AMENDED AND RESTATED BYLAWS
OF
THE NEW HAMPSHIRE AVIATION HISTORICAL SOCIETY
d/b/a AVIATION MUSEUM OF NEW HAMPSHIRE
(a New Hampshire nonprofit corporation)

ARTICLE I
ORGANIZATION

SECTION 1. Name. The name of this organization shall be "The New Hampshire Aviation Historical Society d/b/a Aviation Museum of New Hampshire", a nonprofit organization incorporated under the laws of the State of New Hampshire (the "Corporation").

SECTION 2. Purpose. The Corporation is organized exclusively for the purposes set forth in its Articles of Agreement.

SECTION 3. Limitations.

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

(ii) 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.

(iii) 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 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.

(iv) 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.

(v) 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.

SECTION 4. Principal Office. The principal office of the Corporation shall initially be situated at the location stated within the Articles of Agreement and may, at a later date, be moved to such other location, within or without the State of New Hampshire, as the Board of Directors may designate. The Corporation may also have other offices, either within or without the State of New Hampshire, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II
MEMBERSHIP

SECTION 1. Generally. The Corporation shall have the following two classes of membership (collectively, the "Members"): (i) Regular Members, (ii) Honorary Members. Unless otherwise set forth in the notice by the individuals calling such meeting, Members may attend Regular and Special Meetings of the Board of Directors. Members shall not attend the executive session of such meetings. Members shall have no right to manage or control the business or affairs of the Corporation by virtue of such membership. Management and control of the business and affairs of the Corporation shall be vested in the Board of Directors.

SECTION 2. Regular Members. Any person paying membership dues is eligible to be a Regular Member. A Regular Member shall be entitled to vote on matters properly brought before the Members in accordance with the Bylaws, the Articles of Agreement and applicable law. Upon request, for good cause, the Executive Director or the Board may waive the requirement for annual dues for any individual.

SECTION 3. Honorary Members. Honorary Membership shall be *ex officio* membership without dues or voting rights of any kind given to individuals selected by the Board. Honorary Members may also be dues paying Regular Members.

SECTION 4. Removal. The Board of Directors may remove any Member by majority vote. The Board may also establish criteria, such as non-payment of dues, which if violated shall result in the automatic removal of Members.

SECTION 5. Membership Dues. Dues are established and assessed annually as of the date the person or organization becomes a regular member. No assessments other than regular membership dues shall be levied; HOWEVER, various dues levels may be set with commensurate special recognition, such as membership premiums or placement of names in listings or plaques. The amount of membership dues shall be determined by a vote of the Board of Directors for the ensuing membership year no later than the regularly scheduled January meeting of the current year.

ARTICLE III
MEETING OF THE MEMBERS

SECTION 1. Annual Meeting. An annual meeting of the Members shall take place in the month of **January**, the specific date, time and location of which will be designated by the Board of Directors. At the annual meeting the voting Members shall elect Directors and receive reports on the current year's activities of the Corporation as well as planned activities for the coming year.

SECTION 2. Regular Meetings. Regular meetings of the members may be called by the President at a times and places designated by the President.

SECTION 3. Special Meetings. Special meetings may be called by the President or by a simple majority of the Board of Directors. A petition signed by ten percent of voting members may also call a special meeting. The person or persons calling a special meeting of the Members shall fix the time and place for holding such meeting and describe the business to be conducted thereat in the notice. The Board of Directors shall conduct only the business described in such notice.

SECTION 4. Notice of Meeting. Printed notice of each meeting shall be given to each voting Member, by mail at the on-file physical or by electronic mailing address on file with the Corporation, not less seven (7) days prior to the meeting.

SECTION 5. Quorum. The Members present at any properly announced meeting shall constitute a quorum.

SECTION 6. Voting. All issues to be voted on shall be decided by a simple majority of those Members present at the meeting in which the vote takes place.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors and the corporation's past President, except as otherwise provided by law, the Articles of Agreement of the Corporation, or these Bylaws. If the past President does not continue as a Director, the past President shall still provide advice and counsel at all Board meetings but shall be ineligible to vote. Directors of the Corporation must be Members in good standing.

SECTION 2. Size and Terms. The number of Directors of the Corporation shall be fixed by the Board of Directors, but in no event shall be less than five (5). All Directors shall hold office for a term of three (3) years. The members of The Board of Directors shall be elected at the annual meeting of Members through presentation of a slate of candidates as determined by the Board of Directors. Directors may be elected or reelected at the annual meeting of the Members upon majority vote by the Members entitled to vote that are present and voting. All

Directors may serve for not more than two (2) terms, unless that person has not served on the Board of Directors for at least one (1) year.

SECTION 3. Meetings. Meetings of the Board of Directors shall be conducted in accordance with this Article IV. The President or any two (2) Directors may call an executive session at any meeting of the Board, and only current Directors or Officers shall attend such executive session. Any manner of business that is otherwise permissible at such meeting may be conducted during executive session.

SECTION 4. Annual Meeting. An annual meeting of the Board of Directors shall be held each year in **January** immediately following the annual meeting of the Members. The Board of Directors shall elect and reelect Officers at the annual meeting. The Board of Directors may conduct any additional manner of business allowed at any regular Board meeting.

SECTION 5. Regular Meetings. The Board of Directors may provide the time and place for holding of additional regular meetings with notice as described in Section 9. At any regular meeting the Board of Directors may conduct any manner of business allowed under the Corporation's Articles of Agreement, these Bylaws and state or federal law.

SECTION 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons calling a special meeting of the Board of Directors shall fix the time and place for holding such meeting and describe the business to be conducted thereat in the notice. The Board of Directors shall conduct only the business described in such notice.

SECTION 7. Telephone Meetings. Any one or more Directors 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 or other electronic means shall be equivalent to presence in person at a meeting for purposes of determining if a quorum is present.

SECTION 8. Record of Meetings. The Secretary or, in the absence of the Secretary, one of the Directors designated by the Board of Directors and participating in the meeting, shall keep a record of the meeting.

SECTION 9. Notice. Notice of all meetings shall be given by written notice, delivered personally to, or mailed to each Director at the on-file physical or electronic mailing address. Notice shall be given at least one (1) week prior to the annual meeting and any regular meeting, and at least two (2) days prior to any special meeting. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The Board of Directors shall provide notice to the Members of any regular meeting or special meeting by posting such notice on the website of the Corporation.

SECTION 10. Quorum. One-third (1/3) of the total Directors, or three (3) Directors, whichever is more, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a quorum is present at any meeting, an affirmative vote by one or more of the attending Directors at that meeting shall adjourn the meeting.

SECTION 11. Manner of Acting. Unless otherwise provided herein, the act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 12. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if: (i) consents in writing, setting forth the action so taken, shall be signed by all of the Directors and filed by the Secretary with the minutes of the meetings of the Board of Directors; or (ii) consents by electronic mail, setting forth the action so taken, are submitted by all the Directors, received by the Corporation and filed by the Secretary with the minutes of the meetings of the Board of Directors.

SECTION 13. Removal/Resignation. The Board of Directors may remove any Director by majority vote. A Director may resign upon written notice, effective as set forth therein.

SECTION 14. Vacancies. Any vacancy occurring in the Board of Directors, whether by removal, resignation, an increase in the number of Directors, or otherwise, may be filled by the affirmative vote of the majority of the remaining Directors at any meeting. A Director appointed to fill a vacancy shall be appointed for the remaining term of his/her predecessor in office. If a Director is elected by the Board to increase the size of the Board of Directors as allowed herein, that Director's term shall end at the next annual membership meeting.

ARTICLE V
OFFICERS

SECTION 1. Generally. The Officers of the Corporation shall be a President, Past President, Vice President, Secretary and Treasurer all of whom shall be elected by the Board of Directors, except the Past President. Such other Officers as may be deemed necessary may be elected or appointed by the Board of Directors.

SECTION 2. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting, except the office of Past President. Each Officer shall hold office until his/her successor shall have been duly elected and qualified, or until his/her death, or until s/he shall resign or have been removed in the manner provided herein.

SECTION 3. Removal/Resignation. The Board of Directors may remove any Officer by majority vote. An Officer may resign upon written notice, effective as set forth therein.

SECTION 4. Vacancies. Any vacancy occurring in the Officers, whether by death, removal, resignation, an increase in the number of Officers, or otherwise, may be filled by the affirmative vote of the majority of the Board of Directors at any meeting. Any Officer elected or

appointed to fill a vacancy shall be elected or appointed for the remaining term of his/her predecessor in office. If any officer is elected or appointed by the Board to add another officer as allowed herein, that officer's term shall end at the next annual membership meeting.

SECTION 5. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation and in general shall perform all duties incident to the office of the President. The President shall preside at all meetings of the Board of Directors and the Members. The President shall perform such other duties as may be prescribed by the Board of Directors from time to time. The President must have served at least one (1) year on the Board prior to election as President.

SECTION 6. Past President. The Past President shall provide advice to the President and other corporate officers as needed. The Past President may also be designated chair or be a member of any corporate committee established by the corporation.

SECTION 7. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall also have such other powers and perform such other duties as from time to time may be prescribed for them by the Board of Directors or these Bylaws.

SECTION 8. Secretary. The Secretary shall keep or cause to be kept a book of all minutes of all meetings of the Board of Directors and the Members, with the time and place, whether regular or special (and, if special, how authorized), the notice thereof given, the names of those present, and the proceedings thereof. The Executive Director or Secretary shall give or cause to be given notice of all the meetings of the Board of Directors and the Members required by these Bylaws or by law to be given, and shall have other powers and duties as may be prescribed from time to time by the Board of Directors.

SECTION 9. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the finances and the business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and all other matters customarily included in financial statements. All monies and other valuables shall be deposited in the name and to the credit of the Corporation with such depositories as may from time to time be designated by the Board. The funds of the Corporation shall be disbursed upon the check, draft, wire transfer, or by authorized credit card of the Corporation. The books of account shall be open to inspection by any Director at all reasonable times. When requested by the President or the Board, the Treasurer shall render an account of the financial condition of the Corporation and shall have such other powers and duties as may be prescribed from time to time by the Board. The President or Treasurer is authorized to pay all corporate obligations incurred in the normal course of business, provided that any single obligation in an amount exceeding $1,000 shall be subject to the approval of the Board or the check paying that obligation shall contain the signatures of either the President or Treasurer, together with the written consent of one other Officer or Director.

ARTICLE VI
COMMITTEES

SECTION 1. Committee Designations. The Board of Directors may designate such standing committees and such special committees as they deem necessary for the efficient conduct of the business of the Corporation, which committees may consist of individuals appointed by the Board. Any standing committees or any special committees may be discontinued when no longer necessary.

SECTION 2. Committee Chairpersons. Committees may be chaired by Officers or Members in good standing. Each chairperson shall be responsible for ensuring that the committee meets regularly and for providing regular reports to the President concerning such committee's activities. Committee chairs may be removed upon affirmative vote by a majority of the Board of Directors.

SECTION 3. Standing Committees. The Board of Directors may establish one or more standing committees, to serve at the pleasure of the Board. The members of any standing committee may consist of Directors or non-Directors and may be appointed as the Board determines. Standing committees may not exercise the authority of the Board to make decisions on behalf of this Corporation, but shall be restricted to making recommendations to the Board, and implementing Board decisions and taking such actions as specifically authorized by the Board under the supervision and control of the Board.

ARTICLE VII
INDEMNITY

SECTION 1. Liability of Directors to the Corporation. The Corporation shall defend, indemnify and hold harmless each current or former Officer and Director against personal liability to the Corporation for monetary damages for breach of fiduciary duty as an Officer or Director, except with respect to: (i) any breach of the Officer's or Director's duty of loyalty to the Corporation; (ii) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; or (iii) any transaction from which the Officer or Director derived any improper personal benefit.

SECTION 2. Third Party Actions. The Corporation, to the extent permitted by law, shall defend, indemnify, and hold harmless each current or former Officer or Director who was or is a party to a proceeding or threatened to be named a defendant in a proceeding, whether civil, criminal or administrative or investigative, because such Officer or Director acted on behalf of the Corporation, against liability for a final judgment, settlement, penalty, fine, and reasonable expenses incurred with respect to the proceeding; if: (i) the Officer or Director conducted himself/herself in good faith; and (ii) the Officer or Director reasonably believed his or her conduct was neither a violation of the law nor opposed to the best interest of the Corporation. The Corporation shall not defend, indemnify or hold harmless an Officer or Director in connection with any proceeding charging improper personal benefit to such person, whether or not involving an action on behalf of the Corporation, in which such person is

adjudged liable on the basis that personal benefit was improperly received by him or her by a court or duly constituted administrative body.

SECTION 3. Insurance. The Corporation may authorize any Officer or Director to purchase one or more insurance policies consistent with the above.

ARTICLE VIII
CONFLICTS OF INTEREST

SECTION 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 Guidelines established by the Office of the NH Attorney General, Charitable Trust Unit. Each Director, 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 by RSA 7:19-a) as to that Officer, Director, 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 of RSA 7:19-a, as they may exist from time to time. The provisions of RSA 292:6-a are also incorporated by reference herein and are an integral part of this conflict of interest policy.

SECTION 2. Policy on Pecuniary Benefits Transactions. Transactions that provide a direct or indirect pecuniary benefit to any Officer or Director 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, director, or trustee, are prohibited unless they (i) satisfy RSA 7:19-a; (ii) are in the Corporation's best interest; and (iii) all of the following conditions are met:

(i) 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 or Director that exceeds $500.00 must be approved by the greater of a quorum of the Board of Directors, or two-thirds (2/3) of the members of the Board of Directors who have not had a pecuniary benefit transaction with the Corporation during the fiscal year.

(ii) The Corporation shall list in its records each transaction with any One Officer or Director which exceeds $500.00 in any one fiscal year and report them to the NH Director of Charitable Trusts annually as part of its annual report required under RSA 7:28, including the names of those benefiting from each transaction and the amount of the benefit. This list shall be available for inspection by Officers, Directors and all contributors;

(iii) The Corporation shall publish a notice of any transactions with any one Officer or Director which alone or in the aggregate exceeds $5,000.00 in any one fiscal year, in the newspaper of general circulation in Concord, NH and give a copy of the notice to the NH Director of Charitable Trusts before the transaction takes place. The name of the Officer or Director, the amount of the transaction and any other information required by RSA 7:19-a II (d) must be stated in the notice;

(iv) The Corporation shall receive the prior approval and requisite finding of the Probate Court as to any transactions involving the sale, lease for a term of greater than five (5) years, purchase or conveyance of any interest in real estate to or from any Officer or Director; and,

(v) The transaction does not involve a loan of money or property to an Officer or Director.

ARTICLE IX
Contributions and Depositories

SECTION 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 2. Depositories. The Board of Directors shall determine what depositories shall be used by the Corporation as long as such depositories are located within the State of New Hampshire, are authorized to transact business by the State of New Hampshire, and are federally insured. In addition, by majority vote of the Board of Directors, recognized national investment companies may be used as corporate depositories. All checks and orders for the payment of money from said depository shall be signed such signatories as have been authorized and required in advance by the Board of Directors.

ARTICLE X
GENERAL

SECTION 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year. Alteration of the fiscal year (by the Board of Directors) shall not require amendments of these Bylaws.

SECTION 2. Execution of Contracts and Documents. All contracts and evidence of debt may be executed only as directed by the Board of Directors.

SECTION 3. Audit. The Board of Directors shall cause to be conducted an audit or independent auditor review of the Corporation's financial books and records annually and make its report to the Members at the annual meeting.

ARTICLE XI
WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Director or Member of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Agreement or under applicable law, 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 XII
DISSOLUTION

The Corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the 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. The Corporation shall undertake the disposition of any assets as set forth in the Articles of Agreement and these Bylaws and no Director, 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
AMENDMENTS

These Bylaws may be amended or repealed or new Bylaws adopted by the Directors at any meeting by the affirmative vote of not less than two-thirds (2/3) of all the Directors of the Corporation, provided notice of the proposed change is given in the notice, which must be given not less than ten (10) days prior to such meeting.

Adopted and Approved: April 10, 2020