

CENTRAL CONNECTICUT SNOW SNAKES, INC.

MISSION STATEMENT AND AMENDED AND RESTATED BYLAWS

EFFECTIVE AS OF _____, 2016

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MISSION STATEMENT

The purpose and objectives of the Central Connecticut Snow Snakes, Inc. shall be:

1. The encouragement, advancement and improvement of the sports of skiing and snowboarding.
2. The promotion of safety in ski and snowboard activities.
3. The promotion of good fellowship among participants.
4. To provide economical means of participation in group related ski and snowboard activities.
5. To promote fitness and social interaction with people sharing the above interests.

AMENDED AND RESTATED BYLAWS OF CENTRAL CONNECTICUT SNOW SNAKES, INC.

ARTICLE I - Introduction and Definitions

Section 1.1 – Introduction.

These are the Amended and Restated Bylaws of **CENTRAL CONNECTICUT SNOW SNAKES, INC.** (the “Corporation”), a Connecticut non-stock corporation. These Bylaws are subject to and to be interpreted in conjunction with the Connecticut Revised Nonstock Corporation Act (the “Act”) of the Connecticut General Statutes.

Section 1.2 – Definitions.

Unless otherwise defined herein or in the Act as amended from time to time, the definition of words and terms contained in this section shall apply to those words and terms used in these Bylaws.

(a) Act. The Connecticut Revised Nonstock Corporation Act of the Connecticut General Statutes as it may be amended from time to time.

(b) Bylaws. The Bylaws of the Corporation, as they may be amended from time to time.

(c) Corporation. Central Connecticut Snow Snakes, Inc., a non-stock corporation organized under the laws of the State of Connecticut.

(d) Director. A member of the Executive Board.

(e) Executive Board. The Board of Directors of the Corporation.

(f) Member. An individual person who has sought membership in and is in good standing within the Corporation.

(g) Rules. Rules for the conduct of persons occurring within a Corporation meeting or event, adopted by the Executive Board.

ARTICLE II - Members

Section 2.1 – Membership. Membership shall be open to individuals age eighteen (18) and over whose ideals are in harmony with those of the Corporation as stated in its Mission Statement and who respect the current and future policies of the Corporation. Application shall be made in writing by submitting a completed application form as approved by the Executive Board and

returning said form to the Treasurer together with the required dues. Membership shall be on an annual basis between September 1 and August 31.

Section 2.2 - Annual Meeting. An annual meeting of Members shall be held between April 1 and May 31 of each year. The Members may transact other business at such meeting as may properly come before them, however, only matters described in the meeting notice may be considered.

Section 2.3 - Place and Time of Meetings. Meetings of the Members shall be held monthly from September through May, at such suitable place within Hartford County and at a time convenient to the Members as may be designated by the Executive Board.

Section 2.4 - Special Meeting. The Corporation shall hold a Special Meeting of Members if called by the President, a majority of the Executive Board, or Members having at least twenty percent (20%) of the votes in the Corporation as proffered to the Secretary.

If the Corporation does not notify Members of a special meeting within fifteen (15) days after the request to the secretary, the requesting Members may directly notify all the Members of the meeting. Only matters described in the meeting notice may be considered at a special meeting.

Section 2.5 - Notice of Meetings. The Secretary or other officer specified in the Bylaws shall notify the Members of the time, date and place of each annual or special meeting of the Members not less than ten (10) nor more than sixty (60) days in advance of any meeting. The notice of any meeting shall state the time and place of the meeting and the items on the agenda. No action shall be adopted at a meeting except as stated in the notice.

Section 2.6 - Waiver of Notice. Any Member may, at any time, waive notice of any meeting of the Members in writing, and such waiver shall be deemed equivalent to the receipt of such notice.

Section 2.7 - Adjournment of Meeting. At any meeting of the Members, a majority of the Members who are present at such meeting, either in person or by proxy, may adjourn the meeting to another time.

Section 2.8 - Order of Business. Unless otherwise determined by the Executive Board, the order of business at all meetings of the Members shall be as follows:

- (a) Roll call (or check-in procedure).
- (b) Proof of notice of meeting.
- (c) Consideration and approval of minutes of preceding meeting.
- (d) Reports.
- (e) Election of inspectors of election (when required).
- (f) Election of Officers / Directors of the Executive Board (when required).
- (g) Unfinished business.
- (h) New business.
- (i) Member comment.
- (j) Adjourn.

Meetings shall be conducted in a manner at the President's discretion and, upon the declaration of

the President a meeting shall be conducted in accordance with the most recent edition of Roberts' Rules of Order Newly Revised unless two-thirds (2/3) of the votes allocated to Members present at the meeting are cast to suspend those rules.

Section 2.9 - Voting.

- (a) Each Member shall have one (1) vote in matters to be voted upon. Children of Members may not vote.
- (b) Votes may be cast pursuant to a directed or undirected proxy duly executed by a Member; provided, a person may not cast votes representing more than fifteen (15%) percent of the votes in the Corporation pursuant to undirected proxies. A Member may revoke a proxy given pursuant to this subsection only by actual notice of revocation to the person presiding over a meeting of the Corporation. A proxy is void if it is not dated or purports to be revocable without notice. A proxy terminates one (1) year after its date unless it specifies a shorter term.
- (c) The Corporation may conduct a vote without a meeting in accordance with the provisions of the Connecticut General Statutes as they may be amended from time to time.

Section 2.10 - Quorum. Except as otherwise provided in these Bylaws, Members present in person or by proxy, at any meeting of Members, shall constitute a quorum at such meeting.

Section 2.11 - Majority Vote. A majority of the votes cast at a meeting at which a quorum shall be present is the decision of the Members for all purposes except where a higher percentage vote is required by these Bylaws or by law.

Section 2.12 – Comment at Meetings. At any Members' meeting, the Members shall be given a reasonable opportunity to comment regarding any matter affecting the Corporation.

Section 2.13 – Meetings by Telephonic, Video, or Other Conferencing Process. If the Executive Board determines that a meeting of Members can be held effectively by telephonic, video or other conferencing process, then the Executive Board may allow for Member meetings to be held by telephonic, video, or other conferencing process as specified and in accordance with an authorizing resolution adopted by the Executive Board, if (x) the meeting states the conferencing process to be used and provides information explaining how Members may participate in the conference directly or by meeting at a central location or conference connection; and (y) the process provides all Members the opportunity to hear or perceive the discussion and offer comments regarding any matter affecting the Corporation.

ARTICLE III - Officers

Section 3.1 – Designation and Qualification. The principal officers of the Corporation shall be the President, the Vice President, the Secretary and the Treasurer, each of whom shall be a Member and elected by the Members. The Executive Board may appoint an Assistant Treasurer, an Assistant Secretary, and such other officers as in its judgment may be necessary. An officer appointed by the Executive Board shall not be a member of the Executive Board. A Member may hold only one office at a time.

Section 3.2 – Terms and Election of Officers. The terms of the officers of the Corporation shall be for two years and the officers shall be elected biennially by the Members at the annual meeting and until their successors are chosen and shall have qualified in their stead.

Section 3.3 - Removal of Officers. Upon the affirmative vote of a majority of the Directors, any officer may be removed, either with or without cause, and his or her successor may be elected at any regular meeting of the Executive Board, or at any special meeting of the Executive Board called for that purpose.

Section 3.4 - President. The President shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the Members or of the Executive Board. He or she shall have all of the general powers and duties which are incident to the office of the President of a non-stock corporation organized under the laws of the State of Connecticut, including but not limited to the power to appoint committees from among the Members from time to time as he or she may in his or her discretion decide is appropriate to assist in the conduct of the affairs of the Corporation. He or she shall have custody of all documents of value or other property of the Corporation. He or she may fulfill the role of Treasurer in the absence of the Treasurer. The President, as attested by the Secretary, may cause to be prepared and may execute amendments to the Bylaws on behalf of the Corporation, following authorization or approval of the particular amendment as applicable.

Section 3.5 - Vice President. The Vice President shall take the place of the President and perform his or her duties whenever the President is absent or unable to act. If neither the President nor the Vice President is able to act, the Executive Board shall appoint some other Director to act in the place of the President, on an interim basis. The Vice President shall also perform such other duties as may be imposed upon him or her by the Executive Board or by the President.

Section 3.6 - Secretary. The Secretary shall keep the minutes of all meetings of the Members and the Executive Board. He or she shall have charge of such books, records, correspondence and papers as the Executive Board may direct and he or she shall, in general, perform all the duties incident to the office of secretary of a non-stock corporation organized under the laws of the State of Connecticut. The Secretary may cause to be prepared and may attest to execution by the President of amendments to the Bylaws on behalf of the Corporation, following authorization or approval of the particular amendment as applicable. The Secretary shall give notice as required by these Bylaws.

Section 3.7 - Treasurer. The Treasurer shall have the responsibility for Corporation funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial data. He or she shall be responsible for the deposit of all monies and other valuable effects in such depositories as may from time to time be designated by the Executive Board, and he or she shall make authorized disbursements and expenditures and, in general, perform all the duties incident to the office of treasurer of a non-stock corporation organized under the laws of the State of Connecticut. He or she may endorse on behalf of the Corporation for collection only, checks, notes and other obligations, and shall deposit the same and all monies in the name of and to the credit of the Corporation in such banks as the Executive Board may designate. He or she may have custody of and shall have the power to endorse for transfer on behalf of the Corporation, stock, securities or other investment instruments owned or controlled by the Corporation or as fiduciary for others.

Section 3.8 - Agreements, Contracts, Deeds, Checks, etc. Except as otherwise provided in these Bylaws, all agreements, contracts, deeds, leases, checks and other instruments of the Corporation shall be executed by the President or the Treasurer, or by such other person or persons as may be designated in a resolution by the Executive Board.

Section 3.9 – Reimbursement. An officer shall be reimbursed for necessary expenses actually incurred in connection with any of his or her duties, as approved by the Executive Board.

ARTICLE IV - Executive Board

Section 4.1 – Number, Election, Term and Qualification.

- (a) The affairs of the Corporation shall be governed by an Executive Board of up to seven (7) persons which shall consist of the Corporation's principal officers and up to three (3) Members of the Corporation to be elected by the Members.
- (b) To qualify, a Director shall have been a Member in good standing for at least eighteen (18) months prior to being elected.
- (c) At any time the Members are entitled to elect a Director, the Corporation shall call and give not less than ten (10) days' nor more than sixty (60) days' notice of a meeting of the Members for this purpose. Such meeting may be called and the notice given by any Member if the Corporation fails to do so.

Section 4.2 - Powers and Duties. The Executive Board may, within the spirit of the Mission Statement, to act in all instances on behalf of the Corporation, except as provided in these Bylaws or the Act. The Executive Board shall have, subject to the limitations contained in the Act, the powers and duties necessary for the administration of the affairs of the Corporation which shall include, but not be limited to, the following:

- (a) Adopt and amend Bylaws, Rules and a Mission Statement;
- (b) Adopt, amend and publish budgets;
- (c) Assess, set the due date for and collect dues from Members;
- (d) Appoint or hire and discharge agents;
- (e) Hire and discharge employees, agents and independent contractors;
- (f) Institute, defend or intervene in litigation or administrative proceedings in the Corporation's name on behalf of the Corporation including, but not limited to, actions brought by the Corporation against a Member;
- (g) Make contracts and incur liabilities;
- (h) Acquire, hold, encumber and convey in the Corporation's name any right, title or interest to personal property;
- (i) Acquire, hold, encumber and convey in the Corporation's name any right, title or interest in real property subject to the ratification by vote of twenty (20%) percent of the Members;
- (j) Provide for the indemnification of the Corporation's officers and Executive Board, maintain Directors' and Officers' liability insurance and fidelity insurance;
- (k) Establish an audit committee each fiscal year to review the prior year;
- (l) Establish committees and appoint Members to represent the Corporation;
- (m) Exercise any other powers conferred by the Act;
- (n) Exercise all other powers that may be exercised in this state by legal entities of the same type as the Corporation;

- (o) Exercise any other powers necessary and proper for the governance and operation of the Corporation;
- (p) Expel Members for illegal or immoral activities or behavior, deny a Member privileges of membership or deny membership.

Section 4.3 - Removal of Directors. A member of the Executive Board may only be removed in accordance with the Act.

Section 4.4 - Vacancies. Vacancies in the Executive Board may be filled at a special meeting of the Executive Board held for that purpose at any time after the occurrence of any such vacancy by a majority of the remaining such Directors constituting the Executive Board. In the event that the Executive Board is unable to fill a vacancy within sixty (60) days, nominations of Member(s) shall occur at the next meeting and voted upon at the following meeting. Each person so elected or appointed shall be a Director for the remainder of the term of the Director so replaced.

Section 4.5 - Regular Meetings. The Executive Board shall meet at least two (2) times a year. The first regular meeting of the Executive Board following each annual meeting of the Members shall be held within thirty (30) days thereafter at such time and place as shall be determined by the Executive Board. No notice shall be necessary to the newly elected Directors in order to give legal sanction to such first regular meeting if it is held immediately following the annual meeting providing a majority of the Directors shall be present.

Section 4.6 - Special Meetings. Special meetings of the Executive Board may be called by the President or by a majority of the Directors on at least five (5) days' notice to each Director and Member. The notice shall be hand-delivered, mailed or sent by electronic mail or facsimile if so authorized by the Director and shall state the time, place and purpose of the meeting.

Section 4.7 - Waiver of Notice. Any Director may waive a notice of any meeting in writing. Attendance by a Director at any meeting of the Executive Board shall constitute a waiver of notice. If all the Directors and Members are present at any meeting, no notice shall be required and any business may be transacted at such meeting.

Section 4.8 - Quorum of Directors. At all meetings of the Executive Board, a majority of the Directors shall constitute a quorum for the transaction of business, and the votes of a majority of the Directors [present at a meeting at which a quorum is present] shall constitute the decision of the Executive Board. If, at any meeting, there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time. At any adjourned meeting at which a quorum is present any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 4.9 –Reimbursement. A Director shall be reimbursed for necessary expenses actually incurred in connection with any of his or her duties.

Section 4.10 – Unanimous Consent to Corporate Action. Instead of meeting, the Executive Board may act by unanimous consent as documents in a record authenticated by all Directors. The Secretary shall give notice to all Members of any action taken by unanimous consent.

Section 4.11 - Member Attendance. Meetings of the Executive Board shall be open to the Members, and they may have the right to participate therein at the discretion of the Executive Board.

Section 4.12 – Notice of Meetings. The Executive Board may set a schedule of additional regular meetings by resolution and no further notice is necessary to constitute such regular meetings; provided, such schedule shall be provided to the Members. If no schedule is made, the Secretary or any other officer shall give notice of each Executive Board meeting (regular or special) to the Members at least five (5) days before the meeting and shall state the date, time, place and agenda of the meeting.

Section 4.13 – Executive Session. The Executive Board and its committees may hold an executive session without Member attendance only during a regular or special meeting of the Executive Board or a committee. No final vote may be taken during an executive session. An executive session may be held only to:

- (a) Consult with the Corporation’s attorney concerning legal matters;
- (b) discuss existing or potential litigation or mediation, arbitration or administrative proceedings;
- (c) discuss labor or personnel matters;
- (d) discuss contracts, leases and other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids or proposals, if premature knowledge of those matters would place the Corporation at a disadvantage;
- (e) prevent public knowledge of the matter to be discussed if the Executive Board or committee determines that public knowledge would violate the privacy of any person.

Section 4.14 – Meetings by Telephonic, Video or Other Conferencing Process. The Executive Board may meet by telephonic, video, or other conferencing process if:

- (a) The meeting notice states the conferencing process to be used, and provides information explaining how Members may participate in the conference directly or by meeting at a central location or conference connection; and
- (b) The process provides all Members the opportunity to hear or perceive the discussion and offer comments regarding any manner affecting the Common Interest Community and the Corporation to the same extent as at in-person Executive Board meetings.

Section 4.15– Validity of Executive Board Action. Even if an action by the Executive Board is not in compliance with this Article, it is valid unless set aside by a court. A challenge to the validity of an action of the Executive Board for failure to comply with this Article may not be brought more than sixty (60) days after minutes of the Executive Board of the meeting at which the action was taken are approved or the record of that action is distributed to the Members, whichever is later.

ARTICLE V - Indemnification

The Corporation shall indemnify directors and officers of the Corporation as and to the extent provided in the certificate of incorporation of the Corporation as amended from time to time.

ARTICLE VI - Records

Section 6.1 - Records to be Maintained. The Corporation shall maintain and retain the following records:

- (a) Detailed records of receipts and expenditures affecting the operation and administration of the Corporation and other appropriate accounting records;
- (b) Minutes of all meetings of the Members and the Executive Board other than executive sessions, a record of all actions taken by the Members or the Executive Board without a meeting, and a record of all actions taken by a committee in place of the Executive Board on behalf of the Corporation;
- (c) The names of Members in a form that permits preparation of a list of the names of all Members and the addresses at which the Corporation communicates with the Members, in alphabetical order;
- (d) The Corporation's original, amended or restated organizational documents, if required by law other than the Act, and all amendments to the Bylaws and all amendments to the Rules currently in effect;
- (e) All financial statements and tax returns of the Corporation for the past five (5) years;
- (f) A list of the names and addresses of the Corporation's current Directors and officers;
- (g) The Corporation's most recent annual report delivered to the Secretary of the State;
- (h) Copies of current contracts to which the Corporation is a party;
- (i) Ballots from votes by ballot without a meeting, ballots cast at meetings, proxies, and other records related to voting by Members for one (1) year after the election, action, or vote to which they relate.

Section 6.2 – Examination and Copying of Records.

- (a) Subject to Subsections (b) and (c) of this Section, all records retained by the Corporation shall be available for examination and copying by a Member or the Member's authorized agent:
 - (i) During reasonable business hours or at a mutually convenient time and location; and
 - (ii) Upon five (5) days' notice in a record reasonably identifying the specific records of the Corporation requested.
- (b) Records retained by the Corporation shall be withheld from inspection and copying to the extent that they concern:
 - (i) Personnel, salary, and medical records relating to specific individuals, unless waived by the persons to whom such records relate; or
 - (ii) Information the disclosure of which would violate any law.
- (c) Except as provided in Subsection (d), records retained by the Corporation shall be withheld from inspection and copying to the extent that they concern:
 - (i) Contracts, leases, and other commercial transactions to purchase or provide goods or services, currently being negotiated;
 - (ii) Existing or potential litigation or mediation, arbitration, or administrative proceedings;

- (iii) Existing or potential matters involving federal, state, or local administrative or other formal proceedings before a governmental tribunal for enforcement of the Bylaws, or Rules;
- (iv) Communications with the Corporation's attorney which are otherwise protected by the attorney–client privilege or the attorney work–product doctrine;
- (v) Records of an executive session of the Executive Board; or
- (vi) Individual Member files other than those of the requesting Member.
- (d) Records withheld from inspection under Subsection (c) above may be made available for inspection and copying only if, and only to the extent that, the Executive Board, in its sole discretion, determines that they should be made available.
- (e) The Corporation may charge a reasonable fee for providing copies of any records under this Section and for supervising the Member's inspection.
- (f) A right to copy records under this Section includes the right to receive copies by photocopying or other means, including copies through an electronic transmission if available, upon request by the Member.
- (g) The Corporation is not obligated to compile or synthesize information.
- (h) Information provided pursuant to this Section may not be used for commercial purposes.

ARTICLE VII - Notices

Section 7.1 – Notices to Corporation or Executive Board. All notices to the Corporation or the Executive Board shall be delivered to the address designated by the Corporation, in its annual report to the Connecticut Secretary of State. If the Corporation does not designate an address or if it is out of date, registered agent at the address of such registered agent as on file with the Connecticut Secretary of the State.

Section 7.2 – Notices from Corporation to Members.

- (a) Unless the Act or these Bylaws requires a different manner of giving notice, any notice required to be delivered by the Corporation to Members shall be delivered to any mailing or electronic mail address that a Member designates, except that the Corporation may also deliver notices by:
 - (i) Posting to its website;
 - (ii) Hand delivery to a Member;
 - (iii) Hand delivery, United States mail postage paid, or commercially reasonable delivery service to the mailing address of a Member provided that the Member pays for such forms of delivery;
 - (iv) Electronic means, if the Member has given the Corporation an electronic address and has agreed to accept notice to such address; or
 - (v) Any other method reasonably calculated to provide notice to the Member.
- (b) Notices of hearings to be held and notice of the decision of the Executive Board following any such hearing shall be in writing and sent by certified mail, return receipt requested, and by regular mail, to the Member.

Section 7.3 – Notices to Directors. Notices to Directors shall be in writing, unless oral notice is reasonable in the circumstances and may be communicated in person, by United States mail or other method of delivery, or by voice mail, or other electronic means. Notice by electronic mail is written notice.

Section 7.4 – Effectiveness. All notices required to be given by the Corporation shall be deemed to have been given when sent. Notices to the Corporation are effective only when actually received.

Section 7.5 – No Invalidity of Action. The ineffectiveness of a good faith effort to deliver notice by an authorized means does not invalidate action taken with or without meeting.

Section 7.6 – Calculation of Time Periods. In computing the period of time of any notice required or permitted to be given under the Bylaws or a resolution of Members or Directors, the day on which the notice is given shall be excluded and the day on which the matter noticed is to occur shall be included, in the absence of a contrary provision.

ARTICLE VIII - Miscellaneous

Section 8.1 - Fiscal Year. The fiscal year of the Corporation shall be September 1 to August 31 unless otherwise established by the Executive Board.

Section 8.2 - Waiver. No restriction, condition, obligation, or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches which may occur.

Section 8.3 - Office. The principal office of the Corporation shall be at such place in Hartford County as the Executive Board may from time to time designate.

Section 8.4 – Invalidity. The invalidity of any part of these Bylaws shall not impair or affect in any manner the enforceability or effects of the balance of them.

Section 8.5 – Captions. The captions inserted herein are inserted only as a matter of convenience and for reference and are not intended to define, limit or describe the scope of these Bylaws or the intent of any provision thereof.

Section 8.6 – Conflict. In the case of any conflict between these Bylaws and the provisions of the Act, the provisions of said Act shall control.

Section 8.7 – Liability. No Member of the Corporation shall be liable for any assessment other than dues as specified in the Bylaws.

Section 8.8 – Dissolution. Dissolution of the Corporation shall be pursuant to and in accordance with and the Act. In the event of dissolution, all debts of the Corporation shall be paid first from funds of the Corporation, and the remainder of funds, if any, shall be distributed equally to all Members whose dues are current.

Section 8.9 – Reimbursement. A Member shall be reimbursed for necessary expenses actually incurred in connection with any Corporation business.

ARTICLE IX - Amendments to Bylaws

Section 9.1 – Amendments by Executive Board and Members. Except as provided in section 9.2, the Bylaws may be amended by majority vote of the Directors AND two thirds of the Members present at any duly noticed meeting called for such purpose.

Section 9.2 – Amendments by Members. Only the Members (and not the Executive Board) shall have the power, by vote of the Members to adopt, amend or repeal any Bylaw that relates to or affects any of the following:

- (a) The qualifications, powers and duties, or terms of the Directors;
- (b) The number of Directors;
- (c) The manner of election of Directors;
- (d) The timing or content of notices of meetings of Members, opportunities for comment at any meeting of the Corporation, methods or procedures for voting or
- (e) The manner or required vote to adopt, amend or repeal any Bylaw, including, without limitation, any provision of this Section 9.2.

Certified to be the Amended and Restated Bylaws adopted by the _____
on _____, 2016.

_____, Secretary

condo/SnowSnakesBylawsBoardMtg