

BY-LAWS
Of
DOVER BUSINESS AND INDUSTRIAL DEVELOPMENT AUTHORITY

ARTICLE I: Name

The name of the Corporation shall be the "Dover Business and Industrial Development Authority." The Corporation was formed pursuant to RSA 162-G and RSA 292:1.

ARTICLE II: Location and Purpose

The principal place of business of the Corporation shall be 288 Central Avenue, Dover, County of Strafford, and State of New Hampshire, 03820.

The purposes of the Corporation shall be to foster and encourage the development of business and industrial facilities within the City of Dover and all other permissible purposes stated in RSA 162-G.

ARTICLE III: Corporate Seal

The seal of the Corporation shall be in circular form and bear the name of the Corporation and such other device or inscription as the Directors may determine.

The form of the seal may be changed by the Directors at any time.

ARTICLE IV: Appointment of Directors

The Dover Business and Industrial Development Authority shall consist of a Board of Directors of not less than nine (9) members appointed for three (3) year terms by the City Council. All Directors shall attend at least one-half (1/2) of the meetings in a calendar year. The appointment of a Director shall automatically expire if the Director fails to attend the minimum number of meetings in a calendar year.

A majority of the Board shall be Dover residents.

Directors shall be appointed by the Dover City Council.

The initial terms of Board members shall be staggered, so that 1/3 of the Board members will be appointed every year.

The City Manager, the Mayor, the Economic Development Director, and the Finance Director shall be *ex officio* non-voting members of the Board of Directors.

All vacancies shall be filled for the balance of any expired terms.

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Adopted 7-13-2006

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Amended 5-7-2009

ARTICLE V: Quorum

A quorum shall consist of a majority of the voting Directors. All actions shall be authorized by resolutions of the Board passed on the affirmative votes of at least a majority of the Directors present and voting, provided a majority of those voting reside in Dover.

ARTICLE VI: Powers of the Corporation

The Corporation shall have all of the powers granted under New Hampshire Revised Statutes Annotated Chapter 162-G.

ARTICLE VII: Meetings

Section 1: The Corporation shall meet a minimum of once per quarter. In addition, the Board shall meet at such other times as set by the Board. All meetings shall be in Dover at a location selected by the Board of Directors. Notice of meetings shall be sent to each Director at least five (5) days prior to the meeting. An agenda shall accompany the meeting notice. Notices shall be published in at least two (2) public places. All meetings shall be open to the public unless the Corporation shall meet in non-public session pursuant to RSA 91-A.

Section 2: Special meetings may be called by giving notice as set forth in Section 1. above at the request of the Chairman, Vice Chairman, Clerk, and/or any five (5) Directors.

Section 3: An annual meeting shall be held during the month of March.

The business shall include a review of the financial records of the Corporation, preparation of the budget for City Council approval, election of officers for the ensuing year, and filing of an achievement report of the Chairman.

Section 4: Meetings shall be conducted in accordance with Roberts Rules of Order.

ARTICLE VIII: Officers

Section 1: Election and Terms of Officers. The officers of the Board shall be chosen at the annual meeting of the Board of Directors, by majority vote, and such officers shall hold office for one year. In the event that such elections are not held at the annual meeting for whatever reasons, existing officers shall continue to serve until their successors are elected and any vacancies shall be filled.

Section 2: Chair

The Chair shall be the chief executive officer of the Corporation and shall preside at all meetings of the Directors when present. The Chair or Vice Chair, unless some other person is thereunto specifically authorized by vote of the Directors, shall sign all certificates of bonds issued by the Corporation, and all deeds and contracts to be executed on the part of the Corporation. The Chairman shall perform such other duties and have such other powers as the Directors may from time to time designate.

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Section 4. Clerk. The Clerk of the Corporation shall be chosen annually by the Directors and shall hold office for one (1) year or until the selection of a successor. The Clerk shall be an inhabitant of the State of New Hampshire and shall keep and maintain his office there. The Clerk shall keep, or cause to be kept the minutes of the meetings of Directors in files provided for that purpose. The files shall be open at all reasonable times to the inspection of any Director. The Clerk shall perform all the other duties and have such other powers as the Directors may from time to time designate. In the absence of the Clerk from any meeting, a Clerk pro tempore may be chosen, who shall record the proceedings of such meetings for the files. The Clerk and any Clerk pro tempore shall be sworn to the faithful discharge of his/her duties.

Section 5. Treasurer

The Treasurer shall have the care and custody of the Corporation and shall have and exercise under the supervision of the Directors all the powers and duties commonly incident to his office, and may be required by the Directors to give bond in such sum and with such sureties as may be satisfactory to them. He/she shall have the custody of the Corporate seal and all of the money, funds and valuable papers and documents of the Corporation, except his/her own bond, which shall be in the custody of the Chairman. He/she shall deposit all the funds of the Corporation in such banks, trust company or companies, or with such firm or firms doing banking business, as the Directors may designate. He/she may endorse for deposit or collection all notes, et cetera, payable to the Corporation or its order, and may accept drafts on behalf of the Corporation. He/she shall keep accurate books/ files of account of the Corporation's transactions, which shall be the property of the Corporation, and together with all its property in his possession, shall be subject at all times to the inspection and control of the Directors. All checks, drafts, notes or other obligations for the payment of money shall be signed by the Treasurer, except as the Directors may otherwise especially order. Checks and drafts need not be countersigned, as a condition of their validity, by the Chairman, Vice Chairman, or such other officer or agent as the Directors shall by resolution direct. The Finance Director of the City of Dover, or his designee, shall be the Treasurer.

ARTICLE IX: Committees

Section 1. The Executive Committee shall be a standing Committee and shall consist of the Chair, the Mayor of the City of Dover, and the City Manager, or designee, and two (2) other authority members appointed by the Chairman. During the intervals between meetings, the Executive Committee shall have the powers of the Board to act on policies, programs and budget previously established by the Board. A quorum of the Executive Committee shall consist of three voting members. The Clerk shall attend and record the minutes.

Section 2. The Chair from time to time may establish standing ad hoc committees as required to conduct the business of the Authority and to act within the scope of their charge as delegated by the Authority. The Chair shall appoint, remove or approve the members thereof and the Chair thereof.

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Section 3. Committees shall meet at the call of the committee chair and shall institute and direct studies and present reports to the members of the Board with a recommendation for a course of action where appropriate.

Section 4. Subject to veto by the Board or Executive Committee, the Chair of the Board or Committee Chair may add non-members to the various committees, but the majority of members of any committee and its chair shall be members of the Authority.

Section 5. The Chair shall be an ex-officio member of all committees and the Chair and Clerk shall receive notice of all committee meetings.

ARTICLE X: *Employment of Assistants, Agents and Consultants*

The Directors may employ such agents, assistants and consultants as they deem necessary and/ or desirable to carry on its purposes, including but not limited to the following:

Liaison personnel to coordinate with Federal, State, and Municipal or organizations, governmental and private in nature;

Personnel to coordinate activities with the City of Dover and its environs relating to economic development;

Such personnel as are necessary to prepare preliminary reports to be submitted to the City Council for proposed projects.

ARTICLE XI: *Compensation of Directors*

The Directors shall receive no compensation, nor shall they engage in any activity which would create a conflict of interest as defined under New Hampshire Law.

ARTICLE XII: *Amendments*

These By-Laws may be amended, added to, altered or repealed at any meeting of the Directors, provided notice of the proposed amendment, addition, alteration or repeal is given in the notice of said meeting.

ARTICLE XIII: *Validity*

If any section of these By-Laws shall be deemed inconsistent with any statute of law and be declared invalid, then such section shall be deleted from said By-Laws, but shall not affect the validity of the remaining By-Laws.

