

BYLAWS  
of  
ATTITASH ALPINE EDUCATIONAL FOUNDATION

ARTICLE I

Articles of Agreement

The name of the corporation, the objects for which it is established and the nature of the business to be transacted by it, the powers of the corporation, the location of its principal place of business, the capital stock of the corporation, and the disposition of its assets on dissolution, shall be as set forth in the Articles of Agreement, as from time to time amended, and these Bylaws; the powers of the corporation and of its directors and members, and all matters concerning the conduct and regulation provisions in regard thereto, if any, as set forth in such Articles of Agreement; and such Articles of Agreement are hereby made a part of these Bylaws.

ARTICLE II

Members

The members of this corporation shall be such persons as shall be elected to the membership by the Board of Trustees, and such members shall have such privileges, rights and authority as the Trustees may determine. The Trustees may provide for various classes of membership, if they so wish. The members shall pay such dues and fees as may be fixed by the Trustees from time to time.

The annual meeting of the members shall be held on the first Saturday of April of each year at such time and place as may be designated by the Board of Trustees for the purpose of electing trustees and for the transaction of such other business as may come before the meeting. Each member of the corporation shall have one (1) vote which must be voted in person.

Special meetings of members may be called by the President when the best interests of the corporation so warrant or at the request of a majority of the Board of Trustees or member.

Notice of the place, day and hour of any meeting shall be made in writing to each current member of the corporation at the member's address as shown by the records of the corporation.

A quorum at a meeting of the membership shall consist of one-third of the number of members at any given time. A majority of the votes entitled to be cast by the members present in person at the meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by members, unless a greater proportion is required by law.

### ARTICLE III

#### Board of Trustees

1. The control and management of the affairs of this corporation shall be vested in the Board of Trustees.

2. The Board of Trustees shall consist of not less than three nor more than twelve persons. One-third of the Trustees shall be elected for a three-year term, one-third shall be elected for a two-year term, and one-third shall be elected for a one-year term. Thereafter, all Trustees shall be elected for three year terms.

3. The President, Vice President, Treasurer and Secretary shall be members of the Board of Trustees.

4. If the office of any trustee becomes vacant by reason of death, resignation, removal, disqualification or otherwise, the remaining trustees, though less than a quorum, may elect a successor or successors who shall hold office for the unexpired term.

5. The Board of Trustees shall have the entire management of the business and affairs of the corporation and shall have and exercise all the powers possessed by the corporation itself, so far as such delegation of authority is not inconsistent with the laws of the State of New Hampshire, with the Articles of Agreement or with these Bylaws. The Board of Trustees shall, to the extent not inconsistent with these Bylaws, have the power to elect all of the officers of the corporation specified in these Bylaws and to prescribe their duties. The Board of Trustees may also elect such other officers or agents as it may in its discretion deem advisable. It shall prescribe the duties of all such other officers and agents as it elects.



6. The members of the Board of Trustees shall serve without compensation except that, on vote of the Board of Trustees, any member may be compensated for services to the corporation that are in addition to the normal duties of a trustee.

7. The Board of Trustees shall meet at least annually at a time and place designated by them and may hold other meetings on such conditions as they themselves may adopt. A special meeting of the Board may be called by the President or by any three trustees upon giving notice of the time and place thereof to the other trustees by first-class mail, postage prepaid, addressed to each at his address on the corporate records at least five days before the date of such meeting so-called or by delivering such by hand to the other trustees at least two days before the date of such meeting.

8. A majority of the Board of Trustees shall constitute a quorum. When a quorum is present, concurrence of the majority of trustees present shall determine any matter brought before the meeting unless otherwise provided by these Bylaws. A majority of trustees present may adjourn any meeting from time to time and the meeting may be held as so adjourned, provided that a twenty-day notice is given by mail to any member not present at the time of such adjournment.

9. Each trustee shall have one vote on all matters to be considered by the Board of Trustees, and at any properly constituted meeting, a vote of the majority of the trustees

present shall be necessary to adopt proposals, unless otherwise expressly provided by the Articles of Agreement or Bylaws.

10. Notwithstanding any provisions in these Bylaws to the contrary, any action required to be taken at a meeting of the trustees of this corporation may be taken without a meeting if all of the trustees sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of trustees' meetings and shall have the same effect as a unanimous vote.

#### ARTICLE IV

##### Officers

1. The officers of the corporation shall consist of a President, Vice President, a Treasurer, a Secretary and such other officers as the Board of Trustees may determine from time to time. All officers will hold one year terms. The foregoing officers shall be elected by the Board of Trustees at its annual meeting. Such other officers as the Board may deem desirable may be elected by the Board. Two or more offices may be held by the same person. No officer need be a member of the Board of Trustees. Any vacancies in these positions will be filled by election by the Board of Trustees at a properly constituted meeting of the Board.

2. The President shall, by virtue of the office, be the chairman of the Board of Trustees. The President shall

be the chief executive and administrative officer of the corporation and shall, when present, preside at all meetings of the Board of Trustees, and at all meetings of the membership. The President shall present at each annual meeting of the corporation an annual report on the activities of the corporation. The President shall appoint all committees, temporary or permanent. The President shall see that all books, reports and certificates as required by law are properly filed. The President shall be one of the officers who may sign the checks or drafts of the corporation. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any corporation, and shall have general supervision of the affairs of the corporation, shall make reports to the Board of Trustees and perform such other duties and have such powers as the Board of Trustees may from time to time designate.

3. The Vice President shall, in the event of the absence or inability of the President to exercise that office, become the acting President of the corporation with all the rights, privileges, powers, responsibilities and duties as if the Vice President had been the duly elected President. The Vice President shall have such other executive responsibility as the Board of Trustees may from time to time designate.

4. The Secretary of the corporation shall keep accurate minutes and records of the corporation in books provided for



that purpose of all proceedings at the meetings of the Board of Trustees and the membership. The Secretary shall file any certificates required by any federal or state statute, and shall give and serve any notices required by any statute, the Articles of Agreement or these Bylaws to members of this corporation and its Board of Trustees. The Secretary shall be the official custodian of the records of this corporation. The Secretary may be one of the officers required to sign the checks or drafts of the corporation. The Secretary shall be a resident of the State of New Hampshire, and shall be sworn to the faithful performance and discharge of the Secretary's duties and shall perform all the duties commonly incident to the Secretary's office, as well as such other duties as the Board of Trustees may from time to time designate.

In the absence of the Secretary from any meeting, a secretary pro tempore may be elected.

5. The Treasurer shall, subject to the discretion and under the supervision of the Board of Trustees, be the principal financial officer of the corporation. The Treasurer shall have the care and custody of all funds, monies and securities belonging to the corporation and shall be solely responsible for such funds, monies or securities. The Treasurer shall have and exercise, under the supervision of the Board of Trustees, all of the powers and duties commonly incident to the Treasurer's office. The Treasurer may be

required by the Board of Trustees to give bond in such sum and with such sureties as may be satisfactory to the Board. The Treasurer shall deposit or cause to be deposited in one or several accounts, in one or more state or federally-chartered banks or duly established savings and loan associations or trust companies as the Board of Trustees may from time to time designate, the funds of the corporation. The Treasurer shall render at stated periods as the Board of Trustees shall determine, a written account of the finances of the corporation, and such reports shall be physically affixed to the minutes of such Board of Trustees' meeting. The Treasurer shall keep accurate books of account of all corporation transactions, which books shall be the property of the corporation and together with all other of its property in the Treasurer's possession shall be subject at all times to the inspection and control of the Board of Trustees. The Treasurer shall perform such other duties and shall have such other powers as the Board of Trustees may from time to time designate.

6. The Board of Trustees may remove from office any officer elected to it.

#### ARTICLE V

##### Contracts, Loans, Checks and Deposits

The Board of Trustees may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on



behalf of the corporation, and such authority may be general or confined to specific instances.

#### ARTICLE VI

##### Fiscal Year

The fiscal year of the corporation shall end on June 30.

#### ARTICLE VII

##### Inspection of Books and Papers

All books, papers, and documents of every kind belonging to the corporation, whether located in the office or at the home of the President, Treasurer, Secretary, or elsewhere, shall be open to the inspection of the trustees, the officers and the members at all reasonable times.

#### ARTICLE VIII

##### Committees

All committees of this corporation shall be appointed by the President and the term of office shall be for the period of     year(s) or less if sooner terminated by the action of the President.

#### ARTICLE IX

##### Miscellaneous

As used in these Bylaws, the masculine gender imports the feminine gender and the singular imports the plural, except as the context clearly otherwise indicates.

#### ARTICLE X

##### Amendments

Except as otherwise provided by law, these Bylaws may

be amended, added to, altered, or repealed, in whole or in part, by a majority vote of the members of the corporation.

The Articles of Agreement of the corporation may be amended by a majority vote of the members of the corporation, provided that not less than seven (7) days' prior notice of the meeting to consider the amendment shall be given in writing to each member at their address on the corporation's rolls, which notice shall state that an amendment of the Articles will be considered at the meeting and shall generally describe the nature of the amendment to be considered.

#### ARTICLE XI

The corporation shall be governed by Robert's Rules of Order, Revised, in all points not covered by these Bylaws.

#### ARTICLE XII

##### Non-Profit Corporation

This corporation is a non-profit corporation. While it may hire and pay employees and contract for goods and services in the pursuit of its objectives, no part of its receipts shall be distributed among any of its members.

ARTICLES OF AGREEMENT  
of  
ATTITASH ALPINE EDUCATIONAL FOUNDATION

ARTICLE I

Name

The name of this non-profit corporation shall be Attitash Alpine Educational Foundation.

ARTICLE II

Purposes

The purposes for which this corporation is established are as follows:

To establish and carry on at Mt. Attitash Ski Area in Bartlett, New Hampshire and such other places as may from time to time be selected by the Trustees, programs for the education of boys and girls in the sport of skiing.

To assist students to further their education in skiing by providing scholarship aid, grants, loans and other forms of financial help to deserving persons, regardless of race, color, creed, national origin or age.

In pursuance, and not in limitation, of the general powers conferred by law, and the objects and purposes herein set forth, it is expressly provided that the corporation also shall have the following powers:

To accept contributions, legacies, and bequests for the general purpose of this corporation, or for any particular purpose, or activities specified by the donor if within the scope of the objectives and purposes hereinbefore set forth.

To have offices and promote and carry on the objectives and purposes of the corporation within or without the State of New Hampshire and in other states of the United States.

To collect funds and dues from the members of the corporation and to distribute such of the funds and assets of the corporation as may not be required in the operation thereof, to any persons toward the accomplishment of the



objectives of this corporation, and whose operations in that respect are on a non-profit basis. In the event of the dissolution of this corporation, such assets as may be remaining will be transferred to some other like organization, and no part of said assets will inure to the benefit of the incorporators, members of trustees of this or any other corporation.

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 Incorporation, or by the Bylaws of this corporation.

That this organization is organized solely for educational purposes as defined within the meaning of Section 501 (C)(3) of the Internal Revenue Code of 1954. That this organization will not as a substantial part of its activities, attempt to influence legislature or participate to any extent in any extent in a political campaign for or against any candidate to public office.

IN FURTHERANCE AND NOT IN LIMITATION OF THE foregoing objects and powers, this corporation shall have all of the general powers conferred by RSA Ch. 292, as amended.

### ARTICLE III

#### Place of Business

The principal place of business of the corporation shall be in the Town of Bartlett, in the County of Carroll and the State of New Hampshire.

### ARTICLE IV

#### Capital Stock

The corporation will have no capital stock.

### ARTICLE V

#### Officers and Directors

The duties, terms of office and manner of electing the officers and directors of this corporation shall be established in Bylaws to be adopted by the corporation.

assets or property to the corporation shall make such transfers subject to the provisions of these Articles of Agreement and subject to the provisions of the Bylaws which may be applicable.

#### ARTICLE VII

##### Disposition of Assets Upon Dissolution

Upon the dissolution of the corporation, the Board of Directors 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 exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

#### ARTICLE VIII

##### First Meeting of the Incorporators

The first meeting of the Incorporators shall be held on the 14<sup>th</sup> Day of April, 1984.

NAMES AND SIGNATURES OF  
ORIGINAL INCORPORATORS:

POST OFFICE ADDRESS:

Richard Sorel

24 Sagamore Road

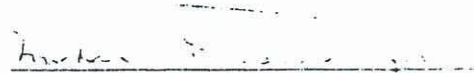
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Gene G. Chandler

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