

**BYLAWS
OF
CONNECTICUT INDUSTRIAL SKI COUNCIL, INC.**

**ARTICLE I
NAME AND LOCATION**

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

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.

**ARTICLE II
PURPOSE**

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

- a) Exclusively as a social and recreation club for the pleasure and recreation of its members and other non-profit purposes within the meaning of Section 501(c)(7) 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.
- 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) The organization and management of an adult amateur recreational ski and snow sports racing program.
- b) The promotion of fellowship through participation in an organized ski and snow sports racing program and its related social and recreational activities.

ARTICLE III
MEMBERSHIP

3.1. Qualifications for Membership. The members of the Corporation shall consist of such persons as:

- a) Apply for membership on a form approved by the Board of Directors;
- b) Subscribe to the purposes and goals of the Corporation;
- c) Agree to abide by the Bylaws of the Corporation as amended from time to time; and
- d) Agree to join an approved Local Club.

3.2 Classes of Members. The Corporation shall have one class of members.

3.3. Local Clubs. A Local Club is an association of members approved by the Board of Directors. Each member must join a Local Club to become a member of the Corporation in order to participate in the Corporation's activities. An individual may be admitted as a provisional member of the Corporation without joining a Local Club as long as such individual agrees to join a Local Club prior to participating in the Corporation's racing program activities. Members of the Corporation that have already joined an approved Local Club or a group of provisional members that have not joined a Local Club may petition the Board of Directors for acceptance and approval of a new Local Club. There shall be no limit on the number of Local Clubs the Corporation may approve.

3.4. Membership Dues.

- A. Each approved Local Club shall pay a one-time fee of Forty Dollar (\$40.00) to join the Corporation. This fee may be waived by a two-thirds (2/3) vote of the Board of Directors.
- B. Each member shall pay annual membership dues to the Corporation in an amount to be determined by the Board of Directors from time to time.
- C. New Local Clubs will be responsible for a bib deposit on behalf of the members that have elected to participate in the Corporation's activities as part of that Local Club. Such deposit is intended to help cover the cost of replacement racing bibs, if member bibs are not returned. Each local club in a given conference is allowed one lost bib per year. If more than one bib is lost, the bib deposit is forfeited and an additional bib deposit is required.
- D. The amount of annual membership dues and the new Local Club racer bib surcharge will be determined annually by majority vote of the Board of Directors.

3.5. Termination of Membership. The membership of each member of the Corporation will terminate upon the member's death, resignation, expulsion, or failure to pay dues as described. Unless otherwise determined by the Board of Directors, each member's membership will immediately terminate if his or her membership dues have not been paid within ninety-one (91) days after such member's dues were due.

Members terminated as a result of expulsion may not renew their membership in the Corporation without obtaining the affirmative vote of at least two-thirds (2/3) of the Board of Directors. Members terminated as a result of non-payment of dues may reactivate their membership in the Corporation within two years after such termination by the payment of all current and past due membership dues. Members terminated as a result of resignation or for non-payment of dues in excess of two years may renew their membership only by re-application for membership in the Corporation.

3.6. 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 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. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership in the Corporation.

3.7. Termination of Local Club Approval. The approval of a Local Club shall terminate upon the occurrence of any of the following events:

- a) The Local Club ceases to operate as an association of members;
- b) Upon notice that a Local Club wishes to cease operating as such delivered by the appropriate member of the Board of Directors to the President or Secretary of the Corporation; or
- c) Upon approval of the Board of Directors by a two-thirds (2/3) vote, due to the Local Club failing to have at least one member 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.

3.8. Meetings of Members. Due to the membership structure of the Corporation and its Board of Directors, all members are represented on the Board of Directors of the Corporation as outlined in Article IV of these Bylaws. Due to this, a meeting of the Board of Directors shall be considered a meeting of the members of this Corporation and will therefore not be addressed separately.

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 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, with 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, or with the Certificate of Incorporation, or the 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 the 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 and not more than two (2) per approved Local Club plus the most recent past President. 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 such increase above the maximum or 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. Every director must be a member in good standing of the Corporation and a representative in good standing of an approved Local Club. Each director must be a U.S. citizen and at least eighteen (18) years of age. Each director shall serve without compensation except for reasonable expenses incurred for the Corporation. Directors appointed by the holder of any office or an officer or board of any other organization are to act in their own right and not as representatives of any interest or group.

4.4. Composition. Each Local Club shall be represented on the Board of Directors by two (2) members that have joined such Local Club whom shall serve as directors on the Board of Directors. Local Clubs shall appoint, elect or otherwise select members to serve as directors by a method of their own choosing. Each Local Club may also appoint, elect or select two (2) alternate members of such Local Club to vote in the place of any director that is a member of such Local Club if such director is absent from any meeting of the Board of Directors. The Board of Directors shall appoint additional directors as follows: the immediate Past President of the Corporation.

4.5. Term of Office. The regular term of office for each director shall be one (1) year from July 1 to June 30. The term of any director serving as a representative of a Local

Club shall continue for more than one (1) year until a new director is appointed, elected or selected by such Local Club. The term of any director serving as immediate Past President shall continue as long as such member remains the immediate Past President of the Corporation. There is no limit on the number of terms of office that a member may be appointed or elected to serve.

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

- a) fails to maintain membership, in good standing, in the Corporation while in office as a director;
- b) has committed a material breach of his or her fiduciary duty;
- c) is convicted of a felony;
- d) has committed an act of moral turpitude; or
- e) Upon termination of recognition of a Local Club as outlined in Paragraph 3.7 'Termination of Local Club Approval', the appropriate directors 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.

4.7. 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.
- iii. Local Clubs that have the right to appoint, elect or select directors as provided in these Bylaws fail to appoint the fully authorized number of directors to be appointed by them.

B. Any vacancy occurring on the Board of Directors may be filled by a vote of the majority of the remaining directors. 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 of the remaining directors shall be required to fill any vacancy.

4.8. Compensation. As set forth in Paragraph 4.3, each director shall serve without compensation except for reasonable expenses incurred for the Corporation. 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.

4.9. 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.

4.10. Number and Notice of Meetings. At least six (6) meetings of the Board of Directors shall be held each fiscal year, with at least five (5) meetings held between November 1 and March 30. Meetings shall be scheduled at the discretion of the Board of Directors. 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.

4.11. 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 Local Clubs are represented by at least one director or alternate qualified as such by his or her appointment, election or other method of selection by such Local Club as set forth in Paragraph 4.4. 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 they had a meeting 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.

4.12. Conduct of Meetings.

- 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 Vice President, or in the absence of both 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 in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.
- B. Copies of these Bylaws, the Racing Rules, and the latest annual financial statement must be available at each meeting.
- C. Each Director present at a meeting of the Board of Directors shall be entitled to one (1) vote for a maximum of two (2) votes on behalf of each Local Club. 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 such position as Past

President may never cast more than one vote, and when voting as Past President, may never designate an alternate to vote in his or her place.

- D. Minutes of the prior meeting must be distributed (if not distributed in advance), read and approved as the first order of business of any meeting.
- E. The Board of Directors votes on all business as required by these Bylaws. The President holds the power to veto any vote. A veto may be overridden by a subsequent two-thirds (2/3) vote of the Board of Directors.

4.13. 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.

4.14. Committees. Committees of the Board of Directors shall 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.

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, Vice President, Treasurer, Secretary, Racing Director – Sundown, Racing Director - Mt. Southington, Assistant Racing Director – Sundown, Assistant Racing Director - Mt. Southington, Past President, and Marketing Director.

The officers of this Corporation may also include the Racing Directors and Assistant Racing Directors of other venues or conferences that may arise.

5.3. Election and Term of Office.

- A. The officer position of Past President is not an elected position. Therefore, all following references regarding the election of officers shall not include the position of Past President.
- B. An election of officers for a particular year will be conducted prior to April 1st of the preceding year.
- C. Nominations will be held at Board of Directors meetings held in February and March of each year. Announcements of the upcoming February nominations and March elections will be made at any Board of Directors meeting held in January of each year and included in writing in the meeting minutes.
- D. Officers for a particular year shall be elected by the Board of Directors at any Board of Directors meeting held in March of each year and at any time in the event of a vacancy.
- E. Each officer shall hold office from July 1 until the officer's resignation, removal, death, or until his or her successor is elected and qualified.
- F. .Any two or more offices may be held by the same person except the office of President.

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 Vice President. In the absence of the President, and if the office of the President becomes vacant, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all of the powers of, and be subject to, all the restrictions upon the President. The Vice President sets the schedule of social events for the year and assigns duties for each event to volunteers. The Vice President shall have other powers and perform 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.

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 Directors, whenever required by them and at the end of each race season, 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 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. 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;
- 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 the Board of Directors by a method approved by the Board of Directors;
- e) Notify board members 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 non-profit corporation;
- g) In general, perform all duties incident to the office of Secretary and such other duties 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.
- h) Maintain chain of custody of previous records of the Corporation and provide archives to subsequent Secretary
- i) Update and post revised Racing Rules when changes are approved.

5.8. Duties of the Racing Director. Each Racing Director shall:

- a) Oversee the entire racing program for the assigned conference, along with administering and enforcing all program rules and regulations of such conference.
- b) Act as the primary contact with the conference's associated mountain management team, including coordinating the yearly race dates and program details with the assigned ski area.
- c) Organize race clinics and training events for each conference at the associated mountain.

5.9. Duties of the Assistant Racing Director. Each Assistant Racing Director assists the Racing Director in all duties as stated above and assumes the duties of the Racing Director if he or she is absent.

5.10. Duties of the Past President. The Past President is responsible as a voting member of the Board of Directors and is an advisor to the Board and current President.

5.11. Duties of the Marketing Director. The Marketing Director shall:

- a) Present marketing action plan to the board, and oversee execution.
- b) Coordinate and oversee all official communications, post media releases and event advertising.
- c) Solicit outside sponsorship.
- d) Define target markets, actively recruit new members to join the Corporation, and retain existing members as necessary to maintain a robust level of members participating in the Corporation's racing program as held within each conference.

5.12. 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 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.

5.13. Compensation. The officers of the Corporation shall not receive salaries from the Corporation for their services 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. Entertainment Expenses. Expenses may not be incurred unless they are for the general membership. The officers, directors, committees, or Local Clubs may not be

compensated by the Corporation for meals, drink, or entertainment in the course of their meetings.

6.3. Financial Accounts.

- A. The Corporation may establish one or more checking accounts or savings 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 Corporation 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 bank 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 race season and in conjunction with this Corporation's 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.

6.4. Fiscal Year. This Corporation's fiscal year for financial reporting purposes will run twelve (12) consecutive months and begin on December 1st and end on November 30th.

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

6.6. 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.

6.7. 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.

6.8. Liability of Directors and Officers. No director or officer of the Corporation shall be personally liable to its creators or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment. Further, neither any officer, the Board nor any of its individual members 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.

6.9. 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 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 to a non-profit fund, association, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of the Corporation, as may be determined by the Board of Directors of the Corporation in its sole discretion, and which has established its tax exempt status under section 501(c)(7) of the Internal Revenue Code of 1986, as amended.

**ARTICLE VIII
APPOINTMENT AND EMPLOYMENT OF ADVISORS**

The Board 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 an executive officer, 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 or Vice President, either alone or with the Secretary, may execute the same in the name of, and on behalf of, the Corporation.

ARTICLE X
PROHIBITED ACTIVITIES

10.1. Limitations on Actions Jeoparding 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)(7) 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, age, sex or sexual orientation.

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 Interests. 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
GUESTS AND PROSPECTIVE MEMBERS

Each member may bring one or more guests to social events hosted by the Corporation. Prospective members or guests may participate in the first social event of the Corporation each fiscal year. Prospective members or guests may also participate in selected racing program events, but no prospective member or guest may participate in

racing program events as a member of a Local Club. All prospective members or guests will be required to pay guest fees and complete and sign any required waiver forms when participating in racing program events.

ARTICLE XII

INDEMNIFICATION

12.1. 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.

12.2. 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 stockholders or disinterested directors, or otherwise.

12.3. 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.

12.4. 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.

12.5. 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.

12.6. 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.

12.7. 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)(7) of the Internal Revenue Code of 1986, as amended.

ARTICLE XIII

AMENDMENT OF BYLAWS

13.1. 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.

13.2. Voting.

- A. All amendments to these Bylaws shall be passed upon by a majority vote of a quorum of the 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. The Certificate of Incorporation shall not be amended, however, to permit

the Corporation to engage in any activity which would be inconsistent with its classification as an organization described in section 501(c)(7) of the Internal Revenue Code of 1986, as amended.

13.3. 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 XIV
CONSTRUCTION AND TERMS**

- A. The Corporation's Racing Rules shall be deemed to be part of these Bylaws and adhered to according to these Bylaws.
- B. 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.
- C. 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.
- D. 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, Sean Lawless, hereby certify that I am the duly elected Secretary of Connecticut Industrial Ski Council, Inc.; that the foregoing are the Bylaws of Connecticut Industrial Ski Council, Inc., and that such have been duly enacted and are in full force and effect as of the date here set forth.

Dated: 7/3/13
By: Sean C. Lawler

Its Duly Authorized Secretary

STATE OF CONNECTICUT)
) ss.
COUNTY OF HARTFORD)

Subscribed and sworn to before me this 3-rd day of July 2013

Irina V. Sirovskaya
Notary Public

IRINA V. SIROVSKAYA
NOTARY PUBLIC
MY COMMISSION EXPIRES NOV. 30, 2014