

NEW HAMPSHIRE SELF STORAGE ASSOCIATION (NHSSA)

BY-LAWS

December 5, 2017

MISSION

The New Hampshire Self Storage Association (NHSSA) is to strengthen the self-storage industry in New Hampshire, promoting professional standards and quality, and by presenting a unified voice on issue affecting the industry in the State and in its communities.

BY-LAWS

of

NEW HAMPSHIRE SELF STORAGE ASSOCIATION, INC. (NHSSA)
As Amended December 5, 2017

ARTICLE I
NAME

1.01. The name of the Association shall be the New Hampshire Self Storage Association, Inc.

ARTICLE II
OFFICES

2.01. The office of record of the Association shall be 220 Loudon Road, PMB #100, Concord, NH 03301. The Association may have such other offices either within or without the State of New Hampshire as the Board of Directors ("Board") may determine or as the affairs of the Association may require from time to time. The official email address is NHSSA.Board@gmail.com. The website is NHSSA.net.

ARTICLE III
PURPOSE

3.01. The purpose of this Association shall be:

- a. To provide leadership and open lines of communication on issues that affect the self-storage industry.
- b. To define and assert standards of excellence in the self-storage industry in the State of New Hampshire.
- c. To provide opportunities for members to increase their knowledge of the self-storage industry through research, discussion and exchange of information.
- d. To support, communicate, and cooperate with the national Self-Storage Association (SSA), and to take all reasonable steps to encourage its members to also become members of the SSA.
- e. To do any and all things that are appropriate to further these purposes.

ARTICLE IV
MEMBERS

4.01. The Association shall have one class of members. The qualifications and rights of the members shall be as follows.

4.01A Membership Categories. Association membership categories shall consist of:

- a. Facility Members are owners/operators: Any individual, partnership or corporation that owns, operates, manages, or is building one or more self-storage facilities may become a Facility Member.
- b. Vendor Members: Any individual, partnership, professional corporation or corporation engaged in providing legal, accounting, auction, appraisal or other professional services to the Self Storage industry that supplies materials, products or services to the Self Storage industry may become a Vendor Member.
- c. Associate Member: Any individual, partnership, professional corporation or corporation interested in becoming an owner, operator or manager of a self-storage facility but has not yet entered the industry, may become an Associate Member. Associate Members shall be non-voting members.

Qualification of Members

4.02. Any individual, partnership, corporation or other entity which has reason to be interested in the self-storage industry or the NHSSA, and who is willing to pay the regular dues and assessments and to conform with all other requirements and standards of the Association, as these may be promulgated from time to time, shall be qualified to be a member.

Application for Membership

4.03. A qualified applicant may be approved for membership upon:

- a. Payment of such annual dues, fees and assessments as the Board of Directors may set
- b. Election by affirmative vote of two-thirds of the Board of Directors.

Members Subject to By-Law

4.04. All members of the Association are subject to the regulations set forth in the By-Laws and as they may be from time to time amended.

Voting Rights

4.05. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Each partnership or corporate member shall appoint one individual who shall represent and vote for that member.

Voting by Mail or Electronic Mail

4.06. Members entitled to vote may do so at any duly-called meeting, by electronic mail, in person, or by proxy in writing, dated and filed with the Board of Directors. A proxy is revocable at any time before it has been exercised.

4.07. Whenever a question arises on which the members shall vote, the Board of Directors may call a special meeting for such purpose or may submit the question(s) to the members for a vote personally, by mail or by electronic mail to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Directors or other persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the U.S. mail and addressed to the member at the address of record, with postage prepaid.

The question(s) must be decided by the majority of votes received at the office designated on the ballot by 5:00 p.m. at least twenty-one (21) days after the date of First Class mailing or by 5:00 p.m. at least seven (7) days after the electronic mailing is sent of the statement of the question(s) to be voted upon and the ballot to be used for voting thereon. The majority of the ballots in the mail vote shall be binding by the Association as if the vote had been taken at a duly-called meeting.

Termination of Membership

4.08. The Board of Directors, by affirmative vote of two-thirds (2/3) of all members of the Board, may suspend or expel a member for cause after an appropriate hearing. Violation of the By-Laws, unethical practices, or conduct inconsistent with the purposes of the Association shall be sufficient cause for suspension or expulsion.

Default

4.09. If any member shall be in default in the payment of dues or other charges for a period of thirty (30) days after the date on which they became payable, the member may be deemed to have resigned its membership, the member's voting privileges will be revoked, and its membership may be terminated by the Board of Directors for non-payment of dues.

Resignation

4.10. Any member may resign by filing a written resignation with the Secretary or executive office, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Reinstatement

4.11. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the members of the Board, reinstate such former member whose membership has been terminated by the Board on such terms as the Board of Directors may deem appropriate.

Transfer of Membership

4.12. Membership in this Association is not transferable or assignable, except transfer of membership is allowed when a facility is sold. If requested a former facility owner's membership could pass to the new owner of that facility for the remainder of that year of membership. No additional dues or other charges would be required.

Necessity of Membership

4.13. All rights and privileges of membership in the Association shall cease upon termination of membership.

ARTICLE V

MEETING OF MEMBERS

Annual Meeting

5.01. There shall be an annual meeting of the members for the purpose of electing Officers and Directors and for the transaction of such other business as may come before the meeting. The annual meeting shall be held in December, at such time and place as the Board of Directors may determine.

Special Meetings

5.02. Special meetings of the Association may be called by the President, by two-thirds (2/3) of the Board of Directors or upon the written request of not less than one-fifth (1/5) of the members.

Place of Meeting

5.03. The Board of Directors may designate any place within or outside the State of New Hampshire as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Association; but if two-thirds (2/3) of the members shall meet at any time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

Notice of Meetings

5.04. Written, printed, or electronic notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, or by electronic mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Directors or other persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the U.S. mail and addressed to the member at his/her address as it appears on the records of the Association, with postage prepaid.

INFORMAL ACTION BY MEMBERS

5.05 Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Quorum

5.06. Twenty percent (20%) of the members shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Proxies

5.07. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly-authorized attorney-in-fact. No proxy shall be valid after thirty (30) days from the date of its execution, unless otherwise provided in the proxy. A proxy may be revoked by the member executing it anytime at before it has been exercised.

ARTICLE VI

BOARD OF DIRECTORS

Powers

6.01. The Board of Directors shall manage the property, affairs and activities of the Association. The Board shall have the power to establish dues and assessments, determine the proper disbursement of Association funds, interpret the meaning of the By-Laws, make statements of policy, and exercise any authority necessary for the direction, supervision or control of the Association. The Board of Directors shall notify and inform all members of activities at the annual meeting.

Number

6.02. The number of Directors shall be not less than five (5) nor more than nine (9). Nominations for Directors shall be accepted for any Owner/Operator member in good standing who shall be eligible to be elected to the Board of Directors, but the Board of Directors shall be limited to three (3) Vendor members at any one time. At their option, the Directors may appoint up to nine (9) Alternate Directors, who shall act in a consultative role but who shall not be empowered to vote on issues before the Board.

Terms of Office

6.03. The term of office for a Director shall be three (3) years, with the term commencing and ending concurrently with the Association's fiscal year. The term of office for an Alternate Director shall be one (1) year. No person shall be elected for more than two (2) full, consecutive terms as a Director.

Nominations for Directors

6.04. Nominations for Directors shall be accepted from any member in good standing. Nominations may be made in writing, or in person at a regular or special meeting of the membership as determined by the Board of Directors. Voting shall happen at the annual meeting so long as a Quorum of the membership is present. Otherwise, voting may take place at another regular meeting or via electronic mail. If voting is through electronic mail, members shall have seven (7) days to return their vote. Ballots shall be tabulated and certified as determined by the Board of Directors. The results of the election shall be announced as determined by the Board of Directors. The results of the election shall be announced at the Association's next membership meeting if that shall coincide with or occur within thirty (30) days of the tabulation; otherwise the results of the election shall be announced through publication by mail or electronic mail.

Resignation of a Director

6.05. A Director may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect at the time specified or, if no time is specified, at the time of acceptance by the Board of Directors.

Removal of a Director

6.06. A Director may be removed at any time by a majority vote of members of the Association or a majority vote of the Board of Directors.

Vacancies

6.07. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by appointment of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. The Board of Director shall have the option to, but shall not be compelled to fill any vacancy so long as the total number of Directors remaining shall equal or exceed the minimum allowable number.

Regular Meeting

6.08. A regular meeting of the Board of Directors shall be held without other notice than these By-Laws, immediately before or after, and at the same place as, the annual meeting of the members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings of the Board without other notice than such resolution, other than citation of such resolution in the Minutes of the meeting at which such resolution was adopted and circulation of those Minutes prior to the date (s) scheduled for such meeting(s).

Special Meetings

6.09. Special meetings of the Board of Directors may be called by or at the request of the President and any three (3) Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meetings of the Board called by them, so long as it shall be reasonably convenient for attendance of a quorum.

Notice

6.10. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally, electronically, or sent by mail to each Director at his/her address shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail, so addressed with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Quorum

6.11. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Manner of Acting

6.12. 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 of Directors, unless the act of a greater number is required by law or by these By-Laws.

Compensation

6.13. Directors as such shall not receive any salaries or other compensation for their services as Directors, *per se*, but nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation.

Informal Action by Directors

6.14 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

ARTICLE VII OFFICERS

Officers

7.01. The officers of the Association shall be a President, one or more Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. The same person, except the office of President, may hold any two or more offices.

Qualifications

7.02. Except for Assistant Secretaries or Assistant Treasurers, who may be outside the Board of Directors and without requiring that they be members of the Association, all officers of the members of the Association shall: a) be members of the Association in good standing; b) shall be members of the Board of Directors having sufficient time remaining in their respective terms of office as Director to complete their tenures as officers while still serving as Directors.

Election and Term of Office

7.03. The officers of the Association shall be elected annually, for one (1) year terms, by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not to be held at such meeting, such election shall be held as soon thereafter as convenient to the Board, or by mail or electronic mail. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor has been duly elected and qualified.

Removal

7.04. Any officers elected or appointed by the Board of Directors may be removed by the Board of Directors, by a three-quarter (3/4) vote of the entire Board of Directors, whenever in the Board's judgment, the best interests of the Association would be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Vacancies

7.05. A vacancy, resignation, disqualification, in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

President

7.06. The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the members and of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Association so authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Association; and, in general, the President shall preform all duties incident to the office of President and such other duties as may be prescribed by the Board of Director from time to time.

Vice President

7.07. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall preform such duties as from time to time may be assigned to him/her by the President or Board of Directors.

Treasurer

7.08 If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Association shall bear the cost of any bonds required. The duties of Treasurer may be delegated to the executive office but the responsibilities of the office remain with the Treasurer.

The Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the Association
- b. Receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 9 of these By-Laws
- c. Perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Secretary

7.09. The Secretary shall:

- a. Keep the Minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose
- b. Give all notices in accordance with the provisions of these By-Laws or as required by law
- c. Be custodian of the Association records, the execution of which on behalf of the Association is duly authorized in accordance with the provisions of these By-Laws
- d. Keep a register of the address of each member that shall be furnished to the Secretary by each member
- e. Perform all duties incident to the office of Secretary and such duties as from time to time may

be assigned to him/her by the President or by the Board of Directors.

The duties of Secretary may be delegated to the executive office but the responsibilities of the office remain with the Secretary.

Assistant Treasurers and Assistant Secretaries

7.10 If required by the Board of Directors, the Assistant Treasurers shall obtain bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Association shall bear the cost of any bonds required. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors and shall be either a Board Member or an Alternate.

ARTICLE VIII COMMITTEES

COMMITTEES OF DIRECTORS

8.01 The Board of Directors, by resolution adopted by a majority of the Directors may designate and appoint one or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-Laws, or in the elections, appointing or removing of any member of any such committee or any Director or Officer of the Association.

OTHER COMMITTEES

8.02. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the Association shall appoint the members, and shall be *ex officio*, a member of any such committee at his/her own discretion. Any committee member may be removed by the President of the Association whenever, in his/her

judgment, the best interests of the Association shall be served by such removal.

ARTICLE IX
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Contracts

9.01. The Board of Directors may authorize any officer or officers, agent or agents, of the Association, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. The Board of Directors may, solely in behalf of and for the benefit of the Association, approve and contract for any purchase, project or activity, that does not require an outlay in excess of Ten Thousand Dollars (\$10,000.00) subject however to the requirement that sufficient uncommitted monies are already on hand prior to the purchase, project or activity being approved. Commitments for any purchase, project or activity having a cost in excess of Ten Thousand Dollars (\$10,000.00) must be approved by a majority vote of the entire membership.

Checks and Drafts

9.02. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors, [except that any such instruments in excess of Four Thousand Dollars (\$4,000.00) must be executed by signature of two (2) officers of the Association, one of which must be the Treasurer or an Assistant Treasurer and the other by the President, or by a Vice President who has been expressly authorized to act in this fashion by the Board of Directors. Recourse to executing two (2) or more such instruments, as a means of avoiding this Four Thousand Dollars (\$4,000.00) stricture, is expressly prohibited.]

Deposits

9.03. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select, except that all such depositories must be insured by the Federal Deposit Insurance Corporation.

Gifts

9.04. The Board of Directors may accept, on behalf of the Association, any contribution, gift, bequest or devise, for the general purpose or for any special purposes of the Association.

ARTICLE X BOOKS AND RECORDS

10.01 The Association shall keep correct and complete books and records of account, shall also keep minutes of the proceedings of its members, Board of Directors and committees have any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time. Financial reports consisting of at least an Income Statement and Balance Sheet shall be provided annually to the membership.

ARTICLE XI FISCAL YEAR

11.01. The fiscal year of the Association shall be January 1st to December 31st.

ARTICLE XII DUES, FEES AND ASSESSMENTS

12.01. The Board of Directors may determine from time to time the amount of initiation fee, if any, the annual dues and assessments payable to the Association by members, except that assessments for any purchase, project, or activity whose undertaking shall be initiated by the Board of Directors shall

be subject to the same limitations set forth in Section 8.01 of Article VIII.

12.02. Dues shall be payable on or before April 1. Dues shall be payable in advance and cover the membership period of twelve (12) months, except that the initial year's dues for any member shall be prorated on a monthly basis. In the event of a member's resignation, or the termination of any membership, there shall be no refund of any dues previously paid. Dues, fees, and special assessments shall be collected by the Treasurer of the Association.

ARTICLE XIII
Default and Termination of Membership

13.02. See Section 4.09 of Article IV.

ARTICLE XIV
INDEMNIFICATION

14.01. The Association shall defend and hold harmless all present and former Directors and Officers of the Association in any legal action brought against them arising out of Association business. Except for gross negligence or dishonesty, no action taken or omitted by a present or former Officer or Director shall make either liable to the Association.

ARTICLE XV
DISSOLUTION

15.01. Upon dissolution of the Association, any funds remaining shall be distributed to one (1) or more qualified charitable or educational non-profit organizations, to be selected by the Board of Directors. No part of the funds shall be distributed to the members of the Association.

ARTICLE XVI
AMENDMENTS TO BY-LAWS

16.01 Recommended changes to these By-Laws must be approved by the Board of Directors and then submitted to the membership for approval by a majority vote of the members by electronic mail or at any regular or special meeting. Notification and copy of the proposed By-Laws changes will be made at least thirty (30) days prior to such meeting or by electronic mail.

ARTICLE XVII
AGREED AMENDMENTS TO BY-LAWS

17.01. These By-Laws were amended on February 28, 2016 to allow Officers and Board members to vote on issues by electronic mail (e-mail).

17.02. These By-Laws were amended in whole on December 5, 2017.

