

**BYLAWS
OF
CONNECTICUT YOUTH SKI LEAGUE, INC.**

ARTICLE I

NAME, LOCATION, AND DEFINITIONS

1.1. Name. The name of this corporation, which is organized under the laws of the State of Connecticut, is Connecticut Youth Ski League, Inc. and shall be referred to in these Bylaws as the "Corporation."

1.2. Location. The principal office of this Corporation shall be situated in the State of Connecticut at such specific location as the Board of Directors shall determine from time to time. The Corporation may also have such other offices as the Board of Directors determines from time to time.

1.3. Definitions.

- A. **Race Team:** A "Race Team" is an organization whose principal purpose is preparing alpine ski racers to participate in alpine ski racing activities and competition. A "Race Team" may be owned, operated, and directed by a Ski Area, or may be owned, operated, and directed independently of a Ski Area.
- B. **Ski Area:** A "Ski Area" is an organization which maintains, operates, and prepares a venue for the sport of alpine skiing.
- C. **United States Ski & Snowboard Association:** The "United States Ski & Snowboard Association" is the national governing body, recognized by the United States Olympic Committee and International Ski Federation, for skiing and snowboarding in the United States of America, and is hereinafter referred to as "USSA."
- D. **Youth Alpine Ski Racer:** A "Youth Alpine Ski Racer" is an individual eligible to hold a USSA youth membership, or otherwise classified as a youth athlete, by USSA.

ARTICLE II

PURPOSE

2.1. General Purpose. The Corporation is organized and operated for the following general purposes:

- a) Exclusively for charitable purposes, educational purposes, fostering international amateur sports competition purposes, and other non-profit purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law;
- b) To engage in any lawful act or activity for which corporations may be formed under the Connecticut Revised Nonstock Corporation Act, and to exercise such

rights, powers, duties, and authority pursuant thereto, which are consistent with the preceding paragraph; and

- c) The Corporation has not been formed for the making of any profit or personal financial gain. The assets and income of the Corporation shall not be distributable to, or benefit the directors, officers or other individuals. The assets and income shall only be used to promote corporate purposes as described herein.

2.2. Specific Purposes. The specific purposes of the Corporation shall include, without limitation, the following:

- a) Organizing and administering a youth amateur alpine ski racing league affording youth participants competitive skiing opportunities at the local, regional, national, and international levels;
- b) Promoting the ideals of sportsmanship, fellowship, athletic and personal development, sound athletic training principles, and age-appropriate competition;
- c) Establishing, administering, and promoting youth alpine ski racing programs as a means of healthful recreation, physical fitness, and personal and athletic progression as prescribed by USSA;
- d) Representing member interests within USSA at the local, regional, national, and international levels. Such regional representation specifically includes acting as a regional body of the Tri-State Alpine Ski Racing Association, or the corresponding organization, entity, or body if known by any other name (hereinafter referred to as %TSASRA+), which is the state division of the Eastern Region of USSA which encompasses the state of Connecticut;
- e) Establishing a calendar and entry criteria for competitive skiing opportunities consistent with USSA and TSASRA rules;
- f) Establishing local rules and policies consistent with USSA and TSASRA rules and policies that facilitate excellence in competition and athletic development;
- g) Fostering and encouraging interest and participation in USSA-sanctioned skiing;
- h) Disseminating education, training, and other support to help USSA members to pursue their goals to achieve sustained success in all levels of skiing competition and develop to their highest athletic and personal potentials;
- i) Achieving and maintaining long-term financial stability; and
- j) Fostering a love of the sport of alpine skiing as a life-long pursuit.

ARTICLE III

MEMBERSHIP

3.1. Classes of Members. The Corporation shall have three classes of members: (i) Member Racer; (ii) Member Race Team; and (iii) Provisional Member Race Team.

3.2. Voting. No member shall have voting rights.

3.3. Qualifications for Membership.

3.3.1. Member Racer. To be classified as a Member Racer, an individual must meet the following qualifications:

- a) Be a Youth Alpine Ski Racer and registered as a USSA member in good standing holding a valid competitor license;
- b) Be a member of a Member Race Team or Provisional Member Race Team; and
- c) Apply for membership annually in a manner approved by the Board of Directors.

There shall be no limit on the number of Member Racers of the Corporation.

3.3.2. Member Race Team. A Member Race Team is a Race Team approved by the Board of Directors for membership as a ~~%~~Member Race Team+ that maintains the following qualifications for a minimum period of two successive calendar years, and continuously thereafter in order to maintain Member Race Team status:

- a) Be registered with USSA as a USSA member club in good standing;
- b) Operate primarily in Connecticut or eastern New York, conducting the majority of its training at an affiliated Ski Area located in Connecticut or eastern New York;
- c) Have a minimum of five (5) Youth Alpine Ski Racer members, each of whom is registered as a USSA member in good standing holding a valid competitor license, and is an active participant in the Corporation's activities;
- d) Apply for membership annually in a manner approved by the Board of Directors;
- e) Subscribe to the purposes and goals of the Corporation; and
- f) Agree to abide by the Bylaws of the Corporation as amended from time to time.

There shall be no limit on the number of Member Race Teams of the Corporation.

3.3.3. Provisional Member Race Team. A Provisional Member Race Team is a Race Team which applies for membership in the Corporation but does not meet the qualifications of a Member Race Team and has not been approved by the Board of Directors as a Member Race Team. A Provisional Member Race Team is a Race Team that has been approved by the Board of Directors for membership as a ~~%~~Provisional Member Race Team+and minimally maintains the following qualifications:

- a) Be registered as a USSA member club in good standing;
- b) Operate primarily in Connecticut or eastern New York, conducting the majority of its training at an affiliated Ski Area located in Connecticut or eastern New York;
- c) Apply for membership annually in a manner approved by the Board of Directors;
- d) Subscribe to the purposes and goals of the Corporation; and
- e) Agree to abide by the Bylaws of the Corporation as amended from time to time.

There shall be no limit on the number of Provisional Member Race Teams of the Corporation.

3.3.4. Non-Discrimination in Membership. The Corporation shall provide an equal opportunity to amateur athletes to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, ethnicity, national origin, or sex, and with fair notice and opportunity for a hearing before declaring any such individual ineligible to participate.

3.4. Membership Dues.

- A. Each approved Provisional Member Race Team may be required to pay a one-time membership fee to join the Corporation in an amount to be determined by the Board of Directors from time to time. This fee may be waived by a two-thirds (2/3) vote of the Board of Directors.
- B. Each Member Race Team and Provisional Member Race Team may be required to pay annual membership dues to the Corporation in an amount to be determined by the Board of Directors from time to time.
- C. Each Member Racer shall pay annual membership dues to the Corporation in an amount to be determined by the Board of Directors from time to time.
- D. The amount of annual membership dues will be determined annually by the Board of Directors.
- E. A late fee may be levied on any class of member as determined by the Board of Directors from time to time.

3.5. Suspension and Expulsion of Membership. Any member may be suspended or expelled from membership with or without cause upon the affirmative vote of at least two-thirds (2/3) of the entire Board of Directors if, in the discretion of the Board as indicated by such vote, such suspension or expulsion would be in the best interests of the Corporation. The officers of the Corporation shall be permitted to suspend members for periods of up to one (1) year in a manner approved by the Board of Directors. Before declaring a member ineligible to participate through suspension or expulsion, the member shall be provided with fair notice and opportunity for a hearing. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership in the Corporation.

3.6. Termination of Membership.

3.6.1. Termination of Member Racer. The membership of each Member Racer of the Corporation will terminate upon the Member Racer's death, resignation, expulsion, or, unless otherwise determined by the Board of Directors, on May 30 of each year. All rights of members of the Corporation shall cease on termination of membership as herein provided. No member may transfer a membership or any right arising therefrom.

3.6.2. Termination of Member Race Team or Provisional Member Race Team. The membership of a Member Race Team or Provisional Member Race Team shall terminate upon the occurrence of any of the following events:

- a) The Member Race Team or Provisional Member Race Team ceases to operate as a Race Team;

- b) Upon receipt by the President or Secretary of the Corporation of notice delivered by the appropriate representative member of the Board of Directors that a Member Race Team or Provisional Member Race Team wishes to terminate its membership;
- c) The Member Race Team or Provisional Member Race Team fails to continue to meet the qualifications for membership as described;
- d) The Member Race Team or Provisional Member Race Team fails to pay dues, if any are due, as described. Member Race Teams and Provisional Member Race Teams terminated as a result of non-payment of dues may reactivate their memberships in the Corporation by the payment of all current and past due membership dues; or
- e) Upon approval of the Board of Directors by a two-thirds (2/3) vote of the entire Board, due to the Member Race Team or Provisional Member Race Team failing to have at least one member thereof or an alternate at two (2) consecutive Board of Directors meetings.

All rights of members of the Corporation shall cease on termination of membership as herein provided. No member may transfer a membership or any right arising therefrom.

3.7. Meetings of Members. A meeting of the Board of Directors shall be considered a meeting of the members of this Corporation. Any interested member of the Corporation shall be permitted to attend any meeting of the Board of Directors, provided that the Board of Directors may close a meeting, or a portion of a meeting, for discussion of matters of a legally sensitive nature.

ARTICLE IV DIRECTORS

4.1. Powers. Subject to any limitations of the Certificate of Incorporation, the Connecticut Nonstock Corporation Act, or these Bylaws, all corporate powers shall be exercised by, or under the authority of, the Board of Directors. The Board of Directors shall manage the business, affairs, and activities of the Corporation. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers:

- a) To appoint and remove all officers of the Corporation, subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, the Certificate of Incorporation, or these Bylaws.
- b) To conduct, manage, and control the affairs of the Corporation, and to make such rules and regulations therefor, not inconsistent with law, with the Certificate of Incorporation, or these Bylaws, as they may deem best.
- c) To designate any place for the holding of any Board of Directors meeting, to change the principal office of the Corporation for the transaction of its business from one location to another, to adopt, make, and use a corporate seal and to

alter the form of such seal from time to time, as, in their judgment, they may deem best, provided such seal shall at all times comply with relevant provisions of law.

- d) To borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered therefor, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and securities thereof.
- e) To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the Corporation, and to distribute, loan, or dispense the same or the income and profits therefrom.

4.2. Number. The number of directors constituting the entire Board shall be not less than three (3) in total. Subject to the foregoing, the number of directors may be determined from time to time by action of the Board of Directors, provided that any action by the Board of Directors to effect a decrease below the minimum shall require the vote of at least two-thirds (2/3) of all directors then in office. No decrease in the number of directors shall shorten the term of any director then in office.

4.3. Qualification. Each director must be a natural person, at least twenty-one (21) years of age, and a member in good standing of USSA. Directors shall be appointed, elected, or otherwise selected without regard to race, color, religion, ethnicity, national origin, or sex. No natural person may occupy more than one director office, or serve as an alternate director while holding office as a director. Each director shall serve without compensation except for reasonable expenses incurred for the Corporation or for services provided to the Corporation in a capacity other than as a director in accord with the provisions of Paragraph 4.9. Any director appointed by the holder of any office or an officer or board of any other organization is to act in his or her own right and not as a representative of any interest or group.

4.4. Composition. There shall be one (1) director office for each Member Race Team, each such office to be occupied by an individual appointed, elected, or otherwise selected to serve as a director exclusively by a single Member Race Team for each such office by a method of that Member Race Team's own choosing. Each Member Race Team may also appoint, elect, or select one (1) alternate to vote in the place of the director appointed, elected, or otherwise selected as a director by such Member Race Team if such director is absent from any meeting of the Board of Directors. The Board of Directors shall appoint additional directors as follows: the President, Secretary, and Treasurer of the Corporation shall each also be directors of the Corporation unless an officer should be appointed, elected, or selected by a Member Race Team to represent such Member Race Team as a director on the Board of Directors, in which case, the director's office reserved for such officer shall remain vacant, and shall not be considered for purposes of a quorum or of computing the voting power of the Corporation or its Board of Directors.

4.5. Ex Officio Directors. Each Provisional Member Race Team shall be permitted to appoint, elect, or otherwise select an individual to serve as an *ex officio* director on the Board of Directors provided that such individual meets the qualifications to serve as a director as described. *Ex officio* directors shall not be considered for purposes of a

quorum nor shall they be entitled to vote, but shall otherwise have the same rights as all other directors as described, and shall also be subject to and governed by these Bylaws in the same manner as all other directors as described.

4.6. Term of Office. The regular term of office for each director shall be one (1) year from July 1 to June 30, provided that a Member Race Team may replace the individual serving as its representative director with any other individual upon thirty (30) days notice to the Board of Directors. If a Member Race Team representative director is elected an officer of the Corporation by the Board of Directors, the Member Race Team shall be permitted to immediately appoint, elect, or select another individual to fill such office. The term of any director serving as a representative of a Member Race Team shall continue for more than one (1) year until a new director is appointed, elected, or selected by such Member Race Team. The term of any director serving as a director by virtue of his or her holding of an officer position shall continue as long as such director remains an officer of the Corporation. There is no limit on the number of terms of office that a director may be appointed, elected, or selected to serve.

4.7. Removal and Resignation. Directors may be removed from office, for cause, which shall exist (without limiting other causes for removal) whenever a director:

- a) has committed a material breach of his or her fiduciary duty;
- b) is convicted of a felony; or
- c) has committed an act of moral turpitude.

Upon termination of recognition of a Member Race Team as outlined in Paragraph 3.6.2. 'Termination of Member Race Team or Provisional Member Race Team Membership', the appropriate director shall be removed and the appropriate positions on the Board of Directors shall be eliminated.

Directors may be removed from office, without cause, by a unanimous vote of the remaining directors.

4.8. Vacancies.

- A. A vacancy in the Board of Directors exists in case of the happening of any of the following events:
 - i. The death, incapacity, resignation, or removal of any director;
 - ii. The authorized number of directors is increased; or
 - iii. A Member Race Team that has the right to appoint, elect, or select a director as provided in these Bylaws fails to appoint, elect, select, or otherwise identify a director to be appointed by it.
- B. Except as provided for in Paragraphs 4.4 and 4.6, any vacancy occurring on the Board of Directors may be filled by a vote of the majority of the remaining directors that are present at a meeting of the Board of Directors at which a quorum is present. A director so chosen shall serve for the balance of the unexpired term of the vacant office. If the Board of Directors accepts the resignation of a director, tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective for the

balance of the unexpired term of the resigning director. However, the Board has the power to fill or leave unfilled, until the next election, all vacancies occurring on the Board, including those created by an authorized increase in the number of directors. In the event that less than a quorum of the Board remains to fill vacancies, a vote of one hundred percent (100%) of the remaining directors shall be required to fill any vacancy.

- C. A vacancy in an office of a director of the Board of Directors caused by a vacancy in an officer's position shall be filled according to the procedure for the filling of a vacancy in an officer position.

4.9. Compensation. As set forth in Paragraph 4.3, each director shall serve without compensation except for reasonable expenses incurred for the Corporation or for compensation for services provided to the Corporation in a capacity other than as a director. Upon approval of the Board of Directors, a director may be compensated for services provided to the Corporation in a capacity other than as a director, which includes, but is not limited to, service as an officer of the Corporation as set forth in Paragraph 5.8.

4.10. Place of Meetings. Meetings of the Board of Directors may be held within or out of the State of Connecticut and at any place as has been designated from time to time by resolution of the Board of Directors or by written consent of all directors.

4.11. Number and Notice of Meetings. At least two (2) meetings of the Board of Directors shall be held each fiscal year. Meetings shall be scheduled at the discretion of the Board of Directors and may be called by the President of the Corporation. Notice of any meeting of the Board of Directors may be made by announcement at the previous meeting, or by notice given personally to the directors or sent by mail or other form of communication, including telephone or email communication, at least seven (7) days in advance of such meeting.

4.12. Quorum for Meetings. Unless otherwise required by law, these Bylaws, or the Certificate of Incorporation, a quorum for the transaction of business shall be present when a majority of directors are present, which may include electronic or telephonic participation. Every act or decision done or made by a majority of the directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number is required by the Articles of Incorporation, these Bylaws, or provisions of law.

The transactions of any meetings of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though a meeting was duly held after regular call and notice, if a quorum be present and if either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

4.13. Conduct of Meetings and Voting.

- A. Meetings of the Board of Directors shall be presided over by the President of the Corporation, or, in his or her absence, by the Secretary, or, in both the President's and Secretary's absence, the Treasurer, or, in the absence of all

officers, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that he or she may appoint another person to act as secretary when presiding over the meeting, and in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

- B. Each director present at a meeting of the Board of Directors shall be entitled to one (1) vote except those directors designated as non-voting *ex officio* directors and as otherwise provided herein. No director, including a director holding an officer position, may cast more than one vote. If any alternate will be voting on behalf of a director at any meeting, in accord with the restrictions set forth below, the Board must be notified at the commencement of that meeting. A director of the Corporation may not act as an alternate on behalf of another director and therefore be entitled to cast more than one vote. Other than an alternate voting on behalf of an absent director, after adequate notice, voting by proxy shall not be permitted. A director holding an officer position may not designate an alternate to vote in his or her place.
- C. Although not required, it is understood and expected that a director will normally be a member of, or otherwise associated with, a Member Race Team or Provisional Member Race Team of the Corporation. In recognition of such memberships or associations of directors, no single Member Race Team or Provisional Member Race may be represented by more than two votes during any vote of the Board of Directors. Such limitation shall be achieved by limiting the voting power of directors whose memberships on the board of directors are the result of their appointments as officers. Should the memberships or associations of the Corporation's officers cause the voting power of any one Member Race Team or Provisional Member Race Team to exceed two votes as set forth above, the Secretary of Corporation shall first lose his or her voting power, followed by the Treasurer of the Corporation, if necessary.
- D. The Board of Directors votes on all business as required by these Bylaws.

4.14. Presumption of Assent. A director who is present at any meeting of the directors, or a committee thereof of which the director is a member, at which action on a corporate matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the person acting as the secretary of the meeting before or promptly after the adjournment thereof. A director who is absent from a meeting of the Board, or a committee thereof of which the director is a member, at which any such action is taken, is presumed to have concurred in the action unless the director files a dissent with the Secretary of the Corporation within a reasonable time after obtaining knowledge of the action.

4.15. Committees. Committees of the Board of Directors may be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Corporation or any operations needing study, recommendation, or action. The Board may establish such standing or special committees as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has

the power to do any of the things a committee is prohibited from doing under the Connecticut Revised Nonstock Corporation Act. The Board shall appoint the members of such committees. Persons other than directors may be appointed to such committees, but the Chair of each committee must be a director of the Corporation.

4.16. Representatives to Outside Organizations. The Corporation may be empowered or authorized by outside organizations to appoint, elect, or otherwise select individuals to fill director, officer, or other positions within those outside organizations. The Corporation's Board of Directors is hereby expressly authorized to fill such positions, and may delegate such authority to its officers. This provision is intended to specifically include, but not be limited to, power or authority granted to the Corporation by TSASRA to appoint, elect, or otherwise select an individual or individuals as a member or members of its board of directors, or of any other TSASRA boards or committees.

ARTICLE V OFFICERS

5.1. Powers and Responsibility. All officers are subordinate and responsible to the Board of Directors and shall have general supervision of the affairs of the Corporation to the extent not exercised by, or reserved by these Bylaws or law to the full Board of Directors.

5.2. Designation and Number of Officers. The officers of this Corporation shall be the following: President, Secretary, and Treasurer.

5.3. Election and Term of Office. Officers shall be elected by the Board of Directors. An election of officers shall be conducted once per year by the Board of Directors at any Board of Directors meeting held after April 1 or at any time in order to fill a vacant position. Each officer shall hold office from July 1 until June 30, or until the officer's resignation, removal, death, or until a successor is elected and qualified.

5.4. Duties of the President. The President shall be the chief executive and operating officer of the Corporation and shall, subject to the control and direction and under the supervision of the Board of Directors, have general charge of the business affairs of the Corporation, its property, and the activities of its officers. The President rules on all questions of policy not explicitly contained in the Bylaws. The President approves schedules, membership, publicity, and conduct. The President shall preside at all meetings of the Board of Directors. The President shall exercise all powers incident to his or her office and have such other duties and responsibilities as may be required by law, by the Certificate of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

5.5. Duties of the Secretary. The Secretary shall:

- a) Keep the minutes of all meetings of the Corporation, and of the Board of Directors, and prepare them for distribution;
- b) Have charge of the seal of the Corporation, if any;

- c) Maintain and protect a file of all official and legal documents of the Corporation;
- d) Keep an accurate and up to date list of the names, addresses, email addresses, and phone numbers of directors by a method approved by the Board of Directors;
- e) Notify directors of time and location of meetings of the Board of Directors;
- f) Produce and file timely and accurate reports in order to satisfy all state and federal filing requirements as would be expected of a tax exempt nonstock corporation organized for non-profit purposes;
- g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors; and
- h) Maintain chain of custody of previous records of the Corporation and provide archives to subsequent Secretary.

In the absence of the President, and if the office of the President becomes vacant, the Secretary shall perform all duties of the President. When so acting, the Secretary shall have all of the powers of, and be subject to, all the restrictions upon the President. The Board of Directors or the President may delegate all or part of the authority and duties of the Secretary to subordinate officers.

5.6. Duties of the Treasurer. The Treasurer shall:

- a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors;
- b) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever;
- c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
- d) Keep and maintain correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- e) Render to the President and the Board of Directors, whenever required by them and at the end of each fiscal year, a full report of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation;
- f) Produce and file timely and accurate financial reports in order to satisfy all state and federal financial filing requirements as would be expected of a tax exempt nonstock corporation organized for non-profit purposes; and
- g) Perform all duties incident to the office of Treasurer and such other duties and responsibilities as may be required by law, by the Certificate of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

The Board of Directors or the President may delegate all or part of the authority and duties of the Treasurer to subordinate officers.

5.7. Resignation, Removal, and Vacancies. Any officer may resign at any time by delivering written notice to the Board of Directors or to the President or Secretary of the Corporation and shall be effective as of the date stated in the notice of resignation. Any officer may be removed during the officer's term by majority vote of the entire Board of Directors whenever, in their judgment, removal would serve the best interests of the Corporation. Such removal shall terminate all authority of the officer. Any vacancy of any officer position shall be filled by vote of the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill such vacancy.

5.8. Compensation. As may be determined by the Board of Directors from time to time, an officer of the Corporation may receive compensation from the Corporation for his or her efforts expended in such capacity.

ARTICLE VI. FINANCIAL POLICY

6.1. Property of the Corporation. The title to all property of the Corporation, both real and personal, shall be vested in the Corporation.

6.2. Financial Accounts.

- A. The Corporation may establish one or more checking, savings, or credit accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage, or disburse any funds for corporate purposes. All checks, drafts, or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer of the Corporation, or in his or her absence, the President, in such manner as is determined by the Board of Directors from time to time.
- B. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.
- C. All receipts and disbursements must flow through the Corporation's financial account(s). Any individual assigned responsibility for an event or activity must present a summary of receipts and expenses to the Treasurer at the end of the event or activity. Losses on any event or activity must be approved by the President by initialling the final statement.
- D. At the end of each fiscal year, the Treasurer will complete an annual financial report outlining income and expenses and distribute it to all directors.
- E. The Treasurer shall prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the Corporation.

6.3. Fiscal Year. This Corporation's fiscal year for financial reporting purposes will run twelve (12) consecutive months and begin on September 1 and end on August 31.

6.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the non-profit purposes of the Corporation.

6.5. Indebtedness. This Corporation may incur no debt greater than the cash assets of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by the Board of Directors.

6.6. Property Interests Upon Termination of Membership. Members have no interest in the property, assets, or privileges of the Corporation. Cessation of membership shall operate as a release and assignment to the Corporation of all right, title, and interest of any member, but shall not affect any indebtedness of the Corporation to such member.

6.7. Liability of Directors and Officers. No director or officer of the Corporation shall be personally liable to its creditors or for any indebtedness or liability, and any and all creditors shall look only to the Corporation's assets for payment. Further, no officer, no director, nor the Board of Directors shall be liable for acts, neglects, or defaults of an employee, agent, or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following if done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

6.8. Liability of Members. No member of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment.

ARTICLE VII

DISSOLUTION

The Board of Directors may dissolve the Corporation upon unanimous vote of the Board of Directors. Upon the dissolution or winding up of the Corporation, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets, and income of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

ARTICLE VIII

APPOINTMENT AND EMPLOYMENT OF ADVISORS

The Board of Directors may from time to time appoint, as advisors, persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the Corporation's purposes. The Board is authorized to employ such persons, including officers, attorneys, accountants, auditors,

agents, and assistants as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof.

ARTICLE IX EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized, no officer, agent, employee, or director shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it liable monetarily for any purpose or in any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officer, the President, either alone or with the Secretary or Treasurer, may execute the same in the name of, and on behalf of, the Corporation.

ARTICLE X PROHIBITED ACTIVITIES

10.1. Limitations on Actions Jeopardizing Tax Status. This Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

10.2. Lobbying and Political Activities. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, lobbying, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political or judicial campaign on behalf of, or in opposition to, any candidate for public office.

10.3. Non-Discrimination. The Corporation shall not discriminate on the basis of race, color, religion, ethnicity, national origin, or sex.

10.4. Prohibition Against Private Inurement. No part of the net income or net assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons. However, the Corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

10.5. Conflicts of Interest. A conflict of interest occurs when a person under a duty to promote the interests of the Corporation (a fiduciary) is in a position to promote a competing interest instead. Fiduciaries include all Corporation employees, directors or officers, and members of any Corporation committee. Undisclosed or unresolved conflicts of interest are a breach of this duty to act in the best interests of the Corporation and work to the detriment of the Corporation.

10.6. Discharging Conflicts of Interest. All conflicts of interest must be disclosed to the Board of Directors. After disclosure is made, the individual with a conflicting interest must not participate in judging the merits of that interest. That is, such individual must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict. When these are done, the conflict of interest has been properly discharged.

10.7. Litigation. The Corporation shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors.

ARTICLE XI INDEMNIFICATION

11.1. Right to Indemnification. Each person who was or is a party to or threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a ~~proceeding~~), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, including service with respect to employee benefit plans, whether the basis of the proceeding is alleged action in an official capacity as a director, officer, employee, or agent or in any other capacity while serving as a director, officer, employee, or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by state law, as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits the Corporation to provide broader indemnification rights than state law permitted the Corporation to provide before the amendment), against all expenses, liability, and loss (including attorneys' fees, judgments, fines, ERISA excise taxes, or penalties and amounts to be paid in settlement) reasonably incurred by the person in connection therewith, and the indemnification shall continue for a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in the next section with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the Board of Directors of the Corporation. To the extent authorized by state law, the Corporation may but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this article shall be a contract right.

11.2. Non-Exclusivity Rights. The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the Certificate of Incorporation, bylaw, agreement, vote of disinterested directors, or otherwise.

11.3. Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to payment by the Corporation, for expenses incurred in defending any proceeding before its final disposition, to any employee or agent of the Corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

11.4. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify the person against the liability under these Bylaws or the laws of the state of Connecticut.

11.5. Changes in Connecticut Law. If there is any change in the Connecticut General Statutes applicable to the Corporation relating to the subject matter of this Article, then the indemnifications to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permits the Corporation to provide broader indemnification rights than the provisions permitted the Corporation to provide before the change. Subject to the next Paragraph, the Board of Directors is authorized to amend these Bylaws to conform to any such changed statutory provisions.

11.6. Amendment or Repeal of Article. No amendment or repeal of this Article shall apply to or have any effect on any director, officer, employee, or agent of this Corporation for or with respect to any acts or omissions of the director, officer, employee, or agent occurring before the amendment or repeal.

11.7. Impact of Tax Exempt Status. The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating the Corporation's status as a tax exempt organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

ARTICLE XII

AMENDMENT OF BYLAWS

12.1. Notification. Any member of the Board of Directors may propose a change to these Bylaws, or the Certificate of Incorporation. Proposed changes must be published and distributed to the Board of Directors prior to the next meeting of the Board of Directors.

12.2. Voting.

- A. All amendments to these Bylaws shall be passed upon by a majority vote of the entire Board of Directors.

- B. All amendments to the Certificate of Incorporation shall be passed upon by a two-thirds (2/3) vote of the entire Board of Directors of the Corporation.
- C. Neither these Bylaws nor the Certificate of Incorporation may be amended to permit the Corporation to engage in any activity which would be inconsistent with its classification as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

12.3. Inspection. The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept in the principal office of the Corporation for the transaction of business, and shall be open to inspection by the members, officers, and directors at all reasonable times.

**ARTICLE XIII
CONSTRUCTION AND TERMS**

13.1. If there is any conflict between the provisions of these Bylaws and the Certificate of Incorporation of this Corporation, the provisions of the Certificate of Incorporation shall govern.

13.2. In all cases where specific interpretation of these Bylaws (or any part thereof) becomes ambiguous, or in specific cases of errors or omissions within these Bylaws, the spirit of the rules shall prevail.

13.3. Should any of the provisions or portions of these Bylaws be determined to be unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such determination.

I, Richard A Hanbury, hereby certify that I am the duly elected Secretary of Connecticut Youth Ski League, Inc.; that the foregoing are the Bylaws of Connecticut Youth Ski League, Inc., and that such have been duly enacted and are in full force and effect as of the date here set forth.

Dated: 11/3/16

By: [Signature]
Its Duly Authorized Secretary

Subscribed and sworn to before me this 3rd day of November, 2016.

[Signature]
Commissioner of the Superior Court