible to serve in any of the Corporation's elected or appointed positions, and only members in good standing or Honorary Members shall be eligible to participate in any activities, events or functions undertaken by the Corporation not otherwise open to the public.
- (b) For purposes of this Article and Section, "good standing" shall be defined as: 1) having paid in full the appropriate annual donation on or before December 31st of the year for which they are intended to be applied; 2) having not contravened any of the Corporation's published Bylaws or rules; and 3) having not caused the Corporation or any of the Corporation's members adverse publicity or embarrassment.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

Section 1. Members. The affairs of the Corporation shall be managed by a Board of Directors. The number of members of such Board of Directors shall be no fewer than eighteen (18) members, nor more than twenty-five (25) members. At the April meeting of the Corporation, the President shall select, from among the sitting directors, a three-person Nominating Committee, which shall be responsible for presenting a slate of candidates for admission to the Board of Directors. The names of those candidates will come before the Board of Directors for vote at the Annual Meeting.

Section 2. Term of Office. The term of office of each member of the Board of Directors shall be three (3) years. Each director's term shall expire at the Annual Meeting of the Board of Directors in the final year of such director's three (3) year term.

Section 3. Elections. Only those persons who have previously expressed their intent to serve if elected shall be eligible for election to the Board of Directors. Duly nominated and eligible candidates for election must be approved for a three (3) year term by a majority vote of the Board of Directors at the Annual Meeting.

Section 4. Unexpired Term. A vacancy occurring on the Board of Directors prior to an election shall be filled by a majority vote of the Board of Directors. Candidates to fill such vacancies shall be presented by a sitting director. At the conclusion of the unexpired term, he or she may be elected to the Board for an additional three (3) year term.

Section 5. Removal. Any director may be removed, with or without cause, by a two-thirds (2/3) vote by ballot or voice vote, at a regular or special meeting of the Board provided that written or electronic notice of intent to call for such a vote, naming the director in question, is given at least forty-eight (48) hours prior to the meeting. If a director fails to attend three (3) consecutive meetings, then the Board may remove such director in its sole discretion.

Section 6. Enumerated Powers. In managing the affairs of the Corporation, the Board shall specifically have, but not be limited to, the power to:

- (a) Formulate, prescribe, alter and amend these Bylaws.
- (b) Establish and collect dues, fees and funds for the Corporation and direct the expenditure of monies.
- (c) Make quantified/qualified contributions of its funds to qualified organizations, individuals and ice hockey programs but only after express, specific authority is granted by the Board through a duly noticed, adopted vote and resolution.
- (d) Adopt standing rules for the Corporation.

Section 7. Limitation on Authority. Unless specifically authorized by the Board of Directors or the Executive Committee, no director shall represent to other persons, associations, or businesses that he/she is speaking on behalf of the Corporation or that his/her opinion is the official position of the Corporation.

## Article V Meetings of Directors

Section 1. Annual Meeting. The Annual Meeting of the Board of Directors shall be held in May of each year at such time and place as may be fixed by the President or by resolution of the Board. Written or electronic notice of the Annual Meeting shall be provided to each director at least fifteen (15) days in advance of the meeting.

Section 2. Induction Meeting. The Board of Directors shall also hold an annual Induction Meeting of the Board at a time and place set by the Board of Directors. The Induction Meeting will be called by the President. The purpose of the Induction Meeting shall be to vote on candidates for induction in the Hall of Fame and to begin the induction ceremony process. Written or electronic notice of the Induction Meeting shall be provided to each director at least fifteen (15) days in advance of the meeting.

Section 3. Regular Meetings. The Board of Directors shall hold regular meetings at such times and places to be determined by the President. The date, time and location of the regular meetings can be changed by the President by forty-eight (48) hours written or electronic notice. The Board shall meet at least four (4) times each calendar year.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President or the Executive Committee with at least ten (10) days written or electronic notice to all directors. Such notice shall include a statement of the purpose of the meeting, and of the date, time and location of the special meeting.

Section 5. Emergency Meetings. Where, due to unforeseen or extenuating circumstances, a vote is needed on an emergency basis prior to the next scheduled meeting of the Board, an emergency vote may be taken via telephone conference call. Written or electronic notice of the intention to call such emergency meeting shall be provided to all sitting directors at least forty-eight (48) hours prior to such meeting.

Section 6. Quorum. A quorum shall be necessary for conducting the business of the Corporation. For purposes of these Bylaws, a quorum shall be a majority of the members of the Board of Directors then fixed by these Bylaws, excluding vacancies.

Section 7. Voting. Each director shall, at every meeting, be entitled to one (1) vote. Voting shall be by a show of hands or by voice vote if the meeting occurs by a telephone conference. Unless the favorable vote of a larger proportion of votes is otherwise required by these Bylaws, the majority vote of a quorum of the Board of Directors shall be, at all times, duly recognized as the will and official action of the Corporation.

Section 8. Proxy Voting. Proxy voting is allowed, but any attending director may have only one (1) such proxy vote assigned to him or her. A written or electronic document, signed, dated and stating which director is given the proxy shall, upon request, be presented to the President by the holder of such proxy prior to the vote for which the proxy is to be exercised.

Section 9. Action By Written Consent. The directors may take any action without a meeting that could be taken at a meeting thereof by unanimous written consent, executed in the time and manner prescribed in a resolution of the Board.

Section 10. Meetings By Phone. The Board may hold a meeting by conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other.

Section 11. Minutes of Meetings. Copies of the minutes of all meetings of the Board of Directors shall be provided by the Secretary to all members of the Board prior to the next scheduled meeting.

## **ARTICLE VI** **ELECTED OFFICER AND DUTIES**

Section 1. Officers. The officers of the Corporation shall be elected by the Board of Directors from the membership of the Board of Directors. The Nominating Committee selected by the President at the April meeting shall also be responsible for presenting a slate of officers for the Corporation. The names of those candidates will come before the Board of Directors for vote at the Annual Meeting. The officers of Corporation shall be as follows: President, Vice President, Secretary, and Treasurer.

Section 2. Term. The terms of the President, Vice President, Secretary and Treasurer shall be one (1) year with no limitations in the number of additional terms.

Section 3. Vacancies. Any officer who is unable to complete his/her full term of service for which the officer was elected, shall be replaced by the Executive Committee, and the interim replacement officer shall serve until the next meeting of the Board of Directors at which time the Board shall elect a permanent replacement officer who shall serve the remainder of the unexpired term. In the event that any officer is unable to function, for any reason, an interim replacement shall be designated by the Executive Committee (on behalf of the Board of Directors) and have all of the powers and perform all of the duties of the officer being temporarily replaced.

Section 4. Duties and Powers. The officers shall perform the duties and exercise the powers prescribed by the Articles of Agreement, the Bylaws, the parliamentary authority adopted herein and those assigned to the Board or which normally pertain to the office. These duties and powers shall include, but not be limited to the following.

- (a) The President. The President is the Chief Executive Officer and shall preside at meetings of the Board of Directors. He/She shall generally perform the duties usual to the office of President and may, at his/her discretion, order the calling of meetings of the Board of Directors or of the Committees of the Corporation. It shall also be the duty of the President to convene the Annual Meeting of the Board of Directors in order to discuss the business of the forthcoming year and to convene the Induction Meeting or any Special or Emergency Meeting of the Board of Directors.

The President may exercise all duties and powers of the Board of Directors and Executive Committee only in the case of an emergency when a vote of the Board of Directors cannot be obtained, and he/she shall in a reasonable amount of time report in writing any actions taken in the exercise of this emergency power to the members of the Board of Directors and the Executive Committee. The President shall ensure that minutes be taken at all meetings of the Board, all committees and sub-committees and that a record of the minutes be kept and a copy thereof be distributed to each member of the Board of Directors upon request.

- (b) The Vice President. The Vice President shall, in the absence of the President, be empowered to conduct all Corporation business in the same manner as the President.
- (c) The Secretary. The Secretary shall keep the records of the Corporation, direct correspondence, issue notices and agendas of all meetings, maintain minutes of meetings of the Board, provide copies of such minutes to the directors, and perform the duties usual to this office. These records shall be open at all times to reasonable inspection by any member of the Board of Directors and shall be the property of the Board of Directors.
- (d) The Treasurer. The Treasurer shall, at each Annual Meeting of the Board of Directors, submit a written report to the Board of Directors regarding the financial affairs of the Corporation, including all financial activities since the previous Annual Meeting, and a proposed budget for the following fiscal year. The Treasurer shall receive all monies of the Corporation and deposit same in a chartered bank selected by the Finance Committee. The Treasurer shall keep proper books of account and pay all bills budgeted by the Corporation or approved by the Finance Committee. Checks shall be signed by the Treasurer, all checks over \$500 will require the signature of the Treasurer and one (1) member of the Executive Committee. Should the Treasurer be unavailable for any reason, the President shall be the alternate signing officer for the Corporation. The Treasurer shall prepare the annual financial statement each year, which shall be presented to the members of the Board of Directors after being duly audited, for presentation at the Annual Meeting of the Board of Directors. He/She shall be treasurer of all committees.

## **ARTICLE VII** **EXECUTIVE DIRECTOR**

The Executive Director shall at all times be subject to the Executive Committee and he or she shall have such duties as the Executive Committee may from time to time determine. The Executive Director may vote on candidates for induction to the Hall of Fame, but otherwise shall have no voting rights.

## ARTICLE VIII COMMITTEES

The standing committees of the Corporation shall be the Executive Committee, the Finance Committee, the Fund Raising Committee, the Archive Committee, [and] the Hall of Fame Nomination Review Committee, and the Induction Ceremony Committee. Meetings of the Committees shall be called by the President or Chairperson of the respective committees. Each Committee Chairperson shall present a final written report of the committee's work to the Board of Directors prior to the Annual Meeting of the Board of Directors.

- (a) Executive Committee: The Executive Committee shall consist of all of the elected officers, the Executive Director, all of the standing committee chairs of the Corporation, and the immediate past president. The Executive Committee shall be empowered to act on the behalf of the Board of Directors between meetings of the Board.

- (b) Finance Committee: The Finance Committee shall consist of the Treasurer and no fewer than two (2) members of the Board of Directors and other persons who shall be appointed by the President. The Treasurer shall serve as Chairperson of the Finance Committee.

It shall be the duty and responsibility of the Finance Committee to regulate and control all funds and all accounts of the Corporation, subject to the approval of the Board of Directors. Furthermore, it shall be the duty of the Finance Committee to examine any question arising out of the finances of the Corporation and recommend to the Board of Directors any course of action relating to the financial matters which may be deemed advisable. Finally, it shall be the duty of the Finance Committee to prepare and submit an operational budget for the upcoming year to the Executive Director. It shall be the responsibility of the Finance Committee to supervise and recommend to the Board of Directors and the Executive Committee the investment of any excess funds of Corporation.

- (c) Fundraising Committee: The Fundraising Committee shall have the duty and responsibility to plan, develop and coordinate fundraising and sponsorships, on behalf of the Corporation and to promote membership development.

- (d) Marketing Committee: The Marketing Committee shall have the duty and responsibility to market and promote the Corporation and its activities through advertising, media relations, and related activities.

- (e) Historical Committee: The Archive Committee will promote, encourage and solicit "Gift in Kind" donations of artifacts, memorabilia and historic resource materials for the betterment and fulfillment of its organizational objectives. The Archive Committee will collect, preserve, research, and exhibit all those objects, images and histories which are determined to be significant to the story of ice hockey in New Hampshire.

- (f) Hall of Fame Review Committee: The Hall of Fame Review Committee shall consist of no fewer than nine (9) and no more than eleven (11) members of the Corporation's Board of Directors, who shall be appointed by the Board. The Hall of Fame Review Committee shall be responsible for reviewing materials supplied on behalf of those individuals nominated for consideration for induction to the New Hampshire Legends of Hockey Hall of Fame. Prior to the Induction Meeting, the Hall of Fame Review Committee shall provide the members of the Board of Directors with written reports, summarizing the credentials, accomplishments, and other factors supporting the nominations of the individual candidates for induction. Prior to the Induction Meeting, the Hall of Fame Review Committee shall meet to select from all nominated candidates a slate of individuals that the Committee deems suitable for induction to the Hall of Fame. In carrying out these duties, the Hall of Fame Review Committee shall comply with such criteria, policies and

procedures as may, from time to time, be established by the Board of Directors.

At the Induction Meeting, the Board of Directors will, consistent with the criteria, policies and procedures established by the Board, vote on the candidates presented for induction to the New Hampshire Legends of Hockey Hall of Fame. The Board of Directors, all Honorary Directors, and the Executive Director will together, by separate vote, accept or reject each individual nominee from the slate presented by the Hall of Fame Review Committee. Any nominee receiving more than 65% of the total votes cast by the Board will be elected for induction to the New Hampshire Legends of Hockey Hall of Fame.

- (g) Induction Ceremony Committee. The Induction Ceremony Committee shall consist of no fewer than six (6) members of the Corporation's Board of Directors, who shall be appointed by the Board of Directors. The induction Ceremony Committee shall be responsible for coordinating all aspects of the annual Hall of Fame Induction Ceremony.

## **ARTICLE IX**

### **PROVISION FOR DISSOLUTION**

The provisions for disposition of the corporate assets of the charity in the event of dissolution of the Corporation are as follows:

Upon the dissolution of the Corporation, the 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 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 X**

### **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 (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in a 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 and 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.

## **ARTICLE XI**

### **General**

Section 1. Parliamentary Authority. Robert's Rules of Order shall be the parliamentary authority for all matters or procedures not specifically covered by these Bylaws or by special rules of procedure adopted by the Board or Directors.

Section 2. Execution of Contracts and Documents. All contracts and evidence of debt may be executed only as directed by the Board of Directors. The President and the Treasurer shall execute, in the name of the Corporation all contracts or other instruments so authorized by the Board of Directors.

Section 3. Amendments to Bylaws. These Bylaws or any provisions thereof may be amended or waived by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting. All such

amendments shall be submitted in writing to the Secretary and written notice shall be given to the members of the Board of Directors at least fifteen (15) days prior to such meeting.

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## **WHISTLEBLOWER PROTECTION POLICY**

This Whistleblower Protection Policy amends and restates any prior existing Whistleblower Protection Policy.

### **Introduction**

New Hampshire Legends of Hockey (hereinafter, "Organization") adopts the following Whistleblower Protection Policy (the "Whistleblower Policy") in order to strengthen its existing policies & procedures, maintain and exemplify "best practices," and comply with applicable laws<sup>1</sup> and regulations

### **The Whistleblower Policy**

The Organization is committed to facilitating open and honest communications relevant to its governance, finances, and compliance with all applicable laws and regulations. The Organization requires directors, other volunteers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

This Whistleblower Policy reflects the practices and principles of behavior that support this commitment. It is important that Organization and its President be apprised about unlawful or improper workplace behavior including, but not limited to, any of the following conduct:

- theft;
- financial reporting which is fraudulent, intentionally misleading, or negligent in any manner;
- improper or undocumented financial transactions;
- forgery or alteration of documents;
- unauthorized alteration or manipulation of computer files;
- improper destruction of records;
- improper use of Organization assets, including, but not limited to its funds, supplies, intellectual property, and other assets;
- improper access and or use of confidential information;
- authorizing or receiving compensation for goods not received or services not performed;
- violations of Organization 's conflict-of-interest or Whistleblower Policy;
- any other improper occurrence regarding cash, financial procedures, or reporting;
- any abuse of, or discrimination against a Organization employee, client, vendor, or person connected with the organization; and
- a failure by Organization to provide reasonable accommodation for disability or religious belief.

We request the assistance of any director, other volunteer and employee who has a reasonable belief or suspicion about any improper transaction. The Organization values this input and each director, volunteer and employee should feel free to raise issues of concern in good faith, without fear of retaliation. Directors, volunteers, and employees will not be disciplined, demoted, lose their jobs, or be retaliated against for asking questions or voicing concerns about conduct of this sort.

This Whistleblower Policy applies to these situations to encourage the reporting of such wrongful actions against the Organization's interest.

Nonprofit organizations are required by federal law to adopt a Whistleblower Policy (Public Company Accounting Reform and Investor Protection Act of 2002, "Sarbanes-Oxley"). This is one of two requirements of Sarbanes-Oxley that apply to nonprofits, which are otherwise not subject to that federal legislation.

The Organization will investigate any possible fraudulent or dishonest use or misuse of the Organization's resources, or abuse, discrimination, or a failure to provide reasonable accommodation, by management, staff, or volunteers. The Organization will take appropriate action against anyone found to have engaged in fraudulent, dishonest, abusive, or discriminatory conduct, including disciplinary action by the Organization, or civil or criminal prosecution when warranted.

Therefore, all members of the Organization staff, directors and other volunteers are encouraged to report possible fraudulent, abusive, discriminatory, or dishonest conduct (i.e., to act as a "whistleblower"), pursuant to the procedures set below.

### **Reporting Responsibility**

Every director, volunteer, and employee of the Organization has an obligation to report in accordance with this Whistleblower Policy (a) questionable or improper accounting, financial or auditing matters, and (b) violations and suspected violations of the Organization's policies or any unlawful or improper workplace conduct (hereinafter collectively referred to as "Concerns").

### **Authority of Board of Directors**

All reported Concerns will be forwarded to the Board of Directors in accordance with the procedures set forth herein. The Board of Directors shall be responsible for investigating and making appropriate decisions with respect to all reported Concerns.

### **No Retaliation**

This Whistleblower Policy is intended to encourage and enable directors, volunteers, and employees to raise Concerns within the organization for investigation and appropriate action. With this goal in mind, no director, volunteer, or employee who, in good faith, reports a Concern shall be subject to retaliation or, in the case of an employee, adverse employment consequences. Moreover, a volunteer or employee who retaliates against someone who has reported a Concern in good faith is subject to discipline up to and including dismissal from the volunteer position or termination of employment.

### **Reporting Concerns:**

#### **Employees**

Employees should first discuss their Concern with the President. In addition, if the individual is uncomfortable speaking with the President, or the President is a subject of the Concern, the individual should report his or her Concern directly to another Officer of the Board of Directors.

If the concern was related verbally to the President, the reporting individual, with assistance of the President, shall reduce the Concern to writing. The President is required to promptly report the Concern to the Board of Directors, which has specific responsibility to investigate all Concerns. If the President, for any reason, does not promptly forward the Concern to the Board of Directors, the reporting individual should directly report the Concern to another Officer of the Board of Directors. Contact information for the Officers of the organization may be obtained through the President or Secretary. Concerns may also be submitted anonymously. Such anonymous Concerns should be in writing and sent directly to the President.

#### **Directors and Other Volunteers**

Directors and other volunteers should submit Concerns in writing directly to the President. Contact information for the President can be obtained through the Secretary.

### **Handling of Reported Concerns**

The Board of Directors shall address all reported Concerns. The President shall immediately notify the Board of Directors of any such report. The Board of Directors shall notify the reporter and acknowledge

receipt of the Concern within five (5) business days, if possible. It will not be possible to acknowledge receipt of anonymously submitted Concerns.

All reports will be promptly investigated by the Board of Directors. In addition, action taken must include a conclusion and/or follow-up with the reporter for resolution of the Concern. The Board of Directors has the authority to retain outside legal counsel, accountants, private investigators, any other resource, or refer to another appropriate Committee of the Board of Directors, as deemed necessary to conduct a full and complete investigation of the allegations.

### **Acting in Good Faith**

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper accounting or auditing practice, or a violation of the Organization's policies. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in discipline, up to and including dismissal from the volunteer position or termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

### **Right and Responsibilities of Employee Whistleblower Protection**

The Organization will protect whistleblowers as follows:

- The Organization will use its best efforts to protect whistleblowers against retaliation. All complaints by whistleblowers will be handled with sensitivity, discretion and confidentiality to the extent allowed by the circumstances and the law. Generally, this practice means that whistleblower concerns will only be shared with those who have a need to know in order to conduct an effective investigation. (Should disciplinary or legal action be taken against a person or persons as a result of a whistleblower complaint, such persons may also have a right to know the identity of the whistleblower.)
- A whistleblower shall not be subject to retaliation. No punishment for reporting issues will be allowed, even if the claims are unfounded; a reasonable belief or suspicion that unlawful or improper workplace behavior has occurred is enough to create a protected status for the whistleblower. No action can be taken against the whistleblower with the intent or effect of adversely affecting the terms or conditions of the whistleblower's employment, including but not limited to threats of physical harm, loss of job, punitive work assignments, or impact on salary or wages. Whistleblowers who believe that they have been retaliated against may file a written complaint with the President. Any complaint of retaliation will be promptly investigated and appropriate corrective measures taken if allegations of retaliation are substantiated. This protection from retaliation does not prohibit managers or supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.
- Whistleblowers must be cautious to avoid baseless allegations, which are allegations made with reckless disregard for their truth or falsity. People making such allegations may be subject to disciplinary action by the Organization, and/or legal claims by individuals accused of such conduct.

### **Posting and Notification**

This Whistleblower Policy is to be posted in the Organization's offices, including the Employee Manual, and communicated to all new staff, volunteers, and board members as a part of their orientation. In addition, each year, after the annual election of the officers, the President will have the responsibility of updating the contact information below for each of these individuals.

**Contact Information**

President: John Normand  
1 Richard Street, #1  
Hampton, NH 03842

Vice-President: Mike Gould  
510 Main Dunstable Road  
Nashua, NH 03062

Secretary: Dwayne Robinson  
7 Chatfield Drive  
Litchfield, NH 03052

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## **DOCUMENT DESTRUCTION & RETENTION POLICY**

The Board of Directors of New Hampshire Legends of Hockey (hereinafter "Organization") adopts the following Policy in order to strengthen its existing policies and procedures, maintain and exemplify "best practices," and comply with applicable law<sup>1</sup> and regulation.

1. The Organization's Board, staff and volunteers must be aware that it is a crime to destroy, alter, cover up, or falsify any document<sup>2</sup> (or persuade anyone else to do so) to prevent its use in an official proceeding (for example, litigation or administrative proceeding, governmental investigation, or bankruptcy proceeding).
2. If an official investigation is underway or even suspected, management must stop any document purging in order to avoid criminal charges for obstruction of justice. This includes any automatic deletion or destruction of electronic data, such as e-mail, voice mail or other electronic messages.
3. Similarly, if litigation is reasonably anticipated, document purging must be stopped. This includes any automatic deletion or destruction of electronic data, such as e-mail, voice mail or other electronic messages.
4. The Organization will adopt and maintain a written, mandatory document retention and periodic destruction policy (the "Document Retention Schedule") to help limit accidental or innocent document destruction.
5. The Organization will monitor, justify, and carefully administer the document destruction process.
6. The Organization will maintain appropriate records about its operations and will also regularly dispose of unnecessary and outdated documents in accordance with the Document Retention Schedule.
7. The Board or a Committee of the Board's designation, has responsibility for oversight of compliance with this Policy.

Date Approved: October 13, 2020

Date Last Amended: October 11, 2023

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<sup>1</sup> Nonprofit organizations are required by federal law to adopt a document and retention/destruction policy (Public Company Accounting Reform and Investor Protection Act of 2002, "Sarbanes-Oxley"). This is one of two requirements of Sarbanes-Oxley that apply to nonprofits, which are otherwise not subject to that federal legislation.

<sup>2</sup> "Document" includes email, voicemail and other electronic messages or data.

## **CONFLICT OF INTEREST POLICY**

This Conflict of Interest Policy amends and restates any prior existing Conflict of Interest Policies.

### **ARTICLE I** **PURPOSE**

#### **1. Tax Exempt Organization**

The Directors and Officers of the New Hampshire Legends of Hockey (hereinafter "Organization") may only serve for the tax-exempt purposes of this organization. It is contemplated that the Organization shall not enter into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction.

#### **2. Protect the Organization**

The purpose of this Conflict of Interest Policy is to protect the Organization's interest in the event it should consider such a transaction or arrangement. This policy is intended to supplement but not replace any applicable New Hampshire and federal laws governing conflict of interest applicable to nonprofit organizations.

### **ARTICLE II** **DEFINITIONS**

#### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **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 the Organization or with any entity or individual with which the Organization has a transaction or arrangement,
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating.

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

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### ARTICLE III PROCEDURES

#### 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose in writing the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### 3. Procedures for Addressing the Conflict of Interest

If the Board or Committee decides that a conflict of interest exists, it shall follow these procedures:

- (a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall 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 governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the governing board or committee shall 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. If it can do so with reasonable efforts, the governing board or committee shall choose a more advantageous transaction or arrangement that does not give rise to a conflict of interest over one that does.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a vote of the disinterested directors (1) whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and (2) whether it is fair and reasonable, notwithstanding the conflict of interest.

In conformity with the above determinations, the governing board or committee shall make its decision as to whether to enter into the transaction or arrangement, notwithstanding the conflict of interest, by the following procedures:

- (i) For a transaction less than \$500 in a fiscal year, a simple majority vote of the disinterested directors or committee members is needed.
- (ii) For a transaction involving more than \$500, but less than \$5,000 in a fiscal year, a two-thirds vote of the disinterested directors or committee members is needed.
- (iii) For a transaction involving more than \$5,000 in a fiscal year, a two-thirds vote

of the disinterested directors or committee members is needed, and if there is a two- thirds majority vote of the disinterested directors or committee members to proceed with a transaction or arrangement involving more than \$5,000 in a fiscal year, then publication in a newspaper in general circulation in Hillsborough County, and written notice to the Office of the Attorney General, Charitable Trusts Unit, before consummating the transaction or arrangement is also required.

- (e) In general, it is not considered a prohibited transaction or arrangement if an interested person receives:
  - (1) Reasonable compensation for services as a President or expenses incurred in connection with official duties as a director or officer,
  - (2) A benefit provided by the Organization if:
    - (i) The benefits are provided or paid as part of programs, benefits, or payments to members of the general public; and
    - (ii) The Organization has adopted written eligibility criteria for such benefit in accordance with its bylaws or applicable laws; and
    - (iii) The interested person meets all of the eligibility criteria for receiving such benefit;
  - (3) A benefit pursuant to a continuing transaction entered into by the Organization, merely because a person with a financial interest therein subsequently become an officer, or director of the Organization, but the votes (and notifications, if necessary) specified in Article III,3(d)(i-iii) must still be conducted.

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

- (a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **ARTICLE IV** **PROHIBITED TRANSACTIONS**

#### 1. Loans

The Organization shall not lend money or property to any interested person.

#### 2. Real Estate Transactions

The Organization shall not give to, sell to or lease (for a term greater than five (5) years) any real estate or any interest in real estate from any interested person.

**ARTICLE V**  
**RECORDS OF PROCEEDINGS**

1. Minutes

The minutes of the meetings of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) 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.

2. Reports

The Organization shall maintain a list disclosing each and every transaction or arrangement with an interested person in which a conflict of interest was found, including the names of those to whom the benefit accrued and the amount of the benefit. Such list shall be available for inspection by members of the Board of Directors and by contributors to the Organization. The Organization shall report this list to the Director of Charitable Trusts each year as part of the Organization's annual report, required by N.H. RSA 7:28. In addition, all those who received such benefits 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 N.H. RSA 7:24. All documents so provided may be disclosed to the public for inspection and copying, subject to applicable confidentiality laws.

**ARTICLE VI**  
**COMPENSATION**

1. Board Member Cannot Vote on Own Compensation

A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services, is precluded from voting on matters pertaining to that member's compensation.

2. Committee Member Cannot Vote on Own Compensation

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services, is precluded from voting on matters pertaining to that member's compensation.

3. No Prohibition on Disclosure of Compensation

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**ARTICLE VII**  
**ANNUAL STATEMENTS**

1. Receipt and Understanding of Policy

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of this Conflict of Interest Policy;
- (b) Has read and understands this Policy,
- (c) Has agreed to comply with this Policy, and
- (d) Understands that the Organization is a tax exempt, not-for-profit entity 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.

**ARTICLE VIII**  
**PERIODIC REVIEWS**

1. Biannual Reviews by Board

To ensure the Organization operates in a manner consistent with its tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted at least biannually by the Audit Committee. The periodic reviews shall, at a minimum, including the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and are the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the Organization's not-for-profit, tax exempt purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction.

**ARTICLE IX**  
**USE OF OUTSIDE EXPERTS**

1. Assistance

When conducting the periodic reviews as provided for in Article VIII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

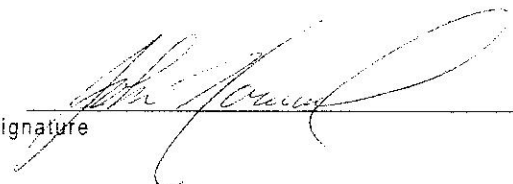
This Conflict of Interest Policy was adopted by a majority vote of the Board of Directors of the Organization on October 13, 2020.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

**ACKNOWLEDGEMENT**

I, JOHN NORMAND, (director's, officer's or committee member's name) hereby acknowledge receipt of the New Hampshire Legends of Hockey Conflict of Interest Policy. I understand its provisions and agree to abide by its terms as long as I hold the position of PRESIDENT (title). I also understand that the New Hampshire Legends of Hockey is a not-for-profit organization and, in order to maintain its federal and state tax exemptions it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Date 1/16/24

Signature 

I hereby disclose information on all associations (all business and not-for-profit organizations), which may involve a possible conflict of interest and will furnish further details upon request. (If none, so state. Do not leave blank.) Feel free to attach additional sheets if you need.

NONE

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

I, JOHN NORMAND, (director's, officer's or committee member's name) hereby certify that the information set forth above is true and complete to the best of my knowledge. I also understand that I am required to disclose any other situation from which a possible conflict of interest might arise in the future.

Date 1/16/24

Signature 