

MINUTES
EXECUTIVE COMMITTEE
Rockingham Planning Commission
March 24, 2021

Remote Meeting via ZOOM conference call per RSA 91-A:2, III(b) the
RPC Chair declared the COVID-19 Outbreak an Emergency and has
Waived the requirement that a quorum be physically present at the meeting

Committee Members present: R. McDermott (Chairman); A. Davis (Vice Chair); G. Coppelman (Secretary); M. Turell (Treasurer); B. Kravitz (Past Chair); L. Cushman, M. McAndrew, B. Moreau, T. Moore, J. Doggett (Members at Large)

Staff: T. Roache (Executive Director); A. Pettengill (Business Manager)

1. Chairman McDermott called the meeting to order at 4:34 p.m. and announced the meeting was being conducted via ZOOM conference call per RSA 91-A:2 III (b).

2. Minutes of February 24, 2021

Turell moved to approve the Minutes of February 24, 2021 as presented; Doggett seconded. Roll Call attendance and vote was taken. SO VOTED.

3. Financial report February/RPC Dashboard

Roache noted that February was a typical month and revenue and expenses look good overall. He did not have a Dashboard to distribute but bank balances are steady, newsletter viewing is consistently good around 30%, and staff continue to work to complete projects.

4. Committee Updates

- a) Legislative Committee Report: Roache stated that the Committee met this week and narrowed the list of Bills to watch. Moore stated that Bills of interest will be emailed to Commissioners and member communities and several of the more town-related Bills will include a hyperlink so a town can get more information on those.
- b) Nominating Committee Report: Roache stated that the Nominating Committee just met before this meeting and nominated a slate of officers for FY 22. The Slate will be presented at the next Executive Committee meeting. He noted Phil Wilson will no longer be a commissioner and there are other committee vacancies to deal with as well. He also noted that solicitation of Hayden & Quinlan awards will be forthcoming.

5. Old Business

- a) COVID 19 RPC Operations: Roache informed the Committee that staff will be fully vaccinated by May so he is making plans to come back to the office soon. However, He isn't sure an in-person June Commission meeting will be possible.
 - b) 501c3 Update: Roache stated that the Bylaws are being updated to reflect the RPC. Moreau is helping to edit. Bylaws should be ready for the April Executive Committee meeting and then the 501c3 can convene and adopt their Bylaws.
6. New Business
- a) FY 2022 Budget First Look: Roache reviewed expected funding from NHDOT and other State funds. He explained how dues is allocated for match support and regional and town projects. He also stated there is currently a deficit of revenue for the new fiscal year but this is only a first look and its common for more revenue sources to surface between now and July 1st.
 - b) IT/Server Migration to Cloud: Roache stated that the RPC IT work is done by Rob Pruyne and he has done an outstanding job, sometimes with little resources. He will be working at moving our server to the Cloud and updating our internet service. Call Tower will host our Server. At the same time, staff will be working on an IT Policy as an update to the Personnel Policy.
 - c) Commissioner Skills Survey: Staff is looking to find out what skills Commissioners may have that could help the RPC. He asked for input on the attached Survey. Turell suggested there be an option for "some" skill in any given topic and not just Yes/No. Moreau concurred and suggested there also be a section to explain your skill level or experience. Doggett suggested a cover letter be included that explains what will be done with the information will also be helpful. Roache thanked the Committee for their input and stated he'll bring it back again for review after those changes are made. Moreau also suggested that the Executive Committee be used for a beta test.
 - d) April Commission Meeting: Wednesday, April 14th: topics will be MPO and Commission, and possibly information about Salem's Workforce Housing ordinance.
7. Public Comment: Kravitz asked how the change in Office of Strategic Initiatives will affect the RPC. Discussion followed. McDermott noted that NHDOT sent out a letter that the environmental assessment of the Hampton bridge is available.

Meeting adjourned at 5:45 p.m.

Respectfully submitted,
Annette Pettengill, Recording Secretary

Rockingham Planning Commission
Financial Statement
Budget vs. Actual
March 2021

	March 2021	YTD FY 21	Amendment #1 FY 21 Budget	Balance	% Budget
RESOURCES					
Federal Contracts	\$ -	\$ -	\$ -	\$ -	
Grants	\$ -	\$ -	\$ -	\$ -	
Local Dues	\$ -	\$ 167,689	\$ 167,688	\$ (1)	100.0%
Other Income	\$ -	\$ -	\$ 4,000	\$ 4,000	0.0%
Local Planning Contracts	\$ 12,560	\$ 158,343	\$ 159,245	\$ 902	99.4%
State Contracts	\$ 69,063	\$ 485,543	\$ 880,493	\$ 394,950	55.1%
Total RESOURCES	\$ 81,623	\$ 811,575	\$ 1,211,426	\$ 399,851	67.0%
EXPENSES					
Newspaper/Media	\$ -	\$ -	\$ 1,000	\$ 1,000	0.0%
Contracted Printing	\$ -	\$ 349	\$ 2,000	\$ 1,651	17.5%
Contracted Services	\$ 2,475	\$ 65,729	\$ 132,731	\$ 67,002	49.5%
Total Salaries	\$ 52,999	\$ 504,693	\$ 677,408	\$ 172,715	74.5%
Travel	\$ -	\$ 15	\$ 7,000	\$ 6,985	0.2%
Reconciliation Discrepancies			\$ -	\$ -	
Payroll Processing Fees	\$ 39	\$ 363	\$ 500	\$ 137	72.6%
Janitorial	\$ -	\$ 540	\$ 2,000	\$ 1,460	27.0%
Accounting	\$ -	\$ -	\$ 300	\$ 300	0.0%
Audit	\$ -	\$ 8,900	\$ 12,000	\$ 3,100	74.2%
Bank & Service Charges	\$ -	\$ 13	\$ 350	\$ 337	3.7%
**Dues & Subscriptions	\$ 95	\$ 10,488	\$ 18,000	\$ 7,512	58.3%
Employee Co Contrib of Benefits	\$ -	\$ -	\$ -	\$ -	
C Deferred Comp 457	\$ 2,016	\$ 20,680	\$ 27,404	\$ 6,724	75.5%
C Dental Insurance	\$ 606	\$ 5,822	\$ 8,000	\$ 2,178	72.8%
C Health Ins.	\$ 3,894	\$ 36,042	\$ 46,931	\$ 10,889	76.8%
C Life Insurance	\$ 78	\$ 718	\$ 1,180	\$ 462	60.8%
C LTD Insurance	\$ 121	\$ 1,091	\$ 1,444	\$ 353	75.6%
C NH Retirement 414E	\$ 3,674	\$ 32,565	\$ 45,084	\$ 12,519	72.2%
C STD Insurance	\$ 77	\$ 713	\$ 1,176	\$ 463	60.6%
**Equipment	\$ -	\$ 4,107	\$ 5,000	\$ 893	82.1%
**Equipment & Software Maint.	\$ 270	\$ 6,283	\$ 17,500	\$ 11,217	35.9%
General Insurance	\$ 296	\$ 2,618	\$ 4,000	\$ 1,382	65.5%
Misc	\$ 6	\$ (2,694)	\$ 2,000	\$ 4,694	-134.7%
**Office Supplies	\$ 80	\$ 1,070	\$ 10,000	\$ 8,930	10.7%
Payroll Expenses (C Portion)					
P/R Taxes - Other	\$ 4,031	\$ 38,272	\$ 50,904	\$ 12,632	75.2%
SUTA	\$ 155	\$ 1,395	\$ 501	\$ (894)	278.4%
**Postage	\$ -	\$ 100	\$ 1,000	\$ 900	10.0%
Rent	\$ 4,306	\$ 38,628	\$ 51,546	\$ 12,918	74.9%
Telephone & Internet	\$ 365	\$ 3,231	\$ 4,100	\$ 869	78.8%
**Training & Workshops	\$ 285	\$ 635	\$ 5,000	\$ 4,365	12.7%
Utilities	\$ 457	\$ 3,644	\$ 7,100	\$ 3,456	51.3%
Total EXPENSES	\$ 76,323	\$ 786,010	\$ 1,143,159	\$ 357,149	68.8%
	\$ 5,299	\$ 25,565			
Unobligated Funds			\$ 68,267	\$ 68,267	
Fund Balance Accrual	\$ -		\$ -	\$ -	
			\$ -	\$ -	
Balance	\$ 5,299	\$ 25,565	\$ 1,211,426	\$ 25,565	

NOTE: March 31st is 75% through the fiscal year

** Direct & Indirect

Last Statement - March 31, 2020	
Bank Checking	
Beginning Balance	\$101,380.80
Deposits	\$ 29,563.73
Payments	\$ 85,047.55
Ending Balance	\$45,896.98
Other Accounts	
Line of credit (\$30,000) activated?	\$0.00
Holding Account Beginning	\$21,650.00
Holding Account Ending	\$21,650.00
Operating Expenses In Reserve	<1 month
Public Outreach	
<p>Social Media Narrative: Future of Newton; CILUG Press Release; Thank you to Phil; Portsmouth Affordable Housing; NH Climate Summit</p> <p>Website: Most page views: home page (1234); Maps and Data/Resources (131); Communities/East Kingston (129); Staff (124); Maps and Data (79); Communities/South Hampton (75); Maps and Data/Maps (75); Sustainability – CILUG (66); Maps and Data/Web Maps (57); Communities/Newington (47)</p>	

March	
Staff Presentations / Activities	
Seacoast Transportation Corridor Vulnerability Project Call	
Drinking Water Commission	
CAW Outreach	
Exeter and Seacoast Workforce Housing	
Offshore Wind Advisory Commission	
Seacoast Economy Calls	
ACEC Conference Presentation Seacoast Transportation Corridor Project	
Web and Social Media Stats	
theRPC.org -- Sessions	1100 sessions (-10%)
theRPC.org -- Users	935 Users (<0%)
Newsletter Engagement	29% open rate (-) 130 opened (-) 17 clicks (-)
Twitter Impressions	4677 Impressions (+44%) 358 follows (+7)
Facebook Engagement	54 Page Views(++) 433 Engagements (++)

Budget Narrative

Bank Balance/Cash on hand:	Cash reserves remain at a minimum level. We have less than one month of operating expenses on hand. Cash on hand is adequate to maintain payroll.
Payables and Receivables:	Remains current to be paid/received within 30 days.
FY21 Working Budget:	Current working budget has a potential net reserve of \$71,919 However, not expecting to realize that full amount. Additional funds will carry over.

FY21 Working Budget

Funding Sources		Expenses	
Local Dues	\$ 167,688.00	Personnel and Benefits	\$ 809,974.73
Transportation	\$ 649,596.00	Contracted Services	\$ 131,731.00
State	\$ 11,111.00	Rent	\$ 51,546.00
Local Contracts	\$ 164,245.00	Office Expenses	\$ 28,200.00
Federal	\$ 219,786.00	Business Expenses	\$ 121,055.00
Misc	\$ 4,000.00	Miscellaneous	\$ 2,000.00
Total Revenue	\$ 1,216,426.00	Total Exepnses	\$ 1,144,506.73

Potential Reserve

Potential Reserve		\$71,919.27
Potential New Revenue		
North Hampton GIS*	\$ -	
Hampstead Master Plan*	\$ -	
PREP Local Tech Assistance	\$ 10,000.00	
NSF Coastal HUB (\$200,000 4 years)	\$ 25,000.00	
604B	\$ -	
NOAA - Home Elevation	\$ -	
ESLR Pavement (4 years)	\$ 4,000.00	
ESLR Beach Erosion (4 years)	\$ 4,000.00	
	\$ 43,000.00	

* reflected in working budget

A. THE ROCKINGHAM PLANNING FOUNDATION

Statement of Incorporators

The undersigned, being all the incorporators of The Rockingham Planning Foundation, a New Hampshire non-profit corporation (the "Foundation"), pursuant to the provisions of Chapter 292 of the New Hampshire Revised Statutes Annotated, hereby take the following action in lieu of holding the organization meeting of the incorporators of the Foundation:

WHEREAS, the Foundation was duly formed on December 21, 2020, by filing the Articles of Agreement with the Secretary of State of New Hampshire and by paying the necessary fees; and

WHEREAS, the incorporators now desire to adopt Bylaws for the Foundation and appoint the initial Directors of the Foundation, it is hereby

RESOLVED, that the By-laws attached to this Statement of Incorporators as Attachment 1 are hereby adopted as the By-laws of the Foundation; and

FURTHER RESOLVED, that the following persons, having consented to serve as directors of the Foundation, are hereby appointed the initial directors of the Foundation, to hold office until their successors are duly elected and qualify:

Richard McDermott, 26 Coach Lane, Hampton Falls, NH 03844

Alan Davis, 17 Timberland Road, Hampstead, NH 03841

Glenn Coppelman, 108 Exeter Road, Kingston, NH 03848

Mike Turell, 3 Woodlawn Avenue, Atkinson, NH 03811

Barbara Kravitz, 8 St. Cyr Drive, Hampton, NH 03842

FURTHER RESOLVED, that this Statement of Incorporators may be executed in counterparts, each of which shall be deemed an original, but all of which together constitute one and the same agreement. This Agreement may be delivered by electronic transmission, and electronic signatures shall be as binding as original signatures.

Date as of January 5, 2021

Signature: _____, Incorporator
Richard McDermott

Signature: _____, Incorporator
Alan Davis

Signature: _____, Incorporator
Glenn Coppelman

Signature: _____, Incorporator
Mike Turell

Signature: _____, Incorporator
Barbara Kravitz

Signature: _____, Incorporator
Tim Roache

Signature:  _____, Incorporator
Roger D. Wiegley

**Bylaws of
The Rockingham Planning Foundation
A New Hampshire Non-Profit Corporation**

ARTICLE 1

OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Rockingham County, New Hampshire.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The board of directors may, however, change the principal office from one location to another within the named county. Initially, the principal office of the corporation shall be 156 Water Street, in the Town of Exeter, Rockingham County, New Hampshire, 03883.

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, 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 may, from time to time, designate.

ARTICLE 2

PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The objectives and purpose of the corporation shall be limited to the promotion, and mobilization of private sector funding to support coordinated planning for housing, land use, transportation access, resiliency to climate change and environmental protection to benefit the citizens and communities of the Rockingham Planning Commission planning region, thereby intending to lessen the burdens of government, combat community deterioration and aid in meeting the needs of underprivileged populations within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code. To accomplish its purpose, the corporation may solicit funds, real property or personal property in its own name.

Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE 3

DIRECTORS

SECTION 1. NUMBER

The corporation shall have five directors and collectively they shall be known as the board of directors. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

SECTION 2. POWERS

The activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the board of directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- (c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these bylaws;
- (e) Register their addresses with the secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Terms of Office for each director will follow Article VI: Election and removal of Officers and Executive Committee Members, section of the Rockingham Planning Commission Bylaws.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular

duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any non-director capacity unless such compensation is reasonable. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of New Hampshire that has been designated from time to time by resolution of the board of directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting can hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- c) The corporation adopts and implements some means of verifying (1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and (2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of directors shall be held quarterly and concurrent with the Rockingham Planning Commission Executive Committee and annually they will hold a meeting that is open to the public.

SECTION 9. SPECIAL MEETINGS

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of New Hampshire, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail, or forty-eight (48) hours' notice delivered personally or by telephone or email. If sent by first-class mail, the notice shall be deemed to be delivered on its deposit in the mails. If sent by email, the notice shall be deemed to be delivered when sent. Such notices shall be addressed to each director at his or her postal address or email address, as applicable, as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meetings to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any board meeting shall be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the directors.

Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors' present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated or, in his or her absence, the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors' present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

SECTION 15. VACANCIES

Vacancies will follow Article VI: Election and removal of Officers and Executive Committee Members, section of the Rockingham Planning Commission Bylaws.

In the event a vacancy occurs in any office during the term of office, the RPC Executive Committee may select a nominee to fill the balance of that term of the vacant Rockingham Planning Foundation director for confirmation at a subsequent full RPC Commission meeting. Other nominations may be made at the meeting.

SECTION 16. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of New Hampshire law.

SECTION 18. INSURANCE FOR CORPORATE AGENTS

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of New Hampshire law.

ARTICLE 4

EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 4. GIFTS

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 5

CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors and committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (d) A copy of the corporation's articles of incorporation and bylaws and any amendments to either of them.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 3. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records

of the corporation.

ARTICLE 6

FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE 7

CONFLICT OF INTEREST

SECTION 1. CONFLICT OF INTEREST POLICY

The Directors may not hold a position, either paid or volunteer, that directly conflicts with the purpose and objectives of the Corporation. A Director may not publicly represent the Corporation in situations that are contrary to the purpose and objectives. Any possible conflict of interest on the part of any Director shall be disclosed to the Board in writing and made a matter of record.

This conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

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.

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.

SECTION 2. PERIODIC REVIEWS

To ensure the corporation operates in a manner consistent with charitable purposes and

does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.

ARTICLE 8

AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

These bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the board of directors.

**Rockingham Planning Commission
DRAFT FY 22 Revenue**

Resources FY2022			
	Revenue	Match/Dues Allocation	Contracted Services
Total Dues	\$ 159,932.25		
1004 NHDOT	\$ 570,655.00	\$ 63,407.00	\$ 30,000.00
2011 TBG	\$ 11,111.00		
Tufts Age Friendly	\$ -		
Dues Allocation			
4001 Town of Atkinson		\$ 1,276.00	
4002 Town of Brentwood		\$ 828.00	
4004 Town of East Kingston		\$ 443.00	
4005 Town of Epping		\$ 1,284.00	
4006 Town of Exeter		\$ 2,809.00	
4007 Town of Fremont		\$ 868.00	
4008 Town of Greenland		\$ 757.00	
4009 Town of Hampstead		\$ 1,599.00	
4010 Town of Hampton		\$ 2,786.00	
4011 Town of Hampton Falls		\$ 423.00	
4012 Town of Kensington		\$ 390.00	
4013 Town of Kingston		\$ 1,142.00	
4014 Town of New Castle		\$ 177.00	
4015 Town of Newfields		\$ 315.00	
4016 Town of Newington		\$ 146.00	
4017 Town of Newton		\$ 911.00	
4018 Town of North Hampton		\$ 837.00	
4019 Town of Plaistow		\$ -	
4020 City of Portsmouth		\$ 4,053.00	
4028 Town of Raymond		\$ 1,903.00	
4021 Town of Rye		\$ 1,005.00	
4022 Town of Salem		\$ 5,406.00	
4023 Town of Sandown		\$ 1,179.00	
4024 Town of Seabrook		\$ 1,629.00	
4025 Town of South Hampton		\$ 151.00	
4026 Town of Stratham		\$ 1,370.00	
4610 Local		\$ 33,686.50	
Circuit Rider			
4601 Atkinson CR	\$ 9,240.00		
4603 East Kingston CR	\$ 11,760.00		
4604 Raymond CR	\$ 14,000.00		\$ 10,000.00
4607 Kensington CR	\$ 10,430.00		
4608 Fremont CR	\$ 11,060.00		
4609 Newton CR	\$ 12,810.00		
4635 N.Hampton CR	\$ 20,370.00		
4637 H. Falls CR	\$ 16,100.00		\$ 11,500.00
Local Contracts			

Rockingham Planning Commission
DRAFT FY 22 Revenue

46XX Raymond Planning	\$ 45,000.00		\$ 5,000.00
4612 Exeter HHW	\$ 6,000.00		
46xx Kensington Build Out	\$ 6,000.00		
4613 ESRLAC	\$ 2,000.00		\$ 2,000.00
4615 Atkinson Open Space	\$ 4,000.00		
4618 Fremont Nat Res MP FY22 (PREP)	\$ -		
46XX Femont MP Recreation Chapter	\$ 5,000.00		
4659 Newton MS4 FY21	\$ 1,500.00		
46xx Newton MP	\$ 5,000.00		
46xx Rye MP Vision	\$ 8,000.00		
46xx Epping MS4 (PREP)	\$ -		
4619 Greenland MS4 III FY21-22	\$ 2,700.00		
46xx N Hampton Master Plan III FY22	\$ 5,000.00		
46XX Hampstead Master Plan	\$ 20,000.00		
4698 NH Geodata Portal	\$ 1,375.00		
Other Local Master Plan	\$ -		
Federal Funds			
5001 ILU Res	\$ 50,000.00	\$ 7,000.00	\$ 7,000.00
5002 PSM Coastal Resilience (Flood Elevation)	\$ 35,000.00		
5110 Coastal Zone Program Annual Grant	\$ 15,000.00	\$ 15,000.00	
51xx NOAA ESLR Beach Erosion	\$ -		
51xx NOAA ESLR UNH Pavement Toolkit	\$ -		
5121 N Hampton Coastal Resilience	\$ 7,000.00		\$ 3,500.00
5201 PSM Coastal SHIFT	\$ 13,000.00		\$ -
56XX 604B Exeter Squamscott River	\$ 7,340.00		\$ 6,600.00
5612 OEM Hazard Mitigation	\$ 15,000.00		\$ 7,000.00
5999 CTAP TDM Ride Share	\$ 33,615.00	\$ 6,227.00	
5888 COAST 5305 with SRPC	\$ 8,300.00	\$ 925.00	
8000 Miscellaneous	\$ 2,000.00		
Totals	\$ 1,145,298.25	\$ 159,932.50	\$ 82,600.00

	Expenses	FY22 Total
6100	Salaries	\$ 668,207.91
6115	Contracted Services	\$ 82,600.00
6115	Legal Services	\$ 1,000.00
6116	Travel & Expenses	\$ 7,000.00
6200	Bank Service Charge	\$ 350.00
6110/6111	Taxes-Payroll	\$ 51,118.00
6210	Unemployment Insurance	\$ 501.00
6212	Health Insurance	\$ 53,760.00
6212	Health Stipend	\$ 12,000.00
6214	Dental Insurance	\$ 7,000.00
6216	Life & Disability Insurance	\$ 3,800.00
6218	Retirement - 457 Plan	\$ 32,172.45
6218	Retirement - NHRS	\$ 52,811.62
6220	General Insurance	\$ 4,000.00
6230	Rent	\$ 51,546.00
6231	Janitorial	\$ 2,000.00
6240	Telephone & Internet	\$ 4,100.00
6250	Office Supply and Events	\$ 10,000.00
6260	Postage	\$ 1,000.00
6270	Audit	\$ 12,000.00
6280	Utilities	\$ 7,100.00
6118	Contract Printing	\$ 2,000.00
6117	Newspaper and Media	\$ 1,000.00
6311	Hardware and Software Maint	\$ 17,500.00
6340	Dues & Subscriptions	\$ 18,000.00
6350	Training, Workshops, Conf.	\$ 5,000.00
6360	Accounting	\$ 300.00
6361	Payroll Processing	\$ 500.00
6380	Miscellaneous	\$ 2,000.00
6400	Equipment Purchases	\$ 5,000.00
	Reserve	
	Total Exepnses	\$ 1,115,366.98

Likely Budget

	Revenue	Contracts	Dues
3	Dues	\$ -	\$ 67,373.50
1	Transportation	\$ 570,655.00	\$ 63,407.00
2	State	\$ 11,111.00	\$ -
4	Local Contracts	\$ 212,345.00	\$ -
5	Federal	\$ 184,255.00	\$ 29,152.00
8	Misc	\$ 2,000.00	\$ -
Total Revenue			\$ 1,140,298.50

Expenses	
1	Personnel and Benefits \$ 829,751.98
2	Contracted Services \$ 82,600.00
3	Rent \$ 51,546.00
4	Office Expenses \$ 28,200.00
5	Business Expenses \$ 121,269.00
6	Miscellaneous \$ 2,000.00
Total Exepnses \$ 1,115,366.98	

Net Reserve/Deficit	\$ 24,931.52
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