

**AMENDED AND RESTATED BYLAWS
OF
KROKA EXPEDITIONS, INC
Approved on April 10, 2025**

KROKA EXPEDITIONS MISSION STATEMENT

Kroka is a non-profit wilderness expedition school for young people based on a year-round, organic farm in Marlow, New Hampshire. We believe that consciousness and altruism can be brought forward through a living relationship with the natural world and by taking our places within the circle of community.

ARTICLE I: THE CORPORATION

Section 1 - The Name of the Corporation

The name of this charitable corporation is Kroka Expeditions, Inc. (hereinafter “the corporation”).

Section 2 - The Purpose of the Corporation

The corporation’s purpose is educational and the corporation pledges its assets for its educational purposes.

Section 3 - The Location of the Corporation.

The principal office of the corporation is located at 767 Forest Road, Marlow, New Hampshire 03456 unless and until changed by resolution of the Board.

ARTICLE II: RESTRICTIONS

Section 1 - Non-Profit Status & Operation

Kroka Expeditions shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent the corporation from qualifying, and continuing to qualify, as a charitable corporation as described in Section 501©(3) of the Internal Revenue Code of 1986, as amended (hereinafter, “the code”).

Subject to the foregoing provisions of Article II, the powers and purposes of Kroka Expeditions shall at all times be so construed and limited as to enable the corporation to qualify as a charitable corporation under the laws of the States of Vermont and New Hampshire.

In addition, Kroka Expeditions shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion of

the assets or net earnings of the corporation shall be used, nor shall Kroka Expeditions ever be organized or operated for purposes that are not exclusively charitable, literary or educational within the meaning of Section 501©(3) of the Code.

Section 2 - Political Policy

No substantial part of the activities of Kroka Expeditions shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 3 - Termination of the Corporation and Asset Distribution

In the event of termination, dissolution or winding up of the corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to, where feasible, one or more corporations which, in the opinion of the Board of Trustees will carry on activities which are analogous to those of Kroka Expeditions; provided, that any corporation to which such assets are distributed must be a corporation described in Section 501©(3) of the Code.

Also, no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of the corporation's assets on the dissolution of the corporation.

ARTICLE III: BOARD OF TRUSTEES

Section 1 - Board Function

The main charge of the board is to maintain the corporation's essential character and integrity and ensure that it remains viable to serve the children of today and tomorrow while being mindful of the boundary between board operations and day-to-day corporation management.

Section 2 - Number and Tenure

The property, business and affairs of the corporation shall be managed by a Board of Trustees (the "Board") consisting of no fewer than five (5) Trustees and such additional members as the Board of Trustees may determine from time to time. The number of trustees at any given time will be determined by the board. Year-round employees of Kroka and their family members shall not be eligible to serve on the board. Seasonal staff may serve on the Board only if the Board determines that there is no conflict of interest. This determination will be made on a case by case basis.

Each appointed Trustee shall hold office for three (3) years or until such Trustee's successor shall be appointed and shall qualify. Trustees may renew their three-year

term and continue service until they either choose to not renew for another term or are asked to step down by the Board. The Board shall be self-perpetuating and follow the nomination and approval process set forth by the Governance Committee as approved by the Board. The Board may appoint qualified individuals, including past officers and trustees and potential future trustee appointees, to serve on Board committees or act in an advisory capacity to the board as needed.

In the event that a current Trustee begins working for the Corporation as a member of the year round staff (or has an immediate family member who begins working for the Corporation as a member of the year round staff), that Trustee will be required to step down from the Board immediately. The vacancy will be handled in accordance with the bylaws Article III:Section 5.

Section 3 -Trustee Resignation

A Trustee may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of receipt by the President.

Section 4 - Trustee Removal

Any Trustee may be removed, either for or without cause, at any special meeting of the Board by the affirmative vote of a simple majority of the Trustees in office. The notice calling such a meeting shall give notice of the intention to act upon such matter, and if the notice so provides, the vacancy caused by such removal may be filled at such meeting in the manner set forth in Article III:Section 5 of these Bylaws.

Section 5 - Vacancies

Whenever any vacancies shall occur in the board by death, resignation, or increase in the number of trustees of the corporation, or otherwise, the vacancy shall be filled by the Board. Each Trustee appointed to fill a vacancy among the Trustees or to replace a Trustee, shall be nominated and approved by the Board. Vacancies may be filled at a regular or a special meeting of the board, or an action without a meeting when needed.

Section 6 - Place of Meeting

Meetings of the Board, regular, special, or emergency, may be held either within or without of the State of New Hampshire. All regular and special meetings will be designated as "in person" or "virtual". Emergency meetings may be a hybrid of "in person" and "virtual". Meetings that are designated as "in person" require the trustees to be physically present for attendance and participation in the meeting. Meetings that are designated as "virtual" allow the trustees to participate in a meeting by means of

conference telephone, video, or similar communication equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at such meeting.

Section 7 - Regular Meetings

The Board shall meet a minimum of four (4) times a year during the fiscal year for the transaction of such business as may properly be brought before it. Notice shall be sent by mail, phone or electronic mail at least seven (7) days before the meeting. If the meeting schedule for the fiscal year or for a period of greater than one (1) month is set, then the provision of this schedule to the Trustees shall serve as the notice required by this section.

The annual meeting of the Board shall be held in the first quarter of the current year.

Section 8 - Special Meeting.

Special meetings of the Board may be held at any time upon the call of the majority of the Trustees in office or the President of the Board. Notice shall be sent by mail, phone or electronic mail at least seven (7) days before the meeting and state the date, time, location and purpose of the meeting.

Section 9- Emergency Meetings

The majority, no less than three (3), of the Trustees then in office, including at least one Officer, may call an emergency meeting for any situation involving the Corporation's property, facilities, staff, or students that requires immediate discussion and possible action by the Board where lack of such immediate discussion/action could be materially detrimental to the Corporation and it is impractical or impossible to call a special meeting. A call for an emergency meeting must be sent to the entire Board and the Directors. A report of any actions taken must be shared with all Trustees and the Directors within 24 hours following any such emergency meeting.

Section 10 - Waiver of Notice

Whenever, under the provision of any law, the Articles of Incorporation or amendments there to or these Bylaws, if any notice is required to be given to any Trustee, a waiver of notice is signed either before or after the action for which notice is required and shall be the equivalent giving of such notice. Attendance of a Trustee at such meeting shall also constitute a waiver of notice thereof, except where such Trustee attends for the announced purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 11 - Action Without Meeting

Any action required or permitted to be taken at any meeting of the Trustees may be taken without a meeting if all the Trustees consent to the action in writing and the written consents are filed with the records of the meetings of the Trustees. Such consents shall be treated for all purposes as a vote at a meeting. Electronic forms of consent such as, but not limited to, email are also permitted.

Section 12 - Quorum

A majority of the total number of Trustees shall constitute a quorum for the transaction of business; however, no less than three (3) Trustees shall constitute such a quorum. Decisions made at any meeting at which a quorum is present shall be the act of the Board.

Section 13 - Compensation

No Trustee or Officer shall receive compensation for serving as such. Trustees and Officers may be reimbursed for reasonable out-of-pocket expenses incurred in connection with the affairs of the corporation. No Trustee or Officer shall be prevented from receiving compensation for services rendered in any other capacity by reason of the fact that they are also a Trustee or Officer. A Trustee must abstain from participating in any vote concerning their own compensation as officer, employee, or consultant, or concerning the compensation of a related person.

Section 14 – Committees

The Board shall have three (3) standing committees (Directors' Evaluation & Support, Finance, and Governance). The Board may also, by resolution, designate any *ad hoc* committee deemed necessary by the Trustees from the management of the Corporation. Each standing committee shall consist of one (1) or more person with at least one (1) Trustee. The standing and *ad hoc* committees shall advise the Board with respect to such matters as the Board shall direct. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board or any individual Trustee of any responsibility imposed upon it by such Trustee by law.

ARTICLE IV: GOVERNANCE

Section 1 - Board Responsibilities

The Board of Trustees shall oversee the mission and philosophy of the corporation and has certain legal duties to the corporation. These duties include the three (3) fiduciary duties of care, loyalty, and obedience.

As the employer of the directors, the Board shall empower the directors to manage all of the day-to-day operations of the corporation.

Section 2 - Consensus Decision-Making

The Board uses Consensus Decision-Making as its decision making process. It is recognized that these bylaws outline circumstances where a simple majority vote is required (III:4 & V:3)

ARTICLE V: OFFICERS

Section 1 - Officers

The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers and assistant officers as the Board from time to time may designate, each of whom shall be approved by the Board before the end of the fiscal year. The offices of President, Vice-President, Treasurer and Secretary shall hold office until the end of the fiscal year or until their respective successors are approved by the Board. All other officers shall hold office for a similar period. Any officer may be re-elected to the same office for up to three consecutive one-year terms or any number of non-consecutive terms. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. A committee duly designated may perform the function of any officer and the function of any two (2) or more officers may be performed by a single committee, including the function of President and Secretary.

Section 2 - Officer Resignation

Any officer may resign from their office by delivering their written resignation to the Board of Trustees at its principal office or to the President. Such resignation shall be effective at the time or upon the happening of the condition, if any, specified therein or, if no such time or condition is specified, upon its receipt.

Section 3 - Officer Removal

Any officer may be removed by the Board by the affirmative vote of a simple majority of the Trustees in office whenever in its judgment the best interest of the corporation will be served.

Section 4 - Officer Vacancies

Whenever any vacancies shall occur in any office by death, resignation, increase in the number of officers of the corporation, or otherwise, the vacancy shall be filled by the Board, and the officer so elected shall hold office for the unexpired portion of the term.

Section 5 - President

The President is the Chief Officer of the Corporation and shall preside at all meetings of the Board, sign all deeds, conveyances, releases and other instruments on behalf of the Corporation. The President shall also perform, under the direction and subject to the control of the Board, such other duties as may be assigned to such an officer.

Section 6 - Vice-President

The Vice-President may perform the usual and customary duties that pertain to such an office such as presiding over a meeting in the absence of the President. The Vice-President shall also perform under the direction and subject to the control of the Board, such other duties as may be assigned to such officer.

Section 7 - Secretary

It shall be the duty of the Secretary to attend all meetings of the Board and record correctly the proceedings had at such meetings in a book or online archive suitable for that purpose. The Secretary will also maintain these meeting minutes and other records as appropriate. The Secretary shall also perform, under the direction and subject to the control of the Board, such other duties as may be assigned to such officer.

Section 8 - Treasurer

The Treasurer shall keep such moneys of the Corporation as may be entrusted to such officer's keeping and account for same. The Treasurer shall be prepared at all times to give information as to the condition of the Corporation and shall make a detailed annual report of the entire business and financial condition of the Corporation. The Treasurer shall also perform, under the direction and subject to the control of the Board, such other duties as may be assigned to such officer.

Section 9 - Directors

Directors are hired by the Board of Trustees and are directly accountable to the Board of Trustees. The salary and benefits of the directors are approved annually by the Board and are transparently shared with the staff community within Kroka policies.

Section 10- Delegation of Authority

In the case of any absence of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate some or all of the powers or duties of such officer to any officer or to any Trustee, employee or agent for whatever period of time seems desirable, providing that the Trustees in office concur therein.

ARTICLE VI: MISCELLANEOUS PROVISIONS

Section 1 - Indemnification of Officers and Trustees

Kroka Expeditions shall to the extent legally permissible indemnify each of its present and former Trustees and Officers (and the heirs, executors and administrators of such Trustee or Officer) against all expenses and liabilities which he or she has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding in which he or she may be involved by reason of his or her being or having been a Trustee or an Officer of the corporation, such expenses and liabilities to include, but not be limited to, judgments, court costs and attorney's fees and the cost of reasonable settlements. No such indemnification shall be made in relation to matters as to which such Trustee or Officer shall be finally adjudged in any such action, suit, or proceeding

1. (i) for breach of the Officer's or Trustee's duty of loyalty to the corporation,
2. (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or
3. (iii) for any transaction from which the Officer or Trustee derived an improper personal benefit. In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had but only if the Board of Trustees (not including the vote of any person seeking indemnification hereunder) shall have determined that such settlement or compromise is in the best interest of the corporation and that such Trustee or Officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation, and if the Board of Trustees shall have adopted a resolution approving such settlement or compromise.

The foregoing right of indemnification shall not be exclusive of other rights to which any Trustees, Officer, or other corporate personnel may be entitled as a matter of law.

Section 2 - Amendments

These By-Laws may be amended or replaced by new By-Laws adopted at any regular meeting of the Board or Special Meeting of the Board of Trustees provided that notice of the proposed action shall have been given in the call for such Meeting.

Section 3 - Fiscal year

The fiscal year of the Corporation shall be the calendar year

Section 4 - Anti-Discrimination Statement

No otherwise qualified individual will be excluded from participation in, or denied the benefits of, or subjected to discrimination under any programs or activities of this Corporation solely by reason of race, color, national origin, religion, age, sex, sexual preference, marital status, disability, or other protected category.

Section 5 - Board Policies

Trustees need to be aware of, understand and abide by the confidentiality, conflict of interest, whistleblower and grievance policies set forth by the board. New Trustees should read the policies during the onboarding process and all Trustees should review the policies annually. Acknowledgement of these policies by the Board will be noted in the minutes of the first meeting of the fiscal year.

Originally adopted by the Board of Trustees of Kroka Expeditions, amended on the 19th day of October, 2011, amended on the 16th day of October, 2019, and further amended and restated on the 10th day of April, 2025.