

AMENDED AND RESTATED BY-LAWS  
OF  
EASTERN WINTER SPORTS REPS ASSOCIATION, INC.

ARTICLE I. OFFICES

Section One. Principal office. The principal office of the corporation is in the Commonwealth of Pennsylvania in White Haven, PA.

Section Two. Other offices. The corporation may have such other offices as the board of directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE II. MEMBERS

Section One. Classes of Members. The corporation shall have three (3) classes of members. The designation of such classes and the qualifications and rights of the membership of such classes shall be as follows:

a. Regular Membership - shall be open to any person who gains his or her livelihood primarily as a sales representative for firms substantially engaged in the manufacture of goods, merchandise and equipment commonly associated with the snow, outdoor and action sports industries and whose sales area or territory includes one or more of the following states: New York, Pennsylvania, New Jersey, Maryland, Delaware and Washington, DC.

b. Cross-over Membership - shall be open to any person who is a member in good standing of another snow, outdoor or action sports industry rep association which offers reciprocity to the corporation's members and who in the regular course of his or her business occasionally conducts such business within the states comprising the territory of this association.

c. Associate Membership - shall be open to any former regular member who for reasons of retirement or relocation is not actively participating in the activities of the corporation but wishes to retain membership.

Section Two. Application for Membership. Applications for membership in the corporation shall be made in writing and shall set forth the name and address of the applicant together with the product lines represented, territory traveled, the length of time engaged as a sales representative in the snow, outdoor and/or action sports industry business and in general terms the nature of such business. Such applications must be received by the executive director of the corporation before a cut-off date to be determined by the board of directors at any annual or special meeting, from time to time. Each application must be accompanied by letters of recommendation from no less than two regular members in good standing of the corporation, together with a letter of authentication from a principal firm which the applicant presently represents. A sum equal to the annual dues of the corporation then prevailing, together with such initiation fee as shall be established by the board of directors from time to time, shall be submitted with each application, which sum shall be refunded to the applicant in the event his or her application is not approved.

Section Three. Approval of Members. Members shall be approved by the board of directors. An

affirmative vote of a majority of the directors shall be required for approval.

Section Four. Voting Rights. Each regular member shall be entitled to one vote on each matter submitted to a vote of the members. Associate members and cross-over members shall not be entitled to vote.

Section Five. Termination of Membership. The board of directors, by affirmative vote of two-thirds of all the members of the board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article VIII of these by-laws.

Section Six. Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid.

Section Seven. Reinstatement. On written request signed by a former member and filed with the secretary, the board of directors, by the affirmative vote of two-thirds of the members of the board, may reinstate such former member to membership on such terms as the board of directors may deem appropriate.

Section Eight. Transfer of Membership. The board of directors, in its sole discretion, may waive all or any portion of the initiation fee in the case of an applicant applying for membership, which applicant is a member in good standing of another ski rep association. In such event, the applicant shall furnish the board of directors, as part of his or her application, with a letter of good standing from such other ski rep association.

### ARTICLE III. MEETINGS OF MEMBERS

Section One. Annual Meeting. An annual meeting of the members shall be held during the first six (6) months of each year, beginning with the year 1980, at an hour fixed by the board of directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The date, time, and location of such meeting shall be determined by the directors. If the day fixed for the annual meeting shall be a legal holiday in the State of New York, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section Two. Special Meetings. Special meetings of the members may be called by the president, the board of directors, or not less than one-tenth of the members having voting rights.

Section Three. Place of Meeting. The board of directors may designate any place, either within or without the State of New York, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the Commonwealth of Pennsylvania; but if all of the members shall meet at any time and place, either within or without the State of New York, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section Four. Notice of Meetings. Written or printed notice stating the place, day and hour of any

meeting of members shall be delivered, either personally, by mail, by facsimile or by electronic communication such as email, to each member entitled to vote at such meeting, not less than ten (10) nor more than forty (40) days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting shall be deemed to be delivered when deposited in the United States mail (or when faxed or emailed, as the case may be) addressed to the member at his or her address (or fax number or email address, as the case may be) as it appears on the records of the corporation, with postage thereon prepaid.

Section Five. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting on a consent in writing, setting forth the action to be taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section Six. Quorum. Twenty-five (25) members, or members holding ten percent (10%) of the votes that may be cast at any meeting, whichever number shall be the greater, shall constitute a quorum at such meetings. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

#### ARTICLE IV. BOARD OF DIRECTORS

Section One. General-Powers. The affairs of the corporation shall be managed by its board of directors. Directors must be regular members of the corporation.

Section Two. Number, Tenure, and Qualifications. The board of directors shall be comprised of nine (9) regular members. At the first annual meeting of the membership, three directors shall be elected for a three (3) year term, three (3) directors shall be elected for a two (2) year term, and three (3) directors shall be elected for a one (1) year term. Thereafter, all directors shall be elected and serve for a term of three (3) years. Directors shall be regular members in good standing and shall have been a member in good standing for a minimum of two (2) years immediately next preceding his or her election.

Section Three. Regular Meetings. A regular annual meeting of the board of directors shall be held without other notice than this by-law, immediately after, and at the same place, as the annual meeting of members. The board of directors may provide by resolution the time and place either within or without the State of New York, for the holding of additional regular meetings of the board without other notice than such resolution.

Section Four. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the state, as the place for holding any special meeting of the board called by them.

Section Five. Notice. Notice of any special meeting of the board of directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail or telegram by facsimile or by electronic communication including email, to each director at his or her address (or fax number or email address, as the case may be) as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of

notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section Six. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board but if less than a majority of the directors present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section Seven. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these by-laws.

Section Eight. Vacancies. Any vacancy occurring in the board of directors shall be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall serve until the next annual meeting of the members, at which time a director shall be elected by the membership to serve the unexpired term of his or her predecessor in office.

Section Nine. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors any director, officer or the executive director or other employees may be indemnified for expenses and costs, including attorneys' fees, actually and necessarily incurred by him or her in connection with any claim asserted against him or her, by action in court or otherwise by reason of his or her being or having been such director, officer or the executive director, except in relation to matters as to which he or she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

Section Ten. Tenure. Except as provided in Section Two of this Article IV with respect to initial directors, each director shall hold office until the third annual meeting of members following his or her election and until his or her successor is elected and qualified or until he or she sooner dies, resigns, is removed or becomes disqualified. A director may not serve more than three (3) consecutive terms of office but may return to the board of directors after one (1) year's absence. (updated 3/1/13)

#### ARTICLE V. OFFICERS

Section One. Officers. The officers of the corporation shall be a president, one (1) vice-president, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one (1) or more assistant secretaries, and one (1) or more assistant treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the board of directors. Any two (2) or more offices may be held by the same person, except the offices of president and secretary.

Section Two. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be possible. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have been qualified.

Section Three. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section Four. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section Five. President. The president shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the members and of the board of directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments that the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws or by statute to some other officer or agent of the corporation; and, in general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time. The president shall from time to time create such committees as he or she may deem appropriate, and shall appoint the chairman and members of such committees. The president shall be an ex-officio member of all committees.

Section Six. Vice-President. In the absence of the president or in event of the president's inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions on the president. Any vice-president shall perform such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

Section Seven. Treasurer. The treasurer shall keep proper accounts of all monies received and expended and shall make disbursements upon order of the president, board of directors or executive director. The treasurer shall make an annual report to the membership and to the board of directors.

Section Eight. Secretary. The secretary shall keep the minutes of the meetings of the corporation and of the board of directors and shall report thereon from time to time as directed. The secretary shall notify the members and the directors of the date, time and place of all annual meetings and special meetings duly called.

Section Nine. Qualifications. All officers of the corporation shall be elected from the directors of the corporation in good standing.

## ARTICLE VI. COMMITTEES

Section One. Other Committees. Committees may be established by the president or by the board of directors, from time to time. Except as otherwise provided in a resolution of the board of directors, the members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. The designation of any such committee and the delegation thereto of authority does not alone relieve any director of his or her duty to the corporation, and shall not operate to relieve the board of directors, or any individual director or officer, of any responsibility imposed on it or him or her by law.

Section Two. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed, from such committee, or unless such member shall cease to qualify as a member thereof.

Section Three. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section Four. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section Five. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section Six. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the board of directors.

#### ARTICLE VII. CERTIFICATES OF MEMBERSHIP

Section One. Certificate of Membership. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board. Such certificates shall be signed by the president or a vice-president and by the secretary or an assistant secretary and shall be sealed, with the seal of the corporation. The name of each member and the year of his or her acceptance for membership shall be entered on the certificate and on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor on such terms and conditions as the board of directors may determine.

Section Two. Issuance of Certificates. When a member has been approved for membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his or her name and delivered to him or her by the secretary, if the board of directors shall have provided for the issuance of certificates of membership under the provision of Section One of this Article VII.

#### ARTICLE VIII. DUES, FEES AND ASSESSMENTS

Section One. Annual Dues. The board of directors may determine from time to time the amount of initiation fee, if any, annual dues and assessments payable to the corporation by members of each class.

Section Two. Payment of Dues. Dues shall be payable in advance of the first day of January in each fiscal year or such other date as the board shall select from time to time. Dues of a new member shall be payable for the entire fiscal year, regardless of the date on which such new member applied for membership or was approved for membership in the corporation.

Section Three. Default and Termination of Membership. Any member who has failed to pay his or her annual dues or assessments when fixed as payable shall be automatically suspended from membership commencing ten (10) days after the mailing of notice thereof, and thereafter shall not be entitled to any benefits or privileges of membership in the corporation. In the event payment from such member of his or her dues and assessments is received in full within said ten (10) days, no suspension shall occur. In the event payment is not received within said ten (10) days, membership shall be deemed terminated and thereafter any such terminated member shall, if desirous of membership, seek readmission in accordance with the procedures for new applicants for membership in the corporation. Any privileges of seniority shall be deemed to have terminated. The board of directors is empowered by a majority vote of all of its members after a showing of extreme hardship to waive the strict application of this

paragraph. Such waiver shall be accompanied by a firm agreement with such member as to the date or the payment of any dues or assessments and upon the breach thereof by such member, his or her membership shall be terminated without recourse except by application for readmission.

Section Four. Readmission to Membership. Readmission to membership of any person whose membership has been previously terminated by reason of his or her default in payment of dues, fees or assessments shall be conditioned upon the receipt of such dues, fees and assessments as may have been payable at the time of termination of membership together with interest thereon from the date of such termination at the rate of seven and one-half percent (7½%) per annum, in addition to any dues, fees or assessments required of new members from time to time.

## ARTICLE IX. MISCELLANEOUS

Section One. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the office a list or record containing the names and addresses of all members, the class or classes of membership or capital certificates and the number of capital certificates held by each and the dates when they respectively became the holders of record thereof.

Section Two. Fiscal Year. The fiscal year of the corporation shall begin on the first day of September and end on the last day of August in each year.

Section Three. Executive Director. The board of directors shall have authority to appoint an executive director who shall attend all meetings of the corporation and of the board of directors, and such other meetings as directed by the president. The executive director shall attend to the management and conduct of the affairs of the corporation subject to the direction of the president and of the board of directors but shall have no vote in such affairs. Compensation payable to the executive director for such services shall be fixed by the board of directors.

Section Four. Waiver of Notice. Whenever any notice is required to be given under the provisions of the New York Not-For-Profit Corporation Law or under the provisions of the certificate of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE X. AMENDMENTS

Section One. Power of Members to Amend By-Laws. The by-laws of this corporation may be amended, repealed, or added to or new by-laws may be adopted by the vote of a majority of the members entitled to vote at a meeting duly called at which there is a quorum in attendance. A copy of the proposed amendment must be mailed to each member at least ten (10) days in advance of the date of such meeting.

Section Two. Power of Members to Amend Certificate of Incorporation. The certificate of incorporation of this corporation may be amended by a vote of a majority of the members entitled to vote at a meeting duly called at which there is a quorum in attendance. A copy of the proposed amendment must be mailed to each member at least ten (10) days in advance of the date of such meeting.