

Amended March 27, 2021

**AMENDED AND RESTATED BYLAWS  
OF  
WINNIPESAUKEE SKI CLUB, INC.**

ARTICLE I

MEMBERS

Section 1. Eligibility. Persons who desire an annual membership in the Corporation shall complete a membership application and pay the annual family or social membership dues; provided, however, the Board of Directors of the Corporation, by a two-thirds (2/3) vote of the full Board of Directors, shall have the right to elect to not accept a membership application.

Section 2. Place of Meeting. All meetings of the Members of the Corporation shall be held at such time and place as may from time to time be fixed by the Board of Directors or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 3. Annual Meetings. The annual meeting of the Members shall be held during the months of March, April or May each year, on such date and at such hour as may be fixed by the Board of Directors and stated in the notice of such meeting or on such other date and at such time as shall be stated in the notice of the meeting or otherwise specified by the President. The Secretary shall serve personally, by email, or by mail, a written notice not less than ten (10) nor more than sixty (60) days before such meeting, addressed to each Member at each Member's respective email address or street address; but at any meeting at which all Members not present shall have waived notice in writing, the giving of notice as above required may be foregone.

Section 4. Special Meetings. A special meeting of the Members for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the Chairman of the Board, if any, the President, or a Vice President, or by a majority of the Board of Directors, or upon written application therefor to the Secretary by at least one Member. Written notice of such meeting, stating the purpose for which it is called, shall be served personally email, or by mail, a written notice not less than ten (10) nor more than sixty (60) days before such meeting, addressed to each Member at each Member's respective email address or street address. If mailed, it shall be directed to every Member at each Member's respective address; but at any meeting at which all Members shall be present, or of which all Members not present have waived notice in writing, the giving of notice as above required may be foregone. No business other than that specified in the call for the meeting shall be transacted at any special meeting of the Members.

Section 5. Quorum. At each meeting of the Members, the presence, in person or by proxy, of ten (10) of the Members, shall constitute a quorum for the transaction of business except where otherwise provided by law or by the Articles of Agreement of the Corporation or any amendment thereto. In the absence of a quorum at any meeting or any adjournment thereof,

the Members of the Corporation present in person or by proxy shall have the power to adjourn the meeting from time to time, until additional Members necessary to constitute a quorum shall be present or represented. At any such adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called. Notice of any adjourned meeting of the Members shall not be required to be given, except when expressly required by law.

Section 6. Organization. The President or a Vice President, or a Chairman designated by the Board of Directors or by the Members shall preside at every meeting of the Members. In the absence of the Secretary, the presiding officer shall appoint a Secretary pro tempore.

Section 7. Voting.

(a) Each Member of the Corporation who has attained the age of eighteen (18) years shall, except as otherwise provided by law, by the Articles of Agreement of the Corporation or these Bylaws, at every meeting of the Members be entitled to one vote in person or by proxy. Honorary Members shall not be entitled to vote.

(b) At any meeting of Members at which a quorum is present, a majority represented thereat in person or by proxy shall decide any question brought before such meeting unless a greater or lesser proportion is required by law or by the Articles of Agreement of the Corporation or by these Bylaws.

(c) All voting shall be by voice vote, except that a written ballot shall be used when so requested by a majority of the Members present at the meeting. If a written ballot shall be used, then each ballot shall state the name of the Member voting, and if such ballot be cast by proxy, the name of the proxy.

Section 8. Members' Action Without Meeting. Any action which, under any provision of the New Hampshire Business Corporation Act, RSA 293A, may be taken at a meeting of shareholders, may be taken by all of the Members without such a meeting if consent in writing, setting forth the action so taken or to be taken, is signed individually or collectively by all of the Members. The Secretary shall file such consent or consents with the minutes of the meetings of the Members.

Section 9. Suspension, Expulsion and Refusal of Membership. The Board of Directors shall, by a two-thirds (2/3) vote of the full Board of Directors, have the power to suspend or expel any Member or refuse membership to any individual who does not comply with these Bylaws or the policies established by the Board of Directors or who fails to fulfill his or her obligations to the Corporation. In such event, the Board of Directors shall deliver written notice of its action to such individual and provide such individual an opportunity to appear before the Board of Directors within five (5) days after such notice.

## ARTICLE II

### BOARD OF DIRECTORS

Section 1. General Powers. The property, affairs and business of the Corporation shall be controlled and managed by the Board of Directors. Without limiting the generality of the foregoing, such control shall include the power to: hire employees, professional, clerical and secretarial; enter into employment agreements with employees; determine levels of employee compensation, including wages, salaries, bonuses and other fringe benefits; terminate the employment of an employee; determine condition of employment, including hours of work, work responsibility, vacation time, and sick leave; authorize the purchase or rental of property, determine annual dues of the Members and determine all policies of the Corporation with regard to the conduct of the business of the Corporation. The Board of Directors may from time to time delegate particular responsibilities to specified officers or Committees of the Corporation as it shall deem advisable. The Board of Directors may adopt such rules and regulations for the conduct of their meeting and the management of the Corporation not inconsistent with these By-laws, the Corporation's Articles of Agreement, or the laws of the State of New Hampshire.

Section 2. Number and Qualifications. The number of Directors of the Corporation shall be determined by the Board of Directors and shall not exceed eleven. Each Director shall be eighteen (18) or more years old and at least five (5) of whom shall not be related by blood or marriage. The number of Directors may be increased or diminished by the Board of Directors at any regular or special meeting, except that no such action shall be effective to remove any Director then in office.

Section 3. Voting. Each Director shall have the full right to vote and participate in the management and affairs of the Corporation.

Section 4. Term of Office. Each Director shall continue in office for a term of three (3) years and until his or her successor shall have been appointed and shall have been qualified, or until his or her death, resignation or removal in the manner hereinafter provided.

Section 5. Election. The Board of Directors shall nominate a slate of Directors each year prior to the annual meeting of the Members of the Corporation. The Members of the Corporation shall be notified of such slate of Directors in the notice of each annual meeting of the Members of the Corporation. The Members of the Corporation shall vote on and elect the Directors at the annual meeting of the Members of the Corporation.

Section 6. Number of and Successive Terms. Any Director may serve for as many terms as elected and may serve up to two successive terms. Under extraordinary circumstances, the Board of Directors may extend the number of successive terms of individual board members by a two-thirds majority vote.

Section 7. Quorum and Manner of Acting. A majority of the total number of Directors entitled to vote and then holding office shall constitute a quorum for the transaction of business at any meeting except where otherwise provided by statute, the Corporation's Articles of Agreement or these Bylaws. Less than a quorum may adjourn the meeting. At all meetings of the Board of Directors, each Director present shall have one vote. All questions, the manner of deciding which is not specifically regulated by statute or the Corporation's Articles of

Agreement, shall be determined by a majority vote of the Directors at the meeting where a quorum is present.

Section 8. Place of Meeting, Etc. The Board of Directors may hold its meetings and have one or more offices at such places within or without the State of New Hampshire as the Board from time to time may determine or, in the case of meetings, as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 9. Books and Records. The correct and complete books and records of account and minutes of the proceedings of Members and the Board of Directors shall be kept by the Secretary of the Corporation.

Section 10. Regular Meetings. Regular meetings of the Board of Directors shall be held at such places and at such times as the Board shall from time to time by resolution determine. Notice of regular meetings need not be given.

Section 11. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the President, or by the Secretary at the request of any four (4) Directors at the time being in office. Notice of each such meeting shall be emailed or mailed to each Director, addressed to such Director at his or her residence or usual place of business, at least two (2) days before the day on which the meeting is to be held, or shall be sent to him or her at such place by email, telegraph, cable, facsimile, radio or wireless, or be given personally or by telephone, not later than the day before the day on which the meeting is to be held. Every such notice shall state the time and place of the meeting, and shall state the agenda of items to be discussed at such meeting. No business other than that specified in the agenda contained in the notice for the meeting shall be transacted at any special meeting of the Board of Directors, without the unanimous written consent of each of the Directors. Notice of any meeting of the Board need not be given to any Director, however, if waived by him or her in writing or by email, telegraph, cable, facsimile, radio or wireless, whether before or after such meeting be held, or if he or she shall be present at such meeting unless his or her attendance at the meeting is expressly for the purpose of objecting to the transaction of any business because the meeting is not lawfully convened; and any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the Directors shall be present thereat.

Section 12. Resignations. Any Director of the Corporation may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 13. Removal of Directors. Any Director may be removed, either with or without cause, at any time, by a two-thirds majority vote of Board of Directors or by majority vote of the Members at a duly called meeting of the Members of the Corporation.

Section 14. Vacancies. Any vacancy in the Board of Directors caused by death, resignation or removal may be filled in by a majority vote of the remaining directors. A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office or

until the next meeting of the members, if sooner.

Section 15. Compensation. Directors shall receive no compensation for attendance at regular or special meetings or for services rendered to the Corporation, but may be reimbursed for actual expenses incurred in attending regular or special meetings or incidental to services performed for the Corporation.

Section 16. Directors' Participation in Meeting By Electronic Device. A Director may participate in a meeting of the Board of Directors by means of telephone conference or similar communication equipment enabling all Directors participating in the meeting to hear one another. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 17. Directors' Action Without Meeting. If all the Directors entitled to vote and then holding office severally or collectively consent in writing to any action taken or to be taken by the Corporation, such action shall be valid as though it had been authorized at a meeting of the Board of Directors. The Secretary shall file such consent or consents with the minutes of the meetings of the Board of Directors.

### ARTICLE III

#### COMMITTEES OF BOARD OF DIRECTORS

Section 1. Designation; Vacancies. The Board of Directors may designate such number of their members or members of the Corporation entitled to vote (not less than three (3) including the President of the Corporation), as it may from time to time determine, to constitute a committee for a specified purpose, each committee member of which, unless otherwise determined by the Board, shall continue to be a member thereof until the expiration of his or her term of office as a Director or membership in the Corporation.

Section 2. Powers. During the intervals between the meetings of the Board of Directors, each committee of the Board of Directors shall have all of the powers of the Board of Directors in the management of the business and affairs of the Corporation as are delegated to them, and may exercise such powers in such manner as the committee shall deem best for the interests of the Corporation in all cases in which specific directions shall not have been given by the Board of Directors.

Section 3. Procedure; Meetings; Quorum. Each committee shall make its own rules of procedure and shall meet at such times and at such place or places as may be provided by such rules or by resolution of the committee. A majority of the whole number of the members of each committee shall constitute a quorum at any meeting thereof, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. The Board of Directors shall have power at any time to change the members of any committee, to fill vacancies, and to discharge the committee.

Section 4. Nominating Committee. The Board of Directors may designate members of

the Board to constitute a Nominating Committee, which shall in each case consist of such number of Directors and shall have and may exercise such powers, as the Board may determine and specify in the respective resolutions appointing them. The Nominating Committee shall determine a list of nominees for the Board of Directors and officers of the Corporation each year and shall present such list to the Board of Directors for nomination. The Board of Directors shall have power at any time to change the members of the Nominating Committee, to fill vacancies, and to discharge the Nominating Committee.

Section 5. Executive CommitteeThe Board of Directors may designate members of the Board to constitute the Executive Committee, which shall in each case consist of such number of Directors and shall have and may exercise such powers, as the Board may determine and specify in the respective resolutions appointing them. The Executive Committee shall consult with and advise the program director regarding personnel, staffing, compensation and other matters relating to administration of the Corporation and shall resolve all related matters put before it by the program director. The Board of Directors shall have power at any time to change the members of the Executive Committee, to fill vacancies, and to discharge the Executive Committee by the majority vote of the Board of Directors; provided, however, the President and the Vice President shall be members of the Executive Committee.

## ARTICLE IV

### OFFICERS

Section 1. Number. The officers of the Corporation may include one or more Vice Presidents and shall include a President, a Treasurer, and a Secretary and such other officers as the Board of Directors may from time to time deem appropriate. One person may hold the offices and perform the duties of more than one of said officers.

Section 2. Election, Term of Office and Qualifications. The officers shall be elected annually by the Board of Directors. Each officer shall hold office until a successor to such office shall have been elected and shall have qualified, or until the death, resignation, or removal of such officer in the manner hereinafter provided.

Section 3. Removal. Any officer may be removed, by the Board of Directors whenever in its judgment the best interests of the Corporation will be served by such action.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein and the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

Section 6. The President. The President shall be the chief executive and administrative officer of the Corporation, shall, if present, preside at all meetings of the Members and of the Board of Directors and shall have general and active supervision and direction over the day today business and affairs of the Corporation and over its several officers, subject, however, to the direction and control of the Board of Directors. No employee of the Corporation shall hold the position of President unless the Board of Directors shall have chosen a director to preside at meetings of the Members and the Board of Directors. The President may sign or countersign all certificates, contracts and other instruments of the Corporation, and shall perform all such other duties as from time to time may be assigned to him or her by the Board of Directors or the any Committee.

Section 7. The Vice Presidents. Each Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe. At the request of the President, or in case of the President's absence or inability to act, any Vice President may act in the President's place, and when so acting shall have all the powers and be subject to all the restrictions of the President.

Section 8. The Secretary. The Secretary, who shall be an inhabitant of the State of New Hampshire and shall keep an office therein, shall be the registered agent of the Corporation; shall keep or cause to be kept in books provided for the purpose the minutes of the meetings of the Members and the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be the custodian of the records and of the seal of the Corporation and see that the seal is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him or her by the Board of Directors or by the President.

Section 9. The Treasurer. The Treasurer shall be the financial officer of the Corporation; shall have charge and custody of, and be responsible for, all funds of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors and shall have the authority to draw on and expend such funds on behalf of the Corporation; shall receive, and give receipts for, moneys due and payable to the Corporation from any source whatsoever; and in general, shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors or by the President.

Section 10. Compensation. Officers shall receive no compensation for attendance at regular or special meetings or for services rendered to the Corporation, but may be reimbursed for actual expenses incurred in attending regular or special meetings or incidental to services performed for the Corporation.

## ARTICLE V

## CONTRACTS, CHECKS, NOTES, ETC.

Section 1. Execution of Contracts. All contracts and agreements authorized by the Board of Directors, and all checks, drafts, notes, bonds, bills of exchange and orders for the payment of money shall, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by any of the following officers: The President, Vice President, Treasurer, Secretary, or Assistant Secretary. The Board of Directors may, however, authorize any one of said officers to sign checks, drafts and orders for the payment of money singly and without necessity of countersignature, and may designate officers and employees of the Corporation other than those named above, or different combinations of such officers and employees, who may, in the name of the Corporation, execute checks, drafts, and orders for the payment of money on its behalf.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation unless authorized by resolution of the Board of Directors. When authorized by the Board of Directors so to do, any officer or agent of the Corporation thereunto authorized may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation and, when authorized so to do, may pledge, hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority may be general or confined to specific instances.

## ARTICLE VI

### SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall bear the name of the Corporation and words and figures indicating the year and state in which the Corporation was incorporated.

## ARTICLE VII

### FISCAL YEAR

The fiscal year of the Corporation shall be fixed by the Board of Directors.

## ARTICLE VIII

### WAIVER OF NOTICE

Whenever any notice is required to be given to any Member or Director by these Bylaws or the Articles of Agreement or the laws of the State of New Hampshire, a waiver of the notice in writing, signed by the person or persons entitled to the notice, whether before or after the time



stated therein, shall be deemed equivalent to giving the notice.

## ARTICLE IX

### AMENDMENTS

These Bylaws may be altered, amended, repealed or supplemented, subject to appeal or change by the Members, by an affirmative vote of the majority of the full Board of Directors at any meeting or special meeting of the Board of Directors called for the purpose, provided that notice of the proposed change is given in the notice of the meeting.

## ARTICLE X

### INDEMNIFICATION

To the fullest extent permitted by law, the Corporation shall indemnify its current and former Directors and Officers and their respective heirs, executors and administrators, against all judgments, assessments, losses and reasonable costs and expenses, including reasonable attorney's fees, incurred by or imposed upon them in connection with any action, suit or proceedings to which they may be made a party or with which they shall be threatened by reason of their being or having been a Director or Officer of the Corporation, except with respect to the following matters as to which they shall be finally adjudged in such action, suite or proceeding to involve: (i) a breach of his or her duty of loyalty to the Corporation, (ii) acts or omission which are not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) a transaction from which he or she derived an improper personal benefit. The Corporation shall have the right, but not the duty, to assume the defense of such Director or Officer in any such action, suit or proceeding. In the event that the Corporation does not assume the defense, the Corporation's liability for indemnification in the event of a proposed settlement of the action, suit or proceeding shall be conditioned upon the Corporation's express written approval of the settlement. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Director and/or Officer may otherwise be entitled as a matter of law or contract.

## ARTICLE XI

### TAX EXEMPT STATUS

These Bylaws of the Corporation shall at all times be so construed and limited as to enable the Corporation to qualify and to continue qualifying as a voluntary charitable corporation organized and existing under the provisions of Chapter 292 of the Revised Statutes Annotated of the State of New Hampshire, as amended, and as a tax exempt charitable organization organized and operated for any purpose for which an organization may be exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.