

BY-LAWS
GUNSTOCK AREA COMMISSION
(Revised as of June 27, 2018)

Article I
PURPOSE

These By-laws are adopted as set forth in NH Laws of 1959, Chapter 399:10(c) to describe the methods by which the Gunstock Area Commission (hereinafter “commission”) will conduct its business.

Article II
ORGANIZATION

1. Responsibilities of Members

- (a) Attendance: There shall be at least 10 meetings scheduled annually. All members of the commission shall make every effort to attend each scheduled meeting.
 - (b) Electronic Participation: Consistent with NH RSA 91-A:2 III members of the commission may participate in meetings electronically if their attendance is not reasonably practical. Electronic participation will only be allowed if there is a quorum of three commissioners physically in attendance at the meeting.
 - (c) Representation of Commission: Members of the commission have authority only when acting as a commission legally in session. No individual member of the commission shall act or speak on behalf of the commission unless specifically authorized by instruction of the commission.
 - (d) Oath of Office: Each member shall be sworn in by taking the Oath of Office (Appendix A). New Members shall be sworn in at the first regularly scheduled meeting following the Member’s appointment or re-appointment by the Belknap Delegation.
 - (e) Commissioner’s Pass: To perform the duties and responsibilities of a Commissioner, each member shall be issued a Commissioner’s Pass that allows the individual Commissioner to enter upon any lift, tram, trail, building, ride,
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tour, adventure, venue, and event during normal operating hours or during the event hours, for any season of the year. The Pass shall clearly state the name of the Commissioner and include the word “Commissioner”. The Pass shall be issued at no charge to a Commissioner and the Commissioner’s Pass shall not be considered compensation.

2. Officers

- (a) Election: A Chair, Vice-Chair and Secretary shall be elected at the first regularly scheduled meeting following the swearing in of members duly appointed by the Belknap Delegation. Election shall be by a majority vote of those present.
- (b) Duties: The Chair shall preside at all meetings of the Commission.

In the absence of the Chair, the Vice-Chair shall preside and assume all duties and responsibilities of the Chair. The Secretary shall preside in the absence of both the Chair and Vice-Chair. The Secretary is the custodian of the official minutes and is responsible for their preparation. The Secretary shall sign the minutes upon proper approval of the commission.

3. Committees

- (a) Appointment: The Chair may appoint members of the commission to serve on committees and to perform other duties. Committees may include standing committees or committees convened for a specific project or purpose.
- (b) Authority of Committees: Committees shall have no decision making authority. The findings, actions and recommendations of committees shall not circumvent or replace the authority, direction and actions of the commission.

Article III OPERATION

1. Meetings

- (a) Organizational Meeting: An organizational meeting to elect officers shall be held accordance with Article II:2(a). After the election of officers, the Commission may adopt the previous Commissions policies and procedures,

subject to amendment as provided in these By-laws. At the organizational meeting, the commission shall establish a schedule for regular meetings.

- (b) Regular Meetings: The commission shall conduct regular meetings in accordance with Article II:1(a). Regular meetings shall be conducted in accordance with an agenda set forth by the Chair.
- (c) Workshop Meetings: The commission may conduct workshop meetings as desired for the purpose of providing Commission members with a more detailed understanding of a limited number of issues or to permit discussion of issues in greater depth.
- (d) Non-Public Meetings: The commission may hold non-public meetings for legitimate purposes in accordance with NH RSA 91-A:3.
- (e) Special Meetings: The commission may hold special meetings upon the call of the chair, or upon demand of three (3) members of the Commission.
- (f) Committee Meetings: Committee meetings may be held as required upon the call of the chair of the committee.

2. Notice and Posting of Meetings

- (a) Notice: All meetings of the commission shall be noticed in accordance with RSA 91-A at least 24 hours prior to the start of the meeting.
- (b) Posting: Notice of any meeting of the commission or its committees shall, at a minimum, be posted at the Gunstock Main Lodge, the Belknap County Complex, the Gunstock Commissioners website, and on the Gunstock website.

3. Records and Minutes of Meetings

- (a) Minutes: Minutes of all meetings of the commission and its subcommittees shall be recorded, prepared, and kept in accordance with NH RSA 91-A:4. Minutes shall be kept in the Gunstock Administrative Office where they will be available for public inspection, and posted on the Gunstock Commissioners website.

- (b) Approval of Minutes: Minutes shall be prepared as “draft” until they are reviewed and approved by a majority of the commissioners at the next scheduled Commission Meeting.
- (c) Extent of Minutes: Minutes shall be written in such a manner to adequately convey the content of the meeting and record any actions taken by the commission. Transcripts of the meeting are not required.
- (d) Reports: Written reports from committees and/or management shall be filed with the minutes of the meeting. Reports to be given and/or discussed at a scheduled meeting shall be distributed in advance of the meeting to the commissioners.
- (e) Financial Statements: Written financial statements shall be reviewed by the commissioners at each regular meeting. The commission shall review the annual report of the independent auditor as soon as the report is made available, and shall take any action required thereto.

**Article IV
RULES OF ORDER**

1. Quorum

- (a) Quorum: A majority of the members of the commission shall constitute a quorum consistent with NH Laws of 1959, Chapter 399:7. except as set forth in section (b) and (c).
- (b) Quorum for Appointment or Removal of Manager: Consistent with 399:7, a majority of the commission must act affirmatively to appoint or remove a manager.
- (c) Quorum for Authorization of Notes or Bonds: Consistent with 399:15, “The county treasurer is hereby authorized upon a vote of the commission, previously authorized by the county convention, with at least 4 members of the commission voting in favor, to borrow money for the purpose of carrying into effect the provisions of this chapter, and to borrow money in anticipation of revenues for a term of years determined and authorized by the county convention, issuing serial notes or bonds therefore, said bonds to be payable out of revenues received from the operation of the area.”

- (d) Quorum for Committees: A majority of the members of any committee shall constitute a quorum of the committee.

2. Agenda

- (a) Agenda: An agenda shall be posted per RSA 91:A with meeting notice prior to any regular meeting (Appendix B). The order and format of the agenda shall be agreed upon by a majority of the commission. The agenda may be altered by the Chair or by vote of a majority of the commission.
- (b) Deadline for Agenda Items: Persons, including commissioners, wishing to place an item on the agenda must notify the General Manager or the General Manager's designee at least five (5) days prior to a scheduled meeting date.
- (c) Presentations to the Commission: Persons intending to make a presentation to the commission must provide a copy of all presentation materials and documentation to be discussed at the meeting at least five (5) days prior to the meeting. The General Manager or the General Manager's designee shall distribute said materials to the commissioners for review in advance of the meeting.
- (d) Non-Agenda Items: Non-Agenda Items may be discussed at the will of the Chair, or upon the vote of three (3) commissioners.
- (d) Adjournment: A motion for adjournment will usually not be in order until after the completion of the order of business, unless a motion has been made at the start of the meeting to adjourn at a specified time.

3. Role of the Chair

- (a) Duties: In addition to the duties set forth in Article II 2(b) and 3(a), the Chairs duties are as follows:
1. Open the session at the time at which the Commission is meeting by calling the members to order
 2. Announce the business before the Commission in the order in which it is to be acted upon
 3. Recognize members entitled to the floor

4. State and put to vote all the questions which are regularly called or necessarily arise in the course of the proceedings and to announce the result of the vote
5. Protect the Commission from annoyance or interference
6. Assist in expediting all business in every way compatible with the rights of the members, as by allowing brief remarks when un-debatable motions are pending or by calling a brief recess to permit restoration of order or clarification of an obscure point
7. Restrain the members when engaged in debate not within the rules of order
8. Enforce on all occasions the observance of order and decorum among the members, deciding all questions of order (subject to an appeal by any two (2) members) unless the Chair prefers to submit the question for the decision of the Commission
9. Authenticate by signature, when necessary, all acts, orders and proceedings as directed by vote of the Commission
10. Take whatever action is necessary to achieve and maintain order, including ordering the removal of any person who continues disorderly conduct.
11. The Chair, or his/her Designee, shall be the sole speaker for the Commission for all public forums and communications, as stated in Article II, Section 1, Paragraph (c).

(b) Voting: The Chair shall vote as a member of the commission.

4. Conduct of Meetings

(a) General Conduct: Meetings shall be conducted in accordance with generally accepted practices of order and decorum.

(b) Discussions Out of Order: Discussions which are not addressing the business before the Commission, or which are conducted in a disorderly or disrespectful manner, shall be ruled out of order.

(c) Procedural Disputes: In the event of dispute regarding procedural matters, ***Robert Rules of Order - In Brief (2004 Edition)*** shall serve as a guideline with a vote of the Commission being the final deciding authority.

5. Votes

- (a) Motions: Every question called for a vote must be moved by a commissioner and seconded by another commissioner. Motions which are not duly made and seconded may not be voted upon.
- (b) Form of Votes: Unless prohibited by statute, votes shall be by voice vote. If the chair cannot determine by voice vote whether a motion has passed, Chair may ask for a show of hands or a roll call. In any case where a vote is not unanimous, or in every case of a roll call vote, the vote of each member present shall be recorded.
- (c) Subsequent Action: No action shall be considered at a subsequent meeting in the same calendar year except by majority vote of the members present and voting at the meeting where the original action was taken.

Article V

AMENDMENTS AND REVISIONS

1. Procedure for Amendments

- (a) An amendment to these By-Laws may only be proposed by a member of the Commission.
- (b) An amendment proposal may be considered at any regular meeting of the Commission, provided it has been properly noticed and placed on the meeting agenda pursuant to Article IV.
- (c) An amendment may be moved at one Commission meeting but shall not be voted upon until the next regularly scheduled meeting, not less than seven (7) days later, provided it has been properly noticed and placed on the meeting agenda pursuant to Article IV.
- (d) Amendments to these By-Laws require an affirmative vote of four (4) commissioners.

Appendix A. Oath of Office

B. Draft Format- Meeting Agenda

Adopted: October 27, 2010

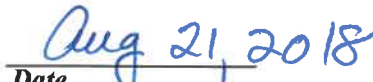
Revised: March 27, 2012

Revised: February 25, 2014

Revised: April 25, 2018

Revised: June 27, 2018


Secretary


Date

Appendix A

**OATH OF OFFICE
GUNSTOCK AREA COMMISSION**

I, _____, do solemnly swear that I will bear faith and allegiance to the United States of America, the State of New Hampshire, and will support the constitutions thereof. So help me God.

I, _____, do solemnly and sincerely swear and affirm that I will faithfully and impartially perform the entire duties incumbent on me as a Gunstock Area Commissioner, to the best of my abilities, agreeable to the rules, regulations, and by-laws of the Commission, the Constitution, and laws of the State of New Hampshire. So help me God.

Signature

Date

STATE OF NEW HAMPSHIRE
BELKNAP, SS.

Personally appeared before me the said _____ and executed the above oaths for purposes therein contained.

Before me, _____
Notary Public

Date:

Appendix B

DRAFT FORMAT – MEETING AGENDA

Call to Order

- 1. Minutes of the previous meeting**
- 2. Correspondence**
- 3. Public Comment**
- 4. Action Items**
- 5. Written Reports**
- 6. New Business**
- 7. Old Business**
- 8. Other Business**
- 9. Miscellaneous**
- 10. Non-Public Session – (Consistent to RSA 91-A)**
- 11. Adjournment**

