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**BYLAWS OF**  
**DAVID'S HOUSE, INC.**

ARTICLE I  
**Name, Purpose and Offices**

Section 1. **Name and Type.** The corporation shall be a New Hampshire voluntary corporation. Its name shall be David's House, Inc. (hereafter referred to as "DH").

Section 2. **Purpose.** The purpose of DH shall be to provide a home-away-from-home and support for families with children receiving treatment through Children's Hospital at Dartmouth-Hitchcock in Lebanon, New Hampshire -- a home where parents and families can find and give support to their children and to one another -- and to do everything reasonable and lawfully necessary, proper, suitable, and convenient for the achievement of that purpose.

Section 3. **Limitations.** DH is organized exclusively for charitable, religious, educational or scientific purposes, including for such purposes, the making of distributions to organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future Internal Revenue law). No part of the net earnings of DH shall be to the benefit of or be distributed to its Directors, officers, or other private persons, except that DH shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of DH shall be for the carrying of propaganda or otherwise attempting to influence legislation, and DH shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 4. **Offices.** The principal office of DH shall be located at 461 Mount Support Road, PO Box 660, Lebanon, 03766, County of Grafton, State of New Hampshire. DH may have such other offices, either within or without the State of New Hampshire, where it is qualified to do business, as its business may require and as the Board of Directors (hereafter, the "Board") may determine from time to time.

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ARTICLE II

**Members**

Membership in the Corporation having been abolished effective June 24, 2015, the Corporation shall have no members.

ARTICLE III

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ARTICLE IV

**Board of Directors**

Section 1. **General Powers.** The affairs of the Corporation shall be managed by its Board.

Section 2. **Number, Tenure, Qualification, and Manner of Election.** The number of Directors (members of the Board) shall be not more than twenty (20) nor less than ten (10). The Board shall have at least five (5) voting members who are not of the same immediate family or related by blood or marriage. Directors shall be elected by the Board upon nomination by the Governance Committee and shall serve for the longer of: a) three (3) years, or b) until the election and qualification of his or her successor. A Director shall be eligible to serve no more than two (2) consecutive three (3) year terms (a partial term shall not be counted for purposes of this provision). A Director who has served two consecutive three (3) year terms shall be eligible for re-election after having been off the Board for at least one (1) year. The Board terms shall be staggered as much as possible so that approximately one-third (1/3) of the Directors shall be elected annually. If the term of a Director serving or nominated to serve as an officer shall conclude before his or her term as an officer, and the Director is not eligible for an additional regular term as a Director, and if approved by a majority of the Board, that officer may continue to serve as a non-voting ex officio Director during the remainder of his or her term as an officer and another person shall be elected to the Board to serve as Director in the regular rotation of the Board.

Section 3. **Regular Meetings.** Regular meetings of the Board shall be held six (6) times a year (typically January, March, May, June, September, and November) at a place and time to

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be decided upon by the Board. The Board may provide, by resolution, for a different time and place for regular meetings without further notice than by such resolution. Attendance at regular board meetings is imperative to conduct business related to the oversight of the Corporation. Any Director who misses two (2) regularly scheduled board meetings over the course of one (1) year may be subject to removal following the process outlined in Section 10. Removal of Director. By prior arrangement with the President, a Director may participate in a regular meeting by telephone or other electronic means allowing all participants to hear each other.

Section 4. **Special Meetings**. Special meetings of the Board may be called by or at the request of the President or any two (2) Directors, and shall be held at such place and time as the President or Directors may determine. Person or persons calling a special meeting may call for the meeting to be conducted by a means of remote interaction. By prior arrangement with the President, a Director may participate by telephone in a special meeting that is to be conducted in person, provided the Director so arranges with the person or persons calling the meeting.

Section 5. **Notice**. Notice of any special meeting of the Board shall be given at least two (2) days previously thereto by telephone, email or delivered personally to each Director at his or her address as shown by the records of the Corporation.

Section 6. **Quorum**. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors is present at any meeting, a majority of the Directors present may adjourn the meeting without further notice. Written, email, or telephone proxies shall be counted in determining the existence of a quorum.

Section 7. **Board Decisions**. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

Section 8. **Action Without a Meeting**.

Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if the action is taken by unanimous consent of all Directors evidenced by one or more written consents describing the action taken, signed by each Director, and included with the minutes or filed with the records of the Corporation. Action taken by consents is effective when the last Director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be described as such in any document.

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Consents may be transmitted electronically by email or other means, provided they bear sufficient evidence of the Director's signature.

Section 9. **Proxies**. At any regular or special meeting of the Board, a Director entitled to vote may vote by telephone, email or by proxy executed in writing by that Director.

Section 10. **Removal of Director**. Any Director may be removed from the Board by an affirmative vote of two-thirds (2/3) of all of its members entitled to vote. Such action may be taken at any regular meeting or any special meeting at which due notice of the proposed removal shall have been given to the Directors together with or as part of the notice of the meeting. Such removal may be accomplished with or without cause, but the Director involved shall be given an opportunity to be present and to be heard at the meeting at which his removal is considered. The removal of a Director may be initiated at a regular meeting of the Board by a motion made at the meeting, at a special meeting, or by petition signed and submitted to the Secretary by not less than twenty-five percent (25%) of the voting Board members. More than one Director may be considered for removal under a single motion or by a single petition for removal, but vote on the motion of petition for removal shall be separate as to each Director.

Section 11. **Vacancies and New Directorships**. The Board shall elect Directors to fill any vacancies on the Board. A Director so elected shall serve for the unexpired term of his/her predecessor in office. The Board may also elect Directors to fill new directorship positions on the Board. The term of a new directorship position shall be determined by a vote of the Board, but in no event shall the term exceed three (3) years.

Section 12. **Compensation**. No member of the Board shall receive a salary or other compensation for his/her services.

Section 13. **Travel Expense and Reimbursement**. Each member of the Board will pay for his/her own travel expenses related to the performance of the member's Board duties. All travel and related expenses associated with official DH's affairs will not be reimbursed by DH except in certain extraordinary circumstances (e.g., financial hardship, conference attendance). Itemized expenses noting the purpose of the travel should be submitted to the Board Treasurer accompanied by receipts evidencing such expenses. The Board will determine in its absolute discretion whether to reimburse such expenses.

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Section 14. **Responsibilities.** Each member of the Board is expected to support the Corporation as follows:

- i. be fully acquainted with DH history, purpose, objectives, programs and finances;
- ii. comply with all DH policies including the DH conflict of interest policy;
- iii. serve on at least one (1) standing committee;
- iv. represent DH at events; and
- v. fulfill those additional duties and requirements as set out in these Bylaws and any other Board member responsibilities document(s).

## ARTICLE V

### **Officers**

Section 1. **Officers.** The officers of the Board shall be a President, two (2) Vice Presidents, a Secretary, a Treasurer, an Immediate Past President (if applicable), and such other officers as may be elected or appointed by the Board, all of whom shall be Directors at all times they serve as officers, except as provided in Article IV, Section 2.

Section 2. **Election and Term of Office.** The officers of the Board are nominated by the Governance Committee and elected by an affirmative vote of two-thirds (2/3) of members of the Board entitled to vote at the Board's regular meeting, and with the exception of the Immediate Past President, shall hold office for one (1) year and/or until their successors are elected or appointed and qualified. An officer may succeed himself/herself in the same office for two (2) additional terms. After being out of that office for at least one (1) term, a person may again be elected to that office. The same person may simultaneously occupy more than one office except for the President, who shall not hold either the office of Treasurer or Secretary.

Section 3. **Removal.** Any officer elected or appointed by the Board may be removed by the Board by affirmative vote of two-thirds (2/3) of all of its members entitled to vote whenever in its judgment the best interests of DH would be served thereby. The officer involved shall be given an opportunity to be present and heard at the meeting at which his or her removal is considered.

Section 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board for the unexpired portion of the term.

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Section 5. **Powers and Duties.**

A. **President.** The President of the Board shall be the Corporation's principal executive officer and shall have the following specific powers and duties:

1. To preside at all meetings of the Board and the Executive and Compensation committees.
2. To appoint all committee chairs, with the exception of the Finance committee.
3. To see that all orders and resolutions of the Board are carried into effect.
4. To have general supervision and direction of all the other officers of DH, and of the agents and employees thereof, and to see that their respective duties are properly performed.
5. To meet regularly with the Executive Director and conduct his/her performance review.
6. To review and discuss with the Executive Director the performance reviews of all other staff of DH.
7. To operate and conduct the business and affairs of DH according to the orders and resolutions of the Board, and according to his or her own discretion whenever and wherever it is not expressly limited by such orders and resolutions.
8. To submit a report of the operations of DH to the Directors at regular meetings of the Board, and from time to time to report to the Board of Directors all matters within his or her knowledge that in the best interest of DH should be brought to their attention.

In addition to the foregoing, the President shall have such other powers, duties and authority as may be set forth elsewhere in these Bylaws or as may be prescribed by the Board from time to time.

B. **Vice Presidents.** The Board Vice Presidents shall exercise the powers and perform the functions that from time to time are assigned to them by the President or the Board. The Vice Presidents shall have the powers and shall exercise the duties of the President assigned to him or her by the Board whenever the President, by reason of illness or other disability or absence, is unable to act, and at other times when specifically directed by the President or the Board.

C. **Secretary.** The Board Secretary shall be the custodian of and shall maintain the DH books and records and shall be the recorder of all DH formal actions and transactions. The Secretary shall have the following specific powers and duties:

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1. To record or supervise the proper recording of the minutes and transactions of all meetings of the Directors, and to maintain separate books at the principal office of DH, or such other place as the Board may order of all such meetings in the form and manner required by law.
  2. To keep at the principal office, open to inspection by Directors at all reasonable times, the original or a certified copy of the Bylaws of the Corporation as amended or otherwise altered.
  4. To attend to the giving and serving of all notices of the Corporation required by law or these Bylaws.
  5. To attend to such correspondence and make such reports as may be assigned to him/her.

In addition to the foregoing, the Secretary shall have such other powers, duties, and authority as may be set forth elsewhere in these Bylaws and as may be prescribed from time to time by the President or the Board.

D. **Treasurer.** The Board Treasurer shall be the chief fiscal officer and custodian of the Corporation's funds, securities and property. The Treasurer will serve as the Chairperson of the Finance Committee, and have the following specific powers and duties:

1. To keep and maintain, open to inspection by the President and any Director, at all reasonable times, adequate and correct accounts of the financial books and records, properties and business transactions of DH, which shall include all matters required by law and which shall be in form as required by law.
2. To oversee the custody, maintenance, and regulatory compliance of all balance sheet assets and liabilities, net assets, and related transactions; to ensure all revenue and donor funds are accounted for properly and that disbursement of DH funds are reasonable and necessary expenses to the organization.
3. To ensure that all federal and state reporting requirements are met and that the organization maintains financial statements in accordance with Generally Accepted Accounting Principles (GAAP).

In addition to the foregoing, the Treasurer shall have such other powers, duties and authority as may be set forth elsewhere in these Bylaws, and as may be prescribed from time to time by the President or the Board.

E. **Immediate Past President.** The outgoing President will continue to serve on the Board as the Immediate Past President for one (1) year following the end of his/her term. The Immediate Past President will act as a resource to the Executive Committee, if called upon.

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F. **Executive Committee.** The President, Vice Presidents, Secretary, Treasurer, and Executive Director (without voting privileges) shall constitute an Executive Committee, which shall be authorized to exercise the powers of the full Board between regular meetings of the Board when it is impractical, in the view of the President (or in the absence or unavailability of the President, a Vice-President), to call a special meeting of the Board. Any action taken by the Executive Committee shall be presented to the Board at its next regular or special meeting and shall be included in the minutes or other records of Board actions.

ARTICLE VI  
**Indemnification**

Each Director and officer of the Board now or hereafter serving as such shall be indemnified by DH against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served in good faith and within the scope of his/her responsibilities as such Director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him/her as such Director or officer. DH shall reimburse each such person for all legal expenses reasonably incurred by him/her in connection with any such claim or liability, with this proviso: that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his/her own criminal conduct, willful misconduct, or gross negligence.

ARTICLE VII  
**Committees and Policies**

Section 1. **Committees.** The Board, at its discretion, may constitute and appoint committees to assist in the supervision, management, and control of the affairs of DH, with responsibilities and powers appropriate to the nature of the several committees and as provided by the Board in the resolution of appointment or in subsequent resolutions and directives. Each committee so constituted and appointed by the Board shall serve at the pleasure of the Board and its Directors. Except for an executive committee, Committees may have, in addition to a majority of Director members, such further persons as the Board may designate. In addition to such obligations and functions as may be provided expressly by the Board, each committee so constituted and appointed by the Board shall from time to time report to and advise the Board on



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affairs within its particular area of responsibility and interest. The Board may provide by general resolution applicable to all such committees for the organization and conduct of the business of the committees. The designation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed on it or him/her by law.

Section 2. **Policies.** The Board, in its discretion, may implement and adopt policies to further define the goals and operations of the Corporation including policies related to charitable giving, financial management, record retention, conflicts of interest, whistleblower, employee conduct and other policies related to matters pertinent to DH. Policies may be implemented, revoked or amended by the Board at any time in its sole discretion.

## ARTICLE VIII **Certificates of Shares**

The Corporation has no shares and shall not issue share certificates.

## ARTICLE IX **Contracts, Checks, Deposits, Gifts and Expenditures**

Section 1. **Contracts.** The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of DH, and such authority may be general or may be confined to specific instances.

Section 2. **Checks, Drafts or Orders.** All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of DH shall be signed by such officer or officers, agent or agents of DH and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President of the Board.

Section 3. **Deposits.** All DH funds shall be deposited from time to time to the credit of DH, in such banks, trust companies, or other depositories as the Board may select.

Section 4. **Gifts.** The Board may accept or decline on behalf of DH any contribution, gift, bequest, or devise in accordance with DH's gift acceptance policy.

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Section 5. **Approval of Expenditures.** Any proposed expenditure of \$250,000 or more requires an affirmative vote of two-thirds (2/3) of the members of the Board entitled to vote, the notice of which has specified the details regarding the proposed expenditure.

ARTICLE X

**Books and Records**

DH shall keep: (i) correct and complete books and records of accounts; (ii) minutes of the proceedings of its Board and committees; and (iii) at its principal office, a record giving the names and addresses of the Directors entitled to vote. All books and records of DH are open to inspection by a Director or his/her agent or attorney upon reasonable written request to the Executive Director or Board President.

ARTICLE XI

**Fiscal Year**

The fiscal year of DH shall be from July 1 to June 30.

ARTICLE XII

**Amendment of Bylaws**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by: (1) a majority of the Directors of the Board present at any regular meeting or at a special meeting, if at least seven (7) days' written notice is given to all Directors of intention to alter, repeal, or adopt new Bylaws at such meeting, or (2) an affirmative vote at any regular meeting of two-thirds (2/3) of all of the Directors of all of the Board entitled to vote.

ARTICLE XIII

**Conflicts of Interest and Pecuniary Benefit Transactions**

The Directors, officers, and employees of DH have a responsibility to avoid conflicts of interest and the appearance of such conflicts, and to transact the affairs of DH honestly and

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economically in accordance with applicable laws, regulations and DH's conflicts of interest policy and in a manner which promotes the best interests of DH.

ARTICLE XIV

**Waiver of Notice**

Whenever any notice is required to be given under the provisions of Chapter 292 of the New Hampshire Revised Statutes Annotated or these Bylaws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV

**Dissolution**

Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of DH, in such manner or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of DH is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.