



**TOWN OF SALEM, NEW HAMPSHIRE**  
**By the Salem Town Council**

**Resolution #2025-31**

**Resolution Authorizing Formation of the Salem Development Corporation**

**WHEREAS**, the Town of Salem seeks to promote sustainable economic development, attract private investment, and improve public infrastructure; and

**WHEREAS**, the creation of a non-profit development corporation will allow the Town to partner with private entities, seek grant funding, and manage redevelopment in a manner that lessens the burdens of government and benefits the public.

**NOW, THEREFORE, BE IT RESOLVED** by the Salem Town Council that:

1. The Town authorizes the formation of the **Salem Development Corporation** (the "Corporation"), a non-profit entity organized under **RSA 292** and operated exclusively for charitable purposes under **Section 501(c)(3)** of the Internal Revenue Code.
2. The purpose of the Corporation shall be to promote economic development, public infrastructure, job creation, and revitalization projects that enhance Salem's quality of life and tax base.
3. The Corporation shall be governed by a Board of Directors of **five (5) members**, consisting of:
  - One (1) member of the Salem Town Council
  - The Salem Town Manager, or their designee
  - Two (2) real estate development professionals with experience in Salem
    - One (1) Commercial
    - One (1) Residential
  - One (1) representative of Salem businesses
4. The Town Manager (or designee) is authorized to take all actions necessary to incorporate the Corporation, file with the NH Secretary of State and NH Attorney General's Charitable Trusts Unit and seek federal 501(c)(3) recognition.

5. Amendments to the Bylaws that materially change the Corporation's purpose, board size, or Town representation shall require Town Council approval.
6. Nothing in this resolution pledges the full faith and credit of the Town of Salem.

Adopted this 6<sup>th</sup> day of Oct, 2025

Draft Bylaws — Salem Development Corporation

#### **Article I. Name & Status**

The name of this organization is the **Salem Development Corporation** ("Corporation"). It is a New Hampshire nonprofit corporation under RSA 292 and a charitable organization under Section 501(c)(3).

#### **Article II. Purpose**

The Corporation is organized exclusively for charitable and educational purposes, including:

- Promoting economic development and revitalization;
- Supporting public infrastructure improvements;
- Encouraging job creation;
- Attracting and coordinating private investment;
- Lessening the burdens of local government.

No part of the Corporation's net earnings shall inure to the benefit of any private individual.

#### **Article III. Board of Directors**

1. **Composition:** The Board shall consist of **five (5) members:**

- One Town Councilor
- The Town Manager, or designee
- Two (2) real estate development professionals with experience in Salem
  - One (1) Commercial
  - One (1) Residential
- One representative of Salem businesses

2. **Terms:** Directors shall serve three-year staggered terms, except ex officio positions (Town Council, Planning Board, Town Manager/designee) which align with office.
3. **Powers:** The Board has full authority to govern the Corporation, approve budgets, hire staff, and authorize contracts, subject to applicable law and these Bylaws.
4. **Meetings:** The Board shall meet at least quarterly. A majority constitutes a quorum; decisions are by majority vote.

**Article IV. Officers**

The officers shall be Chair, Vice Chair, Secretary, and Treasurer, elected annually by the Board.

**Article V. Committees**

The Board may establish committees or advisory groups as needed.

**Article VI. Fiscal Matters**

- Fiscal year set by Board.
- Annual financial report presented to the Town Council.
- Compliance with RSA 7:19–:32 (Charitable Trusts Unit reporting).

**Article VII. Indemnification**

The Corporation may indemnify Directors and Officers to the fullest extent permitted by NH law.

**Article VIII. Amendments**

Amendments to these Bylaws require a two-thirds vote of the full Board and approval by the Salem Town Council if they affect the Corporation's purpose, size, or composition.

**Article IX. Dissolution**

Upon dissolution, assets shall be distributed for charitable purposes to the Town of Salem or another 501(c)(3) consistent with the Corporation's purposes.

*Adopted this 6<sup>th</sup> day of Oct., 2025*

SPONSORED BY CHAIR STACEY BY REQUEST

<i>First Reading:</i>	<i>September 22, 2025</i>
<i>Second Reading:</i>	<i>October 6, 2025</i>
<i>Approval:</i>	<i>October 6, 2025</i>

<b>VOTING RECORD</b>		YES	NO	ABSTAIN
Date of Vote:				
Councilor Bettencourt				
Councilor Bryant	✓			
Councilor Hatch	✓			
Councilor Pelletier	✓			
Councilor Stramaglia	✓			
Councilor Wright	✓			
Secretary Withrow	✓			
Vice-Chair Hatch	✓			
Chair Stacey	✓			
Total Votes:	8			
Resolution: Does	Does Not pass.			

Approved:

*Cathy Ann Stacey*  
Cathy Ann Stacey, Chair Town Council

A True Copy Attest:

*Nicole Morse*  
Nicole Morse, Town Clerk