



St. Albans Nordic Bylaws

Article I, Name

The name of this organization is St. Albans Nordic. All business conducted by this organization will be done under the name St. Albans Nordic.

Article II, Purposes and Powers

2.01 Purpose

St. Albans Nordic is designated as a public benefit corporation.

St. Albans Nordic is a nonprofit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

St. Albans Nordic's purpose is to promote and grow access to the fun and healthy outdoor activity of nordic skiing. We grow the nordic skiing community in the greater St. Albans area by fostering development of local trail networks, supporting learn to ski programs for all ages, improving maintenance of trails, and improving snow reliability.

Our central aim is to get as many people as possible out on skis. To that end, we directly engage with the general public, but also work with local recreation departments and schools to improve public access to the lifelong activity of nordic skiing.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation

a) St. Albans Nordic is a non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

b) Notwithstanding any other provision of these bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such code and regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these bylaws.

c) Upon termination or dissolution of St. Albans Nordic, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of St. Albans Nordic hereunder shall be selected by the discretion of a majority of the managing body of St. Albans Nordic and if its members cannot so agree, the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against St. Albans Nordic by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Vermont.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Vermont to be added to the general fund.

Article III, Membership

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its activities, or its properties and franchises.

Article IV, Political Activities

4.01 Restrictions on Political Activity of the Corporation

The corporation shall not engage in political activities of any kind.

The corporation shall not issue public statements of any kind on any political issue, even if it directly affects the mission and operations of the corporation.

It shall not issue public statements of any kind on any issue, political or not, that does not directly affect the mission and operations of the corporation.

It shall not endorse or condemn or otherwise give any statement about candidates running for public office, nor shall it endorse or condemn or otherwise give any statement about any legislation.

It shall not actively pursue changes in legislation or engage in lobbying of any kind.

4.02 Political Activity of Board Members

All board members, committee members, staff, volunteers, and employees are free to engage in such activities, but they shall not represent the corporation or invoke the name of the corporation when doing so.

4.03 Amendments

Any amendments to Section IV require unanimous approval from the board of directors.

Article V, Board of Directors

5.01 Number of Directors

St. Albans Nordic shall have a board of directors consisting of at least 3 and no more than 7 directors. Within these limits, the board may increase or decrease the number of directors serving on the board.

The board shall always have at least one member under the age of 40, and at least one member over the age of 40.

5.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of St. Albans Nordic shall be managed under the direction of the board, except as otherwise provided by law.

5.03 Terms

All directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected if and only if it shall be necessary to maintain the required minimum number of 3 board members.

There is no limit to the number of successive terms a board member may serve.

The term of office shall be considered to begin May 1st and end April 30th of each year.

5.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age.

New directors may be elected at any board meeting. New directors shall only be elected by a unanimous vote of the current board members. If and only if a situation arises where it is necessary to fill a vacancy on the board in order to meet the minimum requirements of the composition of the board, a new director may be elected with a majority vote of the current board members.

Current directors may be re-elected by a majority vote of the current board members.

5.05 Restrictions

- a) Landowners or their immediate family members who stand to benefit from trail improvements provided by the corporation shall not be eligible to serve on the board of directors.
- b) Elected officials who hold an office that represents Franklin County Vermont or any town in Franklin County Vermont in any way shall not be eligible to serve on the board of directors.
- c) Government employees who hold managerial positions within Franklin County institutions shall not be eligible to serve on the board of directors. This includes administrators of local government departments and school administrators. This does not include other employees within these institutions who do not hold administrative positions.
- d) Any person who is an immediate family member of a current board member shall not be eligible to serve on the board. Such persons shall be eligible to replace a current board member who is an immediate family member.

5.06 Vacancies

The board of directors may fill vacancies at any time subject to the maximum requirement of 7 board members.

If and only if a situation arises where it is necessary to fill vacancies in order to meet the minimum requirements of the composition of the board, the board may elect a new board member with a majority vote.

5.07 Removal of Directors

A director may be removed from the board at any time with a unanimous vote from all other board members. If there is no unanimous decision, the board member will serve the rest of his or her term and be subject to the re-election terms in section 5.04.

5.08 Manner of Acting

- a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
- b) Majority Vote. Except as otherwise required by law or by the articles of incorporation or these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tie number of votes, the president or treasurer in order of presence shall have the power to swing the vote on his/her discretion.

d) Participation. Except as otherwise required by law, the articles of incorporation or these bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may hear each other during the meeting, including in person or internet video meeting.

5.09 Compensation for Board Member Services

Directors shall receive no compensation for carrying out their duties as directors. The board may provide reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

5.10 Compensation for Professional Services by Directors

Directors are not restricted from being compensated for professional services provided to the corporation. Such compensation shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board conflict of interest policy and state law. No more than 49% of the board members (including immediate family members) may receive compensation, directly or indirectly, from the corporation, including the year prior to them serving on the board.

Article VI, Officers

6.01 Board Officers

The officers of the corporation shall be a board president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these bylaws or by the resolution of the board. The board may also appoint additional officers as it deems necessary for the proper conduct of the business of the corporation, each of whom shall have the authority and shall perform such duties as the board of directors may determine.

6.02 Term of Office

Each officer shall serve a one-year term of office. There is no limit to the number of consecutive terms an officer may serve. Elections will be held annually as near to the date of April 30th as possible. Each officer's term will expire at the spring meeting in the following year, which will occur as near to the date of April 30th as possible.

6.03 Removal and Resignation

The board of directors may remove an officer at any time with a unanimous vote from all board members, excluding the officer being discussed for removal. Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. The president of the board shall take on the duties of a resigned officer until a new officer has been elected.

6.04 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meeting of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

6.05 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by these bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president.

6.06 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis. The treasurer shall perform all duties properly required by the board of directors or the board president.

Article VII, Contracts, Checks, Loans

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation had delegated authority to execute such documents in accordance with policies approved by the board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent, or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

7.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

7.05 Indemnification

a) **Mandatory Indemnification.** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

b) **Permissible Indemnification.** The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

c) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these bylaws.

d) **Indemnification of Officers, Agents, and Employees.** An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Vermont law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

Article VIII, Miscellaneous

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws amended to date.

8.02 Fiscal Year

The fiscal year of the corporation shall be from May 1st to April 30th of each year.

8.03 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation.

Article IX, Amendments

9.01 Amendments to Bylaws

These bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the board, provided, however,

a) that no amendment shall be made to these bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code; and,

b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a unanimous vote of a quorum of directors at a board meeting; and,

c) that all amendments be consistent with the Articles of Incorporation.

d) that there are no specified requirements for amendments to specified sections of these bylaws stated elsewhere in these bylaws.

9.02 Amendments to the Articles of Incorporation

Any amendment to the Articles of Incorporation may be adopted by approval of 2/3 of the board of directors.

Article X, Conflict of Interest Policy

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

Article XI, Document Retention Policy

11.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of St. Albans Nordic's records.

11.02 Policy

Section 1: General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, St. Albans Nordic may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2: Exception for Litigation Relevant Documents. St. Albans Nordic expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or St. Albans Nordic informs you, that corporate records are relevant to litigation, or potential litigation, then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3: Minimum Retention Periods for Specific Categories

- a) Corporate Documents. Corporate records include the corporation's Article of Incorporation, bylaws, and IRS form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the form 1023 be available for public inspection upon request.
- b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least 7 years from the date of filing the applicable return.
- c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for 7 years.
- d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other board and board committee materials should be kept for no less than 3 years by the corporation.
- e) Press Releases/Public Filings. The corporation should retain permanent copies of all press release and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.
- f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of 10 years.
- g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally 3 years.

An exception to the 3 year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least 3 years beyond the life of the agreement.

h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g. patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

- i) derives independent economic value from the secrecy of the information; and
- ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least 3 years beyond the life of the agreement, and longer in the case of publicly filed contracts.

j) Correspondence. Unless correspondence fall under another category listed elsewhere in this policy, correspondence should generally be saved for 2 years.

k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for 7 years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for 3 years. Any inventories of products, materials, and supplies and any invoices should be kept for 7 years.

l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for 3 years.

Section 4 Electronic Mail. E-mail that needs to be saved should be either:

- i) printed in hard copy and kept in the appropriate file; or
- ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter or the e-mail, as covered elsewhere in this policy.

Article XII, Transparency and Accountability

12.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, St. Albans Nordic practices and encourages transparency and accountability to the general public. This policy will:

- i) Indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public.

ii) Indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public.

iii) Specify the procedures whereby the open/closed status of documents and materials can be altered.

12.02 Policy

a) Financial and IRS documents (form 1023 and form 990). St. Albans Nordic shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

b) Means and Conditions of Disclosure. St. Albans Nordic shall make widely available the aforementioned documents on its internet website: stalbansnordic.org to be viewed and inspected by the general public.

The documents shall be posted in a format that allows an individual using the internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure, such as contributor lists.)

The website shall clearly inform readers that the document is available and provide instructions for downloading it.

St. Albans Nordic shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

St. Albans Nordic shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests (including electronic mail).

12.03 IRS Annual Information Returns (form 990)

St. Albans Nordic shall submit the form 990 to its board of directors prior to the filing of the form 990. While neither the approval of the form 990 or a review of 990 is required under federal law, the corporation's form 990 shall be submitted to each member of the board via hard copy or e-mail at least 10 days before the form 990 is filed with the IRS.

12.04 Board

All board deliberations shall be open to the public except where the board passed a motion to make any specific portion confidential.

All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.

All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

12.05 Staff Records

All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.

Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that Staff records shall be made available to the board when requested.

12.06 Donor Records

All donor records shall be available for consultation to the donors concerned or by their legal representatives.

No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.

Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that donor records shall be made available to the board when requested.

Article XIII, Code of Ethics and Whistleblower Policy

13.01 Purpose

St. Albans Nordic requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of St. Albans Nordic to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

13.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of St. Albans Nordic is in violation of law, a written complaint must be filed by that person with the board president or the secretary.

13.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

13.04 Retaliation

Said person is protected from retaliation only if he or she brings the alleged unlawful activity, policy, or practice to the attention of St. Albans Nordic and provides St. Albans Nordic with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

St. Albans Nordic shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of St. Albans Nordic or of another individual or entity with whom St. Albans Nordic has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

St. Albans Nordic shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of St. Albans Nordic the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

13.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

13.06 Handling of Reported Violations

The board president or secretary shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

Article XIV, Counterterrorism and Due Diligence Policy

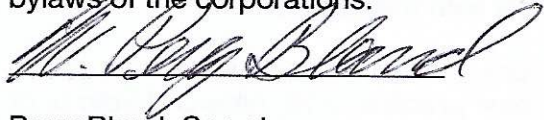
In furtherance of its exemption by contributions to other organizations, domestic or foreign, St. Albans Nordic shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practices of US Based Charities" is not mandatory, St. Albans Nordic willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

St. Albans Nordic shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing US legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

Certificate of Adoption Of Bylaws

I do hereby certify that the above stated bylaws of St. Albans Nordic were approved by the St. Albans Nordic board of directors on June 29, 2020 and constitute a complete copy of the bylaws of the corporations.



Perry Bland, Secretary

Date: 6/29/2020