

AMENDED AND RESTATED
BYLAWS
OF
MESSER POND PROTECTIVE ASSOCIATION, INC.

ARTICLE I

Name and Location

The name of this corporation, a New Hampshire non-profit corporation, shall be Messer Pond Protective Association, Inc. (the "Corporation"). The principal office of the Corporation for the transaction of its business shall be located at P.O. Box 103, New London, New Hampshire 03257.

ARTICLE II

Powers and Purposes

Section 2.1. Purposes. The corporation's purposes are stated in its Articles of Agreement.

Section 2.2. Powers. The corporation shall have all the powers necessary to carry out the corporate purposes and all the powers of non-profit corporations organized under the laws of the State of New Hampshire.

Section 2.3. Limitations.

(a) 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)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

(b) 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 or member 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 distribution of earning or principal.

(c) If the Corporation is determined to be a private foundation, (i) it will not engage in any act of self-dealing which would give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code, or corresponding section of any future federal tax code; (ii) it will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code; (iii) it will not retain any excess business holding which would give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code, or corresponding section of any future federal tax code; (iv) it shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code; and (v) it shall not make any taxable expenditures which would give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III

Members

Section 3.1. Eligibility. The Corporation's membership shall include any person who has an interest in furthering the purposes of the Corporation and who pays dues to the extent prescribed by the board of directors and set forth in the bylaws of the Corporation.

Section 3.2. Dues and Voting. The dues required for membership shall be established annually in such amounts and for such classes of membership as the directors shall determine. Payment of dues for the then-current year shall enable a member who is 18 years or older to vote at any meeting of the members of the Corporation, or by written proxy, during that year.

Section 3.3. Meetings.

(a) An annual meeting of the members of the corporation shall be held each year in the month of July at a date, time and place designated by the board of directors upon fifteen (15) days' written notice, for the election of directors and officers and for the transaction of any other business that may be brought before the members. The board of directors or the president may call a special meeting of the members at any time upon fifteen (15) days' written notice. At all annual and special meetings of the members 15 members shall constitute a quorum.

(b) Each member who is at least 18 years old and who has paid the annual dues and is present in person, or submitted a written proxy vote, shall be entitled to vote at the annual meeting. All votes shall be carried by a majority of such members present at the meeting.

ARTICLE IV

Directors

Section 4.1. Board of Directors. The board of directors shall have all the powers, rights, responsibilities and duties of directors under the laws of the State of New Hampshire and shall also be entitled to all of the privileges and protections afforded by such laws.

Section 4.2. Management by Directors. The directors shall have the control and management of the affairs of the Corporation including, but not limited to, charge of the property and business of the Corporation. No expenditures of money shall be made and no contracts or other obligations shall be entered into unless previously authorized by vote of the directors or by a committee of the board of directors or officer to whom such authority has been given, provided, however, if the board of directors shall subsequently ratify any such expenditure or contract, the Corporation shall then be bound.

Section 4.3. Number. The board of directors of the Corporation shall consist of not less than five (5) and not more than twelve (12) persons, of whom four (4) shall be the officers designated in Article V. At all times, the board of directors shall have at least five (5) unrelated members. The members of the board of directors shall be elected at the annual meeting of the members of the Corporation.

Section 4.4. Election: Term. Directors of the Corporation shall be elected at the annual meeting of the Corporation to serve for a term of one (1) year or until their successors are elected and qualified. Each director must be a member of the Corporation. The past President will serve for one additional year as an ex-officio director.

Section 4.5. Vacancies. Vacancies on the board of directors arising between annual meetings shall be filled by majority vote of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of the member's predecessor in office.

Section 4.6. Removal. Any director may at any time be removed from office for any cause deemed sufficient by the board of directors by the affirmative vote of two-thirds (2/3) of the full number of directors, other than the director in question, acting at a meeting of the board of directors.

Section 4.7. Compensation. No member of the board of directors shall receive compensation of any kind for his or her services as a director. However, nothing contained in these bylaws shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation for such service.

ARTICLE V

Officers

Section 5.1. Officers. The Officers of the Corporation shall be a president, a vice president, a secretary and a treasurer. Each officer must be a director of the Corporation.

Section 5.2. Election: Term of Officers; Vacancies. The officers shall be elected at the annual meeting of the corporation and shall hold office for terms of one (1) year or until their successors are elected and qualified. Additionally, the President, upon completion of his or her final term as President, will serve one additional year as an ex-officio director. Any vacancy in any office of the Corporation arising between annual meetings shall be filled by majority vote of the directors for the unexpired term of the member's predecessor in office.

Section 5.3. The President. The president shall preside at all meetings of the Corporation and shall, subject to the approval of the board of directors, have general management of the affairs of the corporation.

Section 5.4. Vice President. The vice president may exercise all the powers of the president in the absence or inability of the president to act. The vice president shall have such other duties and responsibilities as shall be assigned or delegated to him or her from time to time by the board of directors.

Section 5.5. Secretary. The secretary, or other person designated by the board of directors, shall keep the minutes of all meetings of the members, the board of directors and shall perform all other duties usually incident to the office. The secretary, or other person designated by the board of directors, shall issue notices of annual and special meetings of the Corporation and of the board of directors. The secretary shall be a resident of the State of New Hampshire.

Section 5.6. Treasurer. The treasurer shall have general supervision over the care and custody of the funds and securities of the Corporation and shall deposit the same or cause the same to be deposited in such banks or trust companies as the board of directors may designate. The treasurer shall keep full and accurate accounts of all receipts and disbursements. The treasurer shall deliver a report at each meeting of the directors and shall deliver an annual report at the annual meeting of the members.

Section 5.7 Removal. Any officer may at any time be removed from office for any cause deemed sufficient by the board of directors by the affirmative vote of two-thirds (2/3) of the full number of directors, other than the officer in question, acting at a meeting of the board of directors.

ARTICLE VI

Meetings of the Directors

Section 6.1. Meetings. Regular meetings of the board of directors shall be held at least three times per year or more often as required. Special meetings of the board of directors may be called by any two (2) directors.

Section 6.2. Notice. The business to be transacted at any regular or special meeting of the board of directors shall be specified in the notice of the meeting. Notice shall be given at least five (5) business days in advance of the meeting, provided that no additional notice to directors shall be required in the case of a regular meeting of the board the time and place of which were announced at any other meeting of the board. Actual notice of any special meeting of the board shall be given to each director, but such notice may be waived by the director and shall be deemed waived by any director who attends the special meeting.

Section 6.3. Alternate Forms of Meetings.

(a) Conference Call Meetings. The members of the board of directors, or any committee or subcommittee thereof, may participate in or hold a meeting of the board of directors or of such committee or subcommittee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation by this means shall constitute presence by the person at the meeting.

(b) Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if 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.

(c) Electronic Mail and Telephone Polls. The members of the board of directors or any committee or subcommittee thereof may also take action via electronic mail or telephone poll conducted by the president or by any officer designated by the president to conduct such poll. The exact text of the action to be voted upon shall be sent or read to the directors, or any committee or subcommittee members thereof, entitled to vote on the matter and the vote of each director, committee or subcommittee member shall be recorded.

(d) Ratification. Actions taken by the board of directors pursuant to this section of these bylaws shall be valid when taken, but shall be reviewed and ratified at the next subsequent regular or special meeting of the board of directors.

Section 6.4. Quorum; Vote Required. A majority of directors shall constitute a quorum for the transaction of business at a meeting of the directors, and, unless otherwise provided for by law or these bylaws, the act of the majority of the directors present and voting at any meeting at which a quorum is present shall be the act of the board of directors. If a quorum is not present at any meeting of the directors, the directors 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.

ARTICLE VII

Committees

Section 7.1. Nominating Committee. The board of directors shall designate three (3) of its number or other members of the Corporation to serve as the nominating committee. The nominating committee shall report and recommend to the board of directors the names of potential nominees as officers and directors, and the board of directors shall then nominate candidates for election as officers and directors by the members at the annual meeting.

Section 7.2. Other Committees. The board of directors may designate such other committees as it deems necessary for the efficient conduct of the business of the Corporation, which committees may consist either of members of the board of directors or such other persons as are designated in the resolution authorizing the creation of that committee, provided that all such committees shall be chaired by a member of the board of directors. Such committees may be discontinued when no longer necessary. Each such committee shall present a written report at the annual meeting of the members.

ARTICLE VIII

Conflict of Interest Policy

Section 1: Disclosure: Each director, officer, or committee or subcommittee 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 or subcommittee 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.

Section 2: Same Family Service: In the interests of encouraging diversity of discussion, connection with the public, and public confidence, the board of directors shall have at least five (5) voting members who are not of the same immediate family or related by blood or marriage.

Section 3: Financial Transactions:

(a) Any financial transaction with a director or officer of the Corporation shall only be permitted to the extent in accordance with applicable law and if determined to be in the best interest of the Corporation.

(b) Any financial transaction totaling \$500.00 or more in any one year with a director or officer to the extent permitted by law, shall be approved by two-thirds (2/3) vote of the board of directors.

(c) Any financial transaction totaling \$5,000.00 or more in any one year with a director or officer, to the extent permitted by law, shall be approved by two-thirds (2/3) vote of the board of directors and shall be published in a newspaper of general circulation (with a copy to the Attorney General's Office) prior to the transaction being consummated. This requirement extends to members of the immediate family of those serving on the board of directors.

ARTICLE IX

Prohibited Activities and Dissolution

Section 9.1. Prohibited Activities. No part of the net earnings or pecuniary profit of the corporation shall inure to the benefit of or be distributed to its directors, officers, members, of other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for personal services actually rendered to it and to make payments and distributions in furtherance of the purposes set forth in Article II of the Articles of Agreement. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 9.2. Dissolution. The Corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the members taken at the annual meeting of the Corporation or at a special meeting of the members called for that purpose, or upon the written consent of all members entitled to vote thereon.

Section 9.3. Disposition of Assets upon Dissolution. Upon dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of the Corporation's liabilities and obligations, distribute all of the Corporation's assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the probate Court of Merrimack County, New Hampshire, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. No director, officer, member or person connected with the Corporation shall be entitled to share in the distribution of any of the Corporation's assets or property upon its dissolution.

Section 9.4. Directors' Liability. Notwithstanding any other provision of these bylaws, no director of the Corporation shall be personally liable to pay the liabilities of the Corporation.

ARTICLE X

General

Section 10.1 Notice. Whenever under the provisions of law or these bylaws, notice is required to be given, such notice must be given in writing, by personal delivery, or by mail or telegram or electronic mail addressed to such director, officer, or member at his or her address as it appears on the records of the Corporation, with postage or other delivery fees thereon prepaid, if applicable. Notice by mail shall be deemed to be given at the time it is deposited in the United States mail.

Section 10.2 Waiver. Whenever any notice is required to be given by law or 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 either in person, or if applicable, by proxy, 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.

Section 10.3. Fiscal Year. The corporation shall operate on a calendar year basis.

Section 10.4 Execution of Contracts and Documents. All contracts and evidence of debt may be executed only as directed by the board of directors. The president and the treasurer or other agents authorized by the board of directors shall execute, in the name of the Corporation, all contracts or other instruments so authorized.

Section 10.5 Payment for Goods and Services. Payment for any services rendered or materials provided to the Corporation shall be made only upon authorization of the board of directors. The board of directors may, to the extent permitted by law, delegate this authority to the president. Payment by means of check or other instrument of indebtedness requiring a signature shall be signed by the treasurer of the Corporation or such other director as authorized by the board of directors.

Section 10.6. Provisions Relative to Directors and Officers. In the absence of bad faith, no contract or transaction by this Corporation shall be void, voidable, or in any way affected by reason of the fact that the contract or transaction is (a) with one or more of its directors or officers, (b) with a corporation, organization or other concern in which a director or officer of this Corporation is an officer, director, employee or in any way interested, or (c) one in which a director or officer of this Corporation is in any way interested. In the absence of bad faith, no director or officer of this Corporation shall be liable to this Corporation or creditor of this Corporation or to any person for any loss incurred by reason of such contract or transaction or be accountable for any gains or profits realized as a result of such contract or transaction so long as the transaction has been approved in accordance with the provisions of these bylaws.

ARTICLE XI

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 may purchase and maintain insurance to protect itself and such persons against liability.

ARTICLE XII

Amendments

These bylaws may be amended or repealed or new bylaws adopted by an affirmative vote of not less than two-thirds (2/3) of the membership of the Corporation present at any meeting of the membership, or by written proxy vote, duly called pursuant to the bylaws; *provided however*, notice of the proposed change is given in the notice of the meeting not less than 30 days prior to such meeting; *and provided further* that no such action be taken, or if taken, shall be a valid act of the Corporation, if that action would in any way affect the Corporation's qualification as a tax-exempt organization pursuant to Section 501(c)(3) of the code or the corresponding section of any future federal tax code. Furthermore, any member may submit in writing any proposed amendment to the board of directors at any time up to 60 days prior to the annual meeting, for the purpose of being voted on at said annual meeting as described in these bylaws.

Adopted as of July 17, 2010

Marie A. Rossachacj
Secretary