

**BYLAWS
OF
SPRING FORUM FOR ALTERNATIVE COMMUNITY, INC.**

ARTICLE I

Name

The name of this Corporation, a New Hampshire non-profit corporation, shall be Spring Forum For Alternative Community, Inc. (the "Corporation").

ARTICLE II

Location

Section 2.1. The principal office of the Corporation for the transaction of its business is located at 659 Darling Hill Road, Greenville, New Hampshire 03048.

Section 2.2. The Corporation may also have offices at such other places, within or without the State of New Hampshire, where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE III

Powers and Purposes

Section 3.1. Purpose. Through the planning and facilitation of conferences, workshops, and events Spring Forum For Alternative Community, Inc. seeks to build an accepting and open community in which attendees can make genuine and lasting personal connections, tap into their talents and innate creativity, and take on projects both collaborative and personal. Spring FFAC offers opportunities for attendees to challenge themselves in ways they otherwise wouldn't through a community-focused, alcohol- and recreational drug-free environment

(a) The Purposes of these Bylaws (Section 3.1) may be changed or amended only by the process laid out in Article XV: Amendments.

Section 3.2. Powers. The Corporation shall have all the powers necessary to carry out the foregoing purposes and all the powers of non-profit corporations organized under the laws of the State of New Hampshire.

Section 3.3. Limitations.

(a) The Corporation shall be an equal opportunity employer, and it shall not discriminate on the basis of age, race, color, creed, sex, gender, sexual orientation, disabilities, financial status, or national origin (i) in the persons serviced, or in the manner of service; (ii) in the hiring, assignment, promotion, salary determination, or other conditions of staff employment; (iii) in the selection of members; or (iv) in the membership of its Board of Directors.

(b) The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c) of the Internal Revenue Code of 1986, or any successor provision.

(c) The Corporation is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer director of the Corporation, or any other member, individual, partnership or corporation, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

(d) On dissolution, after provision is made for payment of debts, all property of the Corporation, from whatever source arising, shall be distributed only to such organizations as are then exempt from tax by virtue of Section 501(c) of the Internal Revenue Code of 1986, or any successor provision, and as the Board of Directors of the Corporation shall determine, unless otherwise provided in the instrument from which the funds to be distributed derive.

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

ARTICLE IV

Members

Membership and participation in the corporation shall be established by: The date that an individual attends their second (2nd) conference run by Spring Forum for Alternative Community, Inc. (Spring FFAC.) The term of membership shall continue for three (3) years from that date. Membership will be renewed for another three (3) years upon each conference attendance once initial membership has been established in the manner outlined above. Upon an individual's first registration they will be considered a 'guest' of Spring Forum for Alternative Community, Inc. The membership of any individual who has been asked to leave a conference will be revoked. Membership may be revoked by the Board of Directors using the voting policy outlined in Section 6.8.

ARTICLE V

Board of Directors

Section 5.1. Powers. The Board of Directors shall supervise and control the business, property and affairs of the Corporation, except as otherwise provided by law, the Articles of Agreement of the Corporation, or these Bylaws.

Section 5.2. Number. There shall be a Board of Directors of the Corporation of not less than five (5) persons and not more than nine (9) persons. The signers of the Articles of Agreement shall be the initial Board of Directors of the Corporation, and thereafter the members of the Board of Directors shall be selected at the annual meeting of the Board using the process laid out in Article VI of the Articles of Agreement.

Section 5.3. Election Term. Board members of the Corporation shall be elected at the annual meeting of the Board of Directors to serve for a term of at least two (2) years or until a successor is elected and qualified. Terms shall be set to rotate out in such a way as to provide continuity. It is recommended but not required that Board members not serve more than six (6) consecutive years, without a lapse of one (1) year between six (6) consecutive years.

Section 5.4. Vacancies and Newly Created Directorships. Any newly created Directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by consensus of the Board members then in office as set out in Section 6.8. A Board member elected to fill a vacancy shall be elected for the unexpired term of the member's predecessor in office.

Section 5.5. Removal. Any Board member may at any time be removed from office for any cause deemed sufficient by the Board of Directors by consensus of all members of the Board of Directors then in office (except the member to be removed) acting at a meeting of the Board, the notice of which has specified the proposed removal. Such a vote may only be held at a meeting for which notice has been given to all Board members at least fourteen (14) days prior to the meeting.

Section 5.6. Compensation. Board members shall not receive salaries for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. The Corporation shall not provide personal loans to any Board member.

Section 5.7 Board Responsibility to the Membership. The Board of Directors is charged with acting in the best interest of the members of the Corporation, including, when deemed necessary, getting input from the membership about its actions. The minutes of Board meetings shall be made available to members of the corporation upon request.

Section 5.8 Paid Personnel. The Board may hire paid personnel only for purposes required by law and/or directly germane to the support and improvement of the work of the Corporation as described in these bylaws. Each year's Board will ascertain which, if any,

positions need to be hired.

Positions required by law or contractual obligations (required personnel) may include (but are not limited to) lifeguards, medical personnel, childcare providers, accountants, and legal support, and will be paid for out of the Corporation's operating budget.

When determined necessary, electively hired personnel (elective personnel) will be limited to positions that either cannot be fulfilled by existing or new members of the Corporation because of specific skills/education or conflict of interest; or are such that they would render the person unable to fully participate in the event. Elective personnel may include such positions as: cooks, counselors, mediators, etc., and may or may not be present at an event run by the Corporation, depending on their roles.

Both elective and required personnel may also be hired in order to provide support and services while an event run by the Corporation (on-site personnel).

- (a) On-site personnel hired for a specific purpose/job/function during an event will also be welcomed to participate in the event when not working or on duty.
- (b) On-site personnel may be hired by the Board without membership vetting in the cases of required personnel as needed.
- (c) On-site personnel in cases where the person is being hired to mediate conflict or provide training and support in the form of workshops and meetings during an event shall be vetted by the members through the process described below:
 - (1) The Board determines assistance is necessary.
 - (2) The Board communicates the observed need to the membership via website, email, or other equivalent means of communication as agreed upon by the Board, and solicits feedback from the members.
 - (3) The Board decides whether or not to hire said personnel based on membership input, and communicates this decision to the membership via the website, email, or other equivalent means of communication as agreed upon by the Board.
 - (4) The Board decides whom to hire based on membership input.
- (d) The Board shall require written evidence of licensure and certification from professional personnel when required by law.

Payment Method

- (e) Required off-site personnel will be compensated through cash payment.
- (f) On-site personnel will be compensated through a combination of the following:
 - (1) Waived registration
 - (2) Travel grant
 - (3) Cash payment

ARTICLE VI

Meetings of the Board of Directors

Section 6.1. Annual Meeting. A regular annual meeting of the Board of Directors shall take place each year at such time, date and place as shall be designated by the Board of Directors. The purpose of the annual meeting shall be to elect Board members and officers of the Corporation and to transact such other business as may properly come before the meeting.

Section 6.2. Regular Meetings. Regular meetings of the Board of Directors shall be held at least three (3) times per year in addition to the Annual Meeting. Meetings shall be held on a schedule agreed upon by all Board members.

Section 6.3. Special Meetings. Special meetings of the Board of Directors may be called by any five (5) Board members, on seven (7) days notice to be held at such time, day and place as shall be designated in the notice of the meeting. A minimum of seven (7) days notice shall be given for such a meeting, at least fourteen (14) days notice being preferable.

Section 6.4. Schedule and Notice of Meetings. All meetings shall be scheduled by agreement of all members of the Board of Directors and the Board shall make every reasonable effort to schedule all meetings so that all Board members are available to attend every meeting. Attendance of the meeting at which meetings are scheduled, and agreement to the scheduled meetings shall be considered notice of all subsequent meetings.

Section 6.5. Telephone Meetings. Any one or more Board member(s) may participate in a meeting of the Board of Directors by conference telephone or other electronic means by which all persons participating in the meeting can communicate with each other. Participation by telephone, video chat, or other means of communication as deemed appropriate by the Board shall be equivalent to presence in person at a meeting for purposes of determining if a quorum is present. Though participation in a meeting by telephone, video, or other appropriate means is permissible it is strongly encouraged that all Board members meet together in the spirit of building community.

Section 6.6. Record of Meetings. The Secretary or, another Board member designated by the Board of Directors and participating in the meeting, shall keep a record of the meeting.

Section 6.7. Quorum; Vote Required. A quorum for the transaction of business at any meeting of the Board of Directors shall constitute of the number of Board members then in office minus one (1). Board members may also submit written approval for business to be conducted in their absence about topics on a pre-approved agenda by email, paper, or other method of communication as agreed upon by the Board. Receipt of this written approval in advance of a meeting shall reduce the quorum of members present for that meeting alone to the number of Board members then in office minus the number submitting written approval, minus one (1). The number of Board members submitting written approval for business to be conducted in their absence may not exceed two (2) at any given meeting.

Unless otherwise provided for by law or these Bylaws, the act of the majority of the Board members present and voting at any meeting at which a quorum is present shall be the act

of the Board of Directors. If a quorum shall not be present at any meeting of the Board, the Board members present at the meeting may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

If the quorum is met and all Board members consent to an action, resolution, etc., to be taken a vote is not required. The Secretary shall record said consent in the minutes.

Section 6.8 Voting and Proxies. The Board of Directors shall vote on a one vote per person basis on any matter requiring voting by the Board of Directors at meetings of the Board of Directors. In general, except as otherwise set forth herein, all items to be voted upon must be determined by the consensus of the Board members. If, after a reasonable and concerted effort to do so, consensus cannot be reached then such matter shall be decided by affirmative vote of all members of the Board of Directors save one (1). Proxy voting shall not be permitted. Board members who cannot attend meetings may submit written approval for business to be conducted in their absence as outlined in Section 6.7.

Section 6.9. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if:

(a) Consents in writing, setting forth the action so taken, shall be signed by all of the Board members and filed by the Secretary with the minutes of the meetings of the Board of Directors. The consents may be executed in any number of counterparts, all of which when taken together shall constitute a single original consent.

(b) Consents by email or equivalent means of communication as agreed upon by all the Board members, setting forth the action so taken, are submitted by all Board members, received by the Corporation and filed by the Secretary with the minutes of the meetings of the Board of Directors.

ARTICLE VII

Notice

Section 7.1. General. Whenever under the provisions of law or these Bylaws, notice is required to be given to any person, such notice may be given via U.S. mail or overnight delivery service with postage prepaid, and shall be deemed given when deposited in the mail or the delivery service addressed to such person at such person's address as it appears on the records of the Corporation. Notice may also be given by email, hand delivery, or any other means of communication deemed appropriate and agreed upon by all Board members then in office at the time of deeming. Such notice will be deemed given when received.

Section 7.2. Waiver. Whenever any notice is required to be given by law or by these Bylaws, a waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated in these Bylaws, shall be deemed equivalent to the giving of such notice. Attendance at a meeting, in person, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he or she attends solely for the purpose of objecting at the

beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

ARTICLE VIII

Officers and Agents

Section 8.1. Officers. The officers of the Corporation shall minimally consist of a President or Executive Officer, a Secretary, and a Treasurer. One person shall not hold two offices with the permissible exception of a Secretary-Treasurer.

Section 8.2. Other Officers and Agents. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 8.3. Election; Term of Officers; Resignation; Removal; Vacancies. The Board of Directors shall elect the officers of the Corporation at the annual meeting. The officers of the Corporation shall hold office for terms of one (1) year or until their successors are elected and qualified. Any officer may resign at any time by giving written notice either on paper or electronically to the Board of Directors. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately. Any officer may be removed from office for any cause deemed sufficient by consensus of all members of the Board of Directors then in office (except the member to be removed) at any regular or special meeting of the Board called expressly for that purpose. The Board shall fill any vacancy occurring in any office of the Corporation for the unexpired term. It is recommended but not required that Officers not serve more than five (5) consecutive one (1) year terms, without a lapse of one (1) year between five (5) consecutive one (1) year terms. An officer whose term of office has not expired may continue in such office, and continue for such term as a Board member.

Section 8.4 President or Executive Officer. The President or Executive Officer shall preside at meetings of the Board of Directors, or designate another Board Member to preside, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. In the absence or disability of the President or Executive Officer the Board may appoint another Board member to perform the duties and exercise the powers of the President or Executive Officer.

Section 8.5. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, or designate another Board Member to take minutes at a given meeting, and perform all other duties usually incident to the office, and such other duties as may be assigned by the Board of Directors.

Section 8.6. Treasurer. The Treasurer shall cause regular books of account to be kept, and shall render to the Board of Directors, from time to time as may be required, an account of the financial condition of the Corporation, shall deliver an annual report at the annual meeting, and shall perform all other duties properly required of the Treasurer by the Board of Directors.

Section 8.7. Bonding of Officers. The Board of Directors may require any officer, or other person entrusted with the handling of funds or valuable property of the Corporation to give bond to the Corporation, with sufficient surety or sureties, conditioned upon the faithful performance of such person's duties.

ARTICLE IX

Committees

The Board of Directors may designate such committees as they deem necessary for the efficient conduct of the business of the Corporation, which committees may consist either of members of the Board of Directors, members of the corporation, or such other persons as are designated in the resolution authorizing the creation of that committee. Such committees may be discontinued when no longer necessary.

ARTICLE X

Section 10.1. Policy Governing Conflict of Interest and Pecuniary Benefits Transactions. The Corporation shall adopt, implement, enforce and regularly review Policies and Procedures governing conflicts of interest and pecuniary benefits transactions. The Policy and Procedures shall, at a minimum, meet the requirements of New Hampshire law as then in effect, and comply with Section 10.2 below. Each Board member, Officer, or Committee member shall have an affirmative duty to disclose to the Corporation each transaction with the Corporation that would be a Pecuniary Benefit Transaction (as defined in Section 10.3) as to that Officer, Board member, or Committee member, and shall be prohibited from participating in the discussion or voting on the transaction. The Corporation shall enter into Pecuniary Benefit Transactions only in accordance with the applicable provisions stated in Section 10.2.

Section 10.2. Policy on Pecuniary Benefits Transactions. Transactions that provide a direct or indirect pecuniary benefit to any Officer, Board member, or Trustee and the Corporation or any member of his or her immediate family; his or her employer; or, any person or organization of which he or she is a Proprietor, Partner, Officer, Board member, or Trustee, are prohibited unless they (1) are in the Corporation's best interest; and (2) all of the following conditions are met:

(a) The transaction is made in the ordinary course of the Corporation's business or operation and the transaction is fair to the corporation.

Any transaction with any one Officer, Board member, or Trustee that exceeds \$500.00 must be approved by consensus of all members of the Board of Directors who have not had a pecuniary benefit transaction with the Corporation during the fiscal year.

(b) The Corporation shall list in its records each transaction with any one Officer, Director, or Trustee which exceeds \$500.00 in any one fiscal year, including the names of those

benefiting from each transaction and the amount of the benefit. This list shall be available for inspection by Officers, Board member, Trustees, members, and all contributors.

(c) The Corporation shall publish a notice of any transactions with any one Officer, Board member, or Trustee which alone or in the aggregate exceeds \$5,000.00 in any one fiscal year, to the website of the corporation, or other method of making this transaction known as agreed upon by all members of the Board of Directors who have not had a pecuniary benefit transaction with the Corporation during the fiscal year.

(d) The transaction does not involve a loan of money or property to an Officer, Board member, or Trustee.

(e) The provisions of this section shall not apply to transactions between the Corporation and its incorporators, members, or other contributors who are not also Board members, Officers, or Trustees of the Corporation, provided that such transactions are fair to the Corporation.

Section 10.3. Pecuniary Benefit Transaction Definition. A Pecuniary benefit transaction means a transaction with the Corporation in which a Board member, Officer, or Trustee of the Corporation has a financial interest, direct or indirect. However, the following shall not be considered as pecuniary benefit transactions:

(a) Reasonable compensation for expenses incurred in connection with official duties of a Board member, Officer, or Trustee;

(b) A benefit provided to a Board member, Officer, or Trustee or member of the immediate family thereof if:

(1) The benefits are provided or paid as part of programs, benefits, or payments to members of the general public; and

(2) The Corporation has adopted written eligibility criteria for such benefit in accordance with its bylaws or applicable laws; and

(3) The Board member, Trustee, or family member meets all of the eligibility criteria for receiving such benefit;

(c) A continuing transaction entered into by the Corporation, merely because a person with a financial interest therein subsequently becomes a Board member, Officer, or Trustee of the Corporation.

ARTICLE XI

Contributions and Depositories

Section 11.1. Voluntary Contributions. The Corporation may accept gifts, grants, legacies and contributions from any source including persons, corporations, trusts, charities, and governments and governmental agencies.

Section 11.2. Depositories. The Board of Directors shall determine what depositories shall be used by the Corporation as long as such depositories have at least one branch located within the State of New Hampshire and are authorized to transact business by the State of New Hampshire and are federally insured. All checks and orders for the payment of money from said depository shall be signed by such signatories as have been authorized and required in advance by the Board of Directors.

ARTICLE XII

Dissolution

Section 12.1. Dissolution. The Corporation may be dissolved upon the consensus agreement of all members of the Board of Directors of the Corporation then in office taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors entitled to vote thereon. No Board member, Officer or employee or person connected with the Corporation shall be entitled to share in the distribution of any of the Corporation assets upon its dissolution.

ARTICLE XIII

General

Section 13.1. Fiscal year. The Corporation shall operate on a fiscal year ending December 31. Alteration of the fiscal year (by the Board of Directors) shall not require amendments of these Bylaws.

Section 13.2. Execution of Contracts and Documents. All contracts and evidence of debt may be executed only as directed by the Board of Directors.

Section 13.4. Signatory Authority. The Officers and/or any agents as designated by the Board of Directors shall have power to sign in the name and on behalf of the Corporation all duly authorized contracts, deeds and other instruments, including acceptances of gifts, bequests and devises to the organization.

ARTICLE XIV

Indemnification

The Corporation may indemnify a person who is or was a Director, officer, employee or agent of the Corporation or who is or was serving in another capacity at the request of the Corporation, to the extent authorized by law, and will purchase and maintain insurance to protect itself and such persons against liability.

ARTICLE XV

Amendments

The Purposes of these Bylaws (Section 3.1) may be changed or amended only by the following process:

1. All current members of the Board of Directors of the Corporation agree by consensus to the entirety of the proposed change to the Purposes.
2. Notice of the proposed change(s) shall be sent to all current members of the Corporation via email or equivalent means of communication as deemed appropriate by the Board, and the proposed change posted to the Corporation's website (or equivalent) for a review and comment period of no less than thirty (30) days.
3. At the end of said thirty (30) day comment period the Board shall read and review all comments from the membership and integrate said comments into the proposed changes to the Purposes where appropriate.
4. Once all comments have been considered and integrated into the proposed changes and all members of the Board have agreed by consensus to the entirety of proposed changes, the proposed changes shall again be made available for review and comment as laid out in item 2 (two) above.
5. If, comments have been received during this subsequent thirty (30) day review period the Board will once again follow the process laid out in steps 3 (three) and 4 (four).
6. If, at the end of any thirty (30) day review period no new comments have been received the Board shall re-affirm their consensus agreement of said new Purposes and the Purposes of these Bylaws shall be amended.

Save for the process pertaining to the Purposes as laid out above, these Bylaws may be amended or repealed or new Bylaws adopted by the following process:

1. All current members of the Board of Directors shall agree by consensus, at a duly called meeting, to the entirety of the proposed Bylaw changes.
2. Notice of the proposed change(s) shall be sent to all current members of the Corporation via email or equivalent means of communication as deemed appropriate by the Board, and the proposed change posted to the Corporation's website (or equivalent) for a review for comment period the length of which deemed appropriate by the Board for the particular changes to be made.
3. At the end of said comment period the Board shall review feedback and take it into consideration when finalizing the changes.
4. The Board shall re-affirm their consensus agreement of said Bylaw changes and these Bylaws shall be amended.

All Bylaws changes must go through the process laid out above in this Article XV with the exception of required technical changes to remain in compliance with the law which may be adopted at a meeting by consensus of all current members of the Board of Directors of the Corporation, provided notice of the proposed change is given not less than fourteen (14) days prior to such meeting.