

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

1. 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 Board of Trustees may provide for various classes of membership, if they so wish. Members shall have voting rights as outlined provided in these bylaws. The articles of these Bylaws may fix the term of membership. The Members shall pay such dues and fees as may be fixed by the Trustees from time to time.
2. The Members of the corporation shall be the parent or legal guardian of a currently enrolled Participant(s) or members of the Board of Trustees (the "Members"). A

- Participant shall be deemed to be currently enrolled if he or she has met all registration requirements set forth by the Board of Trustees for participation in the activities managed by the corporation for a period beginning on November 1 and ending on the following October 31 (a "Participant"). A Member that has more than one Participant, shall be entitled to no more than one vote ("one Member vote") in the matters allowed in these Bylaws, per New Hampshire Statute Section 292:6-b, which must be voted in person.
3. An Annual Meeting of the Membership shall be held during the months of March or 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. Special meetings of the Membership may be called by the President when the best interests of the corporation so warrant or at the request of a majority of the Trustees or Membership (a "Special Meeting").
 4. Notice of the place, day and hour of an Annual Meeting and any Special Meeting shall be made in writing to each current Member of the corporation at the Member's mailing address and/or distributed electronically at the Member's email address as shown by the records of the corporation.
 5. A quorum at the Annual Meeting or any Special Meeting 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. Votes for the election of Trustees is defined in Article III, Section 2.

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 five or more than twelve persons. The number of Trustee positions shall be determined by the Trustees. The Trustees shall hold an election at an Annual Meeting or Special Meeting to fill any available trustee position(s). The Board of Trustees shall provide notice to the Members for any available Trustee position(s) as part of the requisite notice required for the Annual Meeting or Special Meeting. Members are entitled to cast one vote per available Trustee position. If the number of individuals seeking to fill the Trustee position vacancy(ies) is greater than the number of available Trustee position(s), the individual(s) receiving the greatest number of votes shall be deemed elected to the available Trustee position(s). 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 of Trustees 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 their mailing address on the corporate records at and/or email 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 email to any Trustee 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 Board of Trustees may be taken without a meeting if all of the Trustees sign written consents or emailed consent 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 Board of Trustees' meetings and shall have the same effect as a unanimous vote.

11. In the interest of encouraging diversity of discussion, connection with the public, and public confidence, Trustees shall not be of the same immediate family or related by blood or marriage.
12. Trustees are not required to be a parent or legal guardian of a current Participant.

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 of Trustees. Two or more officer positions may be held by the same person. Any vacancies in these positions will be filled by election by the Board of Trustees at a properly constituted meeting of the Board of Trustees.
2. The President shall, by virtue of the office, be the Chairperson of the Board of Trustees. The President shall be 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 provide 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 unless the Board of Trustees also appoints a New Hampshire residue for the service of process, 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 of Trustees. The Treasurer shall deposit or cause to be deposited in one or several accounts, in one of 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 documented account of the finances of the corporation, and such reports shall be physically affixed of 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 be responsible for the on-time and complete filing of all required Federal and State tax forms and reports. 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, computer, or at the home of the President, Vice 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 one year(s) or less if sooner terminated by the action of the President.

ARTICLE IX

The Board of Trustees may hold meetings by means of a conference telephone, video, or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE X

Amendments

1. 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 at an Annual Meeting or a Special Meeting.
2. The Articles of Agreement of the corporation may be amended by a majority vote of the Members, 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 mailing address and/or distributed electronically at the Member's email 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.
3. Any Bylaw revision or amendment approved in accordance with the procedures in these Bylaws shall be filed with the New Hampshire Department of Justice, Charitable Trusts Unit.

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 501(c)3 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.

ARTICLE XIII

Conflict of Interest Language

Any Trustee, officer or committee member, or whose immediate family member, proposes to enter into a transaction with the corporation which provides an economic benefit to such Trustee, officer or committee member, directly or indirectly, (as set forth in NH RSA 7:19-1 or other applicable federal or state law of regulation) shall have an affirmative obligation to disclose such interest or that of the family member and shall be prohibited from participating in the discussion on the subject or voting thereon. The Board of Trustees may authorize the

corporation to enter into such transactions only in accordance with the applicable provisions of New Hampshire Revised Statutes Annotated (RSA) 7:19-a and other applicable federal or state laws or regulations, as they may exist from time to time. In all cases, the Board of Trustees shall act in accordance with the then current conflict of interest policy of the corporation.