

**APPENDIX A**

**SAMPLE  
LOCAL ASSOCIATION  
ARTICLES OF AGREEMENT**

Use these sample Articles of Agreement as a guideline  
when filling out the form to be submitted to the Secretary of State.  
This form is contained within Appendix C.

THE STATE OF NEW HAMPSHIRE

ARTICLES OF AGREEMENT

OF

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We, whose names are hereto subscribed, being persons of lawful age, do, by these Articles of Agreement, associate ourselves with the intention of forming a voluntary corporation according to the provisions of Chapter 292 of the Revised Statutes Annotated of the State of New Hampshire, and the acts in amendment thereof and in addition thereto.

ARTICLE 1. The name of the corporation shall be: \_\_\_\_\_.

ARTICLE 2. The object for which this corporation is established and the nature of the business to be transacted by it and the powers with which it shall be endowed are as follows:

To work for the welfare of school children, the advancement of education, and the improvement of instructional opportunities for all.

To unify and strengthen education and to secure and maintain the salaries, retirement, tenure, professional and sick leave, and other working conditions necessary to support educators and school staff. To engage in collective bargaining in matters of wages and hours of work, working conditions, and adjusting differences between the schools and their employees.

To enable members to speak with a common voice on matters pertaining to education and to present their individual and common interests before the boards of schools and other legal authorities.

To hold property and funds and to employ a staff for the attainment of these purposes.

To do all such acts as are necessary and convenient to attain the objectives and purposes herein set forth to the same extent and as fully as any natural person could, or might do so long as the same is not forbidden by law, or by these Articles of Agreement or by the By-Laws of this corporation.

ARTICLE 3. Membership shall be open to all teachers/employees in the \_\_\_\_\_ School District. All members are eligible to participate in all activities of the Association.

Membership in the corporation, the number of officers and directors, the several terms of office, mode of election and respective duties, and all other things pertaining to the organization and management of the corporation shall be as set forth in the bylaws to be adopted by the corporation. Those persons signing these Articles of Agreement as incorporators shall be the initial members of the corporation. The first meeting of the members of the corporation shall be held at \_\_\_\_\_, at \_\_\_\_\_ p.m. on \_\_\_\_\_, at which meeting or any adjournment thereof, the incorporators shall elect the directors and officers of the corporation, adopt bylaws, and transact such other business as may properly come before that meeting. The undersigned waive all notice of such meeting.

ARTICLE 4. Membership in this corporation shall not vest any member with any right, title or interest in or to the funds, property or other assets of the corporation, now owned and possessed or that may hereafter be acquired, and each member hereby expressly waives any right, title or interest in or to the property of this corporation. Upon the dissolution of the corporation, the corporation shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by donating them to the NEA-New Hampshire, or its successor, or if the NEA-New Hampshire is no longer in existence or no longer qualified as a corporation exempt from Federal Income Tax under Section 501 (c) (5) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code.), then to a corporation which qualifies as a corporation exempt from Federal Income Tax under Section 501 (c) (3) or Section 501 (c) (5) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code).

ARTICLE 5. The address at which the business of this corporation is to be carried on is:  
\_\_\_\_\_.

ARTICLE 6. This corporation shall have no capital stock and shall not be conducted for profit.

ARTICLE 7.

No director or officer of this Association will be held personally liable for monetary damages, for any breach of his/her fiduciary duty as director or officer, except as stated in RSA 292:2 (V-a) (a).

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation 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 in Article 2 hereof. Notwithstanding any other provision of these articles, 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)(5) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE 8. **(NOTE: This is an additional article not included on the Secretary of State's form. Article 8 on Secretary of State form is reserved for signatures).**

Except as otherwise provided by law, these Articles of Agreement may be amended from time to time by the affirmative vote of two-thirds (2/3) of those members present and voting at a meeting duly called for the purpose; provided, however, that no such amendment shall authorize the corporation to be operated in such manner as to disqualify it under Section 501 (c)(3) or Section 501 (c)(5) of the Internal Revenue Code.

Except as may otherwise be provided by law, this corporation may, at any time, by the affirmative vote of two-thirds (2/3) of the members of the corporation present and voting at a meeting duly called for the purpose, merge or consolidate with or into any corporation so long as the surviving corporation is organized and operated so as to qualify under Section 501 (c)(3) or Section 501 (c)(5) of the Internal Revenue Code.

Notwithstanding the foregoing, Article 3 shall not be amended nor shall any merger or consolidation be entered into except with the express consent of the NEA-NH.

**ARTICLE 9. (NOTE: Appears as Article 8 on the Secretary of State's form.)**

Five signatures and post office addresses of each of the persons associating together to form the corporation.