

AMENDED AND RESTATED BYLAWS
OF
AMERICAN YOUTH HOSTELS, INC

Adopted effective as of September 22, 2018 (“Effective Date”)

ARTICLE I

Offices

Section 1.1. Principal Office. The Principal office of the Corporation shall be located in such place as the Board of Directors may from time to time designate.

Section 1.2. Other Offices. The Corporation may have such other offices as the Board of Directors may from time to time require.

ARTICLE II

Purpose

Section 2.1. Purpose. The purpose of the Corporation, which is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, shall be to help all, especially the young, gain a greater understanding of the world and its people through hostelling. The Corporation seeks to be a leading hostel provider in the world, a valued source of experiential learning, a widely recognized champion for intercultural understanding, a vibrant presence in communities across the United States, and an effective advocate for youth travel.

Section 2.2. Hostelling Defined. Hostelling is educational travel, local and global, using programs and hostels to facilitate interaction between travelers and community members, and to promote discovery of ourselves, local culture, and the world.

ARTICLE III

Guiding Principles

Section 3.1. Commitment to Diversity. In principle and in practice, the Corporation values and seeks to involve its diverse and inclusive stakeholders, and broad participation of people of all cultures in hostelling.

Section 3.2. Stewards of the Public Trust. The officers and Directors of the Corporation have a fiduciary duty to utilize the resources available to the Corporation to advance the Corporation’s purpose. As a public charity, the Corporation and its Board of Directors shall serve as stewards of the public trust and in that capacity are responsible and accountable to the public at large to ensure

that the Corporation's assets are prudently and exclusively utilized to achieve a public benefit consistent with the Corporation's mission and purpose.

Section 3.3. Code of Ethics. The Corporation shall adhere to a Code of Ethics adopted by the Board of Directors.

Section 3.4. Conflict of Interest. The Corporation shall adhere to a Conflict of Interest Policy, which shall include a Related Party Transaction Policy, adopted by the Board of Directors.

Section 3.5. Whistleblower Policy. The Corporation shall adhere to a Whistleblower Policy adopted by the Board of Directors.

ARTICLE IV

Membership

Section 4.1. Members. The Corporation shall not have members.

Section 4.2. Importance of Stakeholder and Local Input. The Corporation may best accomplish its mission and purpose by obtaining involvement and input from the stakeholders of the Corporation at the local level. To ensure such input, the Board of Directors will annually convene a forum for dialogue and communication among the Board of Directors, volunteers, staff and other stakeholders. The Board of Directors will determine the frequency, time, place and methodology of such forums. Topics for discussion at such meeting may include: reports on the operations of the Corporation, strategic and development plans, mission and direction of the Corporation, recognition of service to the Corporation and its mission and such other areas of concern and interest to the Corporation and its stakeholders.

ARTICLE V

Board of Directors

Section 5.1. General Powers. The Board of Directors shall have all the power and authority granted or permitted by law, including all powers necessary and appropriate to the management of the affairs of the Corporation and the advancement of its purpose. The Board of Directors shall have the power to develop and to license hostels subject to standards, rules, regulations, and fees as it may establish. The Board of Directors may delegate management of the activities of the Corporation to any person or persons or committee, however composed, provided that all actions of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 5.2. Number and Qualifications. The use of the term "entire Board" herein refers to the total number of Directors entitled to vote that the Corporation would have if there were no vacancies. The number of Directors constituting the entire Board shall not be less than fifteen (15) and not more than twenty-one (21), as determined from time to time by the Board of Directors. The

number of Directors may be increased or decreased by a vote of a majority of the entire Board, provided, however, that the Board shall not have the power to reduce the Board of Directors to fewer than three persons; nor shall it have the power to decrease the number of Directors so as to shorten the term of an incumbent Director. If the Board has not set the number of Directors by resolution, then the entire Board shall consist of the number of Directors within such range that were elected or appointed as of the most recently held election of Directors, as well as any Directors whose terms have not yet expired. No vacancy in the number of Directors on the Board of Directors shall render any Board action void or voidable.

A Director must:

- 5.2.1. be a resident of the United States;
- 5.2.2. be at least eighteen years of age;
- 5.2.3. have a passion for hosteling and the transformative impact of hosteling, and a willingness to support the mission of the Corporation; and
- 5.2.4. not be an employee, agent or representative of the Corporation or any of its affiliated hostels.

Board-Elected Directors may at their sole option appoint additional Board-Appointed Directors to the Board of Directors pursuant to Sections 5.2.5, 5.2.6 and 5.2.7 below.

- 5.2.5. Any member of the Board of Directors of the International Youth Hostel Federation as a voting member, if otherwise eligible;
- 5.2.6. The immediate past Chair of the Board of Directors, as a voting member, if otherwise eligible; and
- 5.2.7. Nonvoting representatives appointed by the Board as it may determine upon recommendation of such representative groups, if otherwise eligible.

Section 5.3. Election. All Directors, other than those appointed under Sections 5.2.5, 5.2.6 and 5.2.7 of these Bylaws, shall be elected by a majority vote of the Board of Directors (“Board-Elected Directors”) from the slate of nominees presented by the Board Development Committee according to the process set forth below in Section 8.6.3.

Section 5.4. Term of Office.

5.4.1. Board-Elected Directors. Board-Elected Directors shall be elected to serve a three - year term, with approximately one-third (1/3) of all Directors elected each year. No Board-Elected Director may serve more than three (3) consecutive full terms. A Board-Elected Director who has served three (3) consecutive full terms shall be eligible for reelection to the Board after a period of two (2) years. A full term shall be deemed to include any term of at least two years and six months. Time served on the Transition Board of Directors shall be excluded for purposes of calculating term limits. A Board-Elected Director’s term shall

expire coinciding with the Annual Meeting of Directors at which such Director must stand for re-election. Each Board-Elected Director of the Corporation shall serve until the expiration of his or her term of office, and thereafter until his or her successor has been elected or until his or her earlier death, resignation or removal, unless it has been determined that such seat will remain vacant as set forth below in Section 5.5.

5.4.2. Board-Appointed Directors. Board members appointed pursuant to Sections 5.2.5, 5.2.6 or 5.2.7, if any, shall serve a one-year term, which term shall expire at the next Annual Meeting of Directors.

Section 5.5. Vacancy. A vacancy or open seat on the Board of Directors of Board-Elected Directors may be filled by a majority vote of the Board of Directors from the slate of nominees designated by the Chair in consultation with the Chair of the Board Development Committee, or the Board may leave such vacancies open so long as the total number of Directors does not fall below the minimum number specified in Section 5.2. A Board-Elected Director elected to fill a vacancy shall hold office until the next Annual Meeting of Directors at which the election of Directors is in the regular course of business, and until his or her successor is elected or appointed and qualified.

Section 5.6. Resignation.

5.6.1. Board-Elected Directors. Any Board-Elected Director may resign at any time by giving written notice to the Chair of the Board or the Secretary of the Corporation.

5.6.2. Board-Appointed Directors. Any Director appointed by the Board pursuant to Sections 5.2.5, 5.2.6, or 5.2.7 may resign at any time by giving written notice to the Chair of the Board or the Secretary of the Corporation.

Section 5.7. Removal.

5.7.1. Board-Elected Directors. By vote of a majority of the members of the Board of Directors present at a meeting, provided there is a quorum, a Board-Elected Director, may be removed for cause, found and declared in such resolution for removal, provided that such cause is described in the notice of the meeting and sent by certified mail (or by such other method of delivery that is fair and reasonable) to the challenged member, with such member to be given the opportunity for rebuttal at the meeting.

5.7.2. Board-Appointed Directors. By vote of a majority of the members of the Board of Directors present at a meeting, provided there is a quorum, any Director appointed by the Board pursuant to Sections 5.2.5, 5.2.6 or 5.2.7 may be removed at any time, with or without cause.

Section 5.8. Compensation. Members of the Board of Directors shall serve without compensation, except that members may be reimbursed for any actual reasonable expense incurred by them in attending meetings or in conducting the affairs of the Corporation.

Section 5.9. Independent Directors. For the purpose of these Bylaws an “Independent Director” shall be defined as a Director who: (i) is not, and has not been within the last three years, an employee or a key person of the Corporation or an affiliate of the Corporation, and does not have a relative who is, or has been within the last three years, a key person of the Corporation or an affiliate of the Corporation; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the Corporation or an affiliate of the Corporation; (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the Corporation or an affiliate of the Corporation if the amount paid by the Corporation to the entity or received by the Corporation from the entity for such property or services, in any of the last three fiscal years, exceeded the lesser of ten thousand dollars or two percent of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than five hundred thousand dollars; twenty-five thousand dollars if the entity's consolidated gross revenue was five hundred thousand dollars or more but less than ten million dollars; one hundred thousand dollars if the entity's consolidated gross revenue was ten million dollars or more; or (iv) is not and does not have a relative who is a current owner, whether wholly or partially, director, officer or employee of the Corporation's outside auditor or who has worked on the Corporation's audit at any time during the past three years. For purposes of this subparagraph, the terms: “compensation” does not include reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted by paragraph (a) of section 202 (General and special powers) of the New York Not-For-Profit Corporation Law; and “payment” does not include charitable contributions, dues or fees paid to the Corporation for services which the corporation performs as part of its nonprofit purposes, or payments made by the Corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the Corporation are available to individual members of the public on the same terms, and such services received by the Corporation are not available from another source.

A “key person” means any person, other than a director or officer, whether or not an employee of the Corporation, who (i) has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of directors and officers; (ii) manages the Corporation, or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expenses of the Corporation; or (iii) alone or with others controls or determines a substantial portion of the Corporation’s capital expenditures or operating budget.

ARTICLE VI

Meetings

Section 6.1. Place and Time of Meetings. The Board of Directors may hold its annual, regular and special meetings at such places as determined by the Chair of the Board of the Corporation or his or her designee unless the Board of Directors determines otherwise. The Board of Directors may determine that one or more meetings of the Board of Directors shall be held solely by means of remote communication pursuant to Section 6.10 below. Such authorization may be general or confined to specific instances.

Section 6.2. Annual Meetings. The Board of Directors shall hold an Annual Meeting in the fourth quarter of each calendar year. At each Annual Meeting, the Board of Directors shall elect members of the Board of Directors in such numbers as required or permitted by the Certificate of Incorporation and these Bylaws and shall take such other actions as may be necessary or desired for the organization and transaction of business of the Corporation.

Section 6.3. Annual Report of Directors. The Chairman and Treasurer, if any, shall present, at the Annual Meeting of the Board of Directors, a report, verified by the Chairman and Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail the information required by Section 519 of the New York Not-for-Profit Corporation Law. The annual report shall be filed with the minutes of the Annual Meeting.

Section 6.4. Regular Meetings. Regular meetings of the Board of Directors shall be held not less than three times per fiscal year. For this purpose, the Annual Meeting shall be considered a regular meeting. At each regular meeting, the Board of Directors shall conduct such business as may properly come before the meeting.

Section 6.5. Special Meetings. Special meetings of the Board of Directors may be called by the Secretary upon the written request of the Chair of the Board, the Chief Executive Officer, or by any Director upon written demand of not less than one fifth of the entire Board.

Section 6.6. Notice of Meetings. Notice of regular and special meetings of the Board of Directors shall be given to each member of the Board of Directors at least five (5) days before the meeting by mail, email, telephone, hand delivery, or such other methods as are fair and reasonable as determined in the sole discretion of the Secretary of the Corporation. Such notice shall include proposed agenda items, but the failure to include an agenda item shall not prevent action from being taken with respect to such item.

Section 6.7. Waiver of Notice. Notice of any meeting shall not be required to be given to any Director who attends such meeting without protesting prior thereto the lack of notice to him or her, or who submits a waiver of notice, whether before or after the meeting. Such waiver of notice may be written or electronic. If written, the waiver must be signed by the Director by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and must set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the Director. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting.

Section 6.8. Adjournment. A majority of the Directors, whether a quorum is present or not, may adjourn a meeting to another time and place. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. Notice of the adjournment of the meeting to a different time or place shall be given to the Directors who were not present at the time of the adjournment, and unless such time and place are announced at the meeting, to the other Directors.

Section 6.9. Quorum and Voting. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at meetings of the Board of Directors. At any meeting of the Board of Directors, except as otherwise provided in the Certificate of Incorporation, these Bylaws, or applicable law, each Director present at the meeting shall be entitled to cast one (1) vote on any question coming before the meeting. Except as otherwise provided in these Bylaws, a majority vote of the Directors present at any meeting where a quorum is present shall be an act of the Board. Directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or related party transaction shall be determined to be present at the time of the vote for the purposes of a quorum. Proxy voting shall not be permitted.

Section 6.10. Remote Communications for Board Meetings. Any one or more members of the Board of Directors, or any committee thereof, may participate in a meeting of such Board or committee by means of a conference telephone or other means of remote communication which allows all persons participating in the meeting to hear each other at the same time. Alternatively, if authorized by the Board of Directors, any meeting of the Board of Directors, or any committee thereof, may be conducted solely by conference telephone or other means of remote communication which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

Section 6.11. Action in Writing. An action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all Directors consent in writing to the adoption of the resolution. An action taken without a meeting is effective when it is consented to in writing by all the Directors. Such consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 6.12. Meetings. The Corporation values transparency and will communicate regularly with its stakeholders and may broadcast or open all, or a portion of, the meetings of the Board of Directors from time to time, but meetings of the Board of Directors are considered closed to individuals who are not members of the Board of Directors. The Chair of the Board or the Board may waive this requirement at or prior to a meeting attended by individuals who are not members of the Board of Directors. Individuals who are not members of the Board of Directors may be invited by the Chair of the Board or by the Board by resolution to a meeting of the Board. The Chair of the Board and the Board reserves the right to call a closed session at any time during a meeting at which individuals who are not members of the Board of Directors are present.

ARTICLE VII

Officers

Section 7.1. Officers of the Board. The Board of Directors shall elect annually, at the meeting following the Annual Meeting at which the Directors are elected, a Chair of the Board and may

elect a Secretary, a Treasurer, and one or more Vice Chairs, which officers shall serve for terms of one year, or until their successors are elected and qualified. Any two or more offices may be held by the same person, except the office of the Chair and Secretary, or the offices corresponding thereto. The Board of Directors shall have the power at any time to create additional offices and elect additional officers. The officers of the Board of Directors must be Directors of the Corporation and shall hold office at the discretion of the Board of Directors.

7.1.1. Chair of the Board. The Chair of the Board shall preside or appoint a designee to preside at meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors from time to time. In the event of vacancy in the office of Chief Executive Officer, the Chair of the Board shall exercise the duties of the Chief Executive Officer.

7.1.2. Vice Chair. The Vice Chair, if any, or Vice Chairs in case there be more than one, shall have such powers and perform such duties as the Board of Directors or the Chair of the Board may prescribe from time to time. In the absence of the Chair of the Board or in the event of the Chair of the Board's death, inability, or refusal to act, the Vice Chair, or in the event there be more than one Vice Chair, the Vice Chairs in the order designated by the Board of Directors, or, in the absence of any designation, in the order of their election, shall perform the duties of the Chair of the Board, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chair of the Board.

7.1.3. Treasurer. The Treasurer, if any, shall be responsible for overall governance oversight of the financials of the Corporation; shall render or cause to render to the Chair of the Board and the Board of Directors, whenever requested, an account of all such officer's transactions as Treasurer and of the financial condition of the Corporation, and shall perform such other duties as may be prescribed by the Board of Directors or the Chief Executive Officer from time to time.

7.1.4. Secretary. The Secretary shall be responsible for ensuring that all actions and the minutes of all proceedings of the Board of Directors are recorded in a book to be kept for that purpose, and shall certify such proceedings, and shall be responsible for all documents and records of the Corporation, except those connected with the office of the Treasurer. He or she shall give or cause to be given any required notice of meetings of the Board of Directors, and shall deliver or cause to be delivered to all directors within thirty (30) days after each meeting copies of all said actions and minutes of said proceedings, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

7.1.5. Removal and Vacancies. Any officer of the Board of Directors may be removed, with or without cause, at any time by the Board of Directors. Any vacancy in an office of the Board shall be filled by the Board of Directors.

7.1.6. Resignation. An officer of the Board of Directors may resign at any time by giving written notice to the Secretary of the Corporation.

7.1.7. Terms. No officer of the Board of Directors shall serve in any single office for more than three (3) consecutive terms, except where the Board of Directors has approved by resolution the extension of such officer's service for a fourth term. The foregoing limitation does not prevent an individual Director from holding several different officer positions consecutively for a period up to the maximum term of service for Directors, as set forth in Section 5.4.

7.2. Operating Officers. The operating officers shall be the Chief Executive Officer and such other operating officers appointed by the Chief Executive Officer and approved by the Board of Directors from time to time. The Chief Executive Officer shall serve at the discretion of the Board of Directors. All other operating officers shall be appointed by and report to the Chief Executive Officer, subject to the approval of the Board, and shall serve at the discretion of the Chief Executive Officer. Operating officers need not be Directors of the Corporation.

7.2.1. Chief Executive Officer. The Chief Executive Officer: (i) shall be responsible for the general management of the activities of the Corporation; (ii) shall see that all orders and resolutions of the Board of Directors are carried into effect; (iii) shall sign and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Certificate of Incorporation, these Bylaws, or the Board of Directors to some other officer or agent of the Corporation; (iv) may in the absence of the Secretary, maintain records of and certify proceedings of the Board of Directors; and (v) shall perform such other duties as may from time to time be prescribed by the Board of Directors. The Chief Executive Officer shall have the general powers and duties generally vested in the office of a president of a nonprofit corporation and shall have such other powers and perform such other duties as the Board of Directors may prescribe from time to time.

7.2.2. Removal and Vacancies. The Chief Executive Officer shall hold office at the discretion of the Board of Directors and may be removed by the Board of Directors. Any other operating officers may be removed by the Chief Executive Officer. Termination of an officer's employment with the Corporation shall automatically terminate that person's position as an operating officer of the Corporation or any of its subsidiaries. A vacancy in the office of Chief Executive Officer shall be filled by action of the Board of Directors, and a vacancy in any other operating officers position may be filled at the discretion of the Chief Executive Officer.

7.2.3. Resignation. The Chief Executive Officer may resign at any time by giving written notice to the Chair of the Board. Any other operating officer may resign at any time by giving written notice to the Chief Executive Officer of the Corporation.

ARTICLE VIII

Committees

Section 8.1. Committees of the Board. The Board of Directors may create committees consisting of

three or more Directors. The Board of Directors shall appoint the members of such committees by majority of a duly assembled quorum, except that in the case of any executive committee or similar committee however denominated, the appointment shall be made by a majority of the entire Board. Such committees shall have the authority of the Board of Directors in the management of the business of the Corporation to the extent provided in resolutions approved by a majority of the Directors currently holding office. Such committees, however, shall at all times be subject to the direction and control of the Board of Directors. Committee members must be individuals at least eighteen years of age. The Chair of the Board of Directors shall annually designate all committee members and a chair of each committee, which shall be submitted to the Board of Directors for approval and appointment at the meeting following the Annual Meeting of the Board of Directors to hold office until the next meeting following the Annual Meeting or until their successors have been appointed.

Each committee shall have the authority of the Board of Directors, except that no committee shall have the power to: (a) amend or repeal these Bylaws or adopt new Bylaws; (b) elect or remove officers or directors, (c) fill vacancies in the Board of Directors or in any committee of the Board, (d) fix the compensation of the directors for serving on the Board or on any committee of the Board, (e) approve a merger or plan of dissolution; (f) adopt a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation, or if there are no members entitled to vote, the authorization of such transaction, (g) approve any amendments to the Certificate of Incorporation and (h) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable. Each committee of the Board shall serve at the pleasure of the Board.

Section 8.2. Committee Procedures. The provisions of these Bylaws shall apply to committees of the Board and members thereof to the same extent they apply to the Board of Directors and the Directors, including, without limitation, the provisions with respect to meetings and notice thereof, quorum, voting, participation in meetings by remote communication, and actions without a meeting. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors.

Section 8.3. Executive Committee. There shall be an Executive Committee consisting of not fewer than five nor more than nine members of the Board of Directors, which number shall include the Chair, all Vice Chairs, Secretary, and Treasurer, if any. Any remaining members of the Executive Committee shall be appointed in the manner set forth above for Committees of the Board. The Executive Committee shall act only during intervals between meetings of the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors.

Section 8.4. Audit Committee. There shall be an Audit Committee composed solely of Independent Directors as defined in Section 5.9 of these Bylaws. The Audit Committee shall have the authority to act on behalf of the Board, as permitted by statute and shall function as set forth in the Role of the Audit Committee Policy adopted by the Board of Directors.

Section 8.5. Committees of the Corporation. The Board of Directors from time to time, may establish Committees of the Corporation to assist it in carrying out its duties. Committees of the Corporation shall be advisory in nature and shall not have the authority to bind the Board of

Directors or the Corporation. The members of Committees of the Corporation, including the Chair of each committee, need not be Directors. Each Committee of the Corporation shall serve at the pleasure of the Board of Directors. Members of such Committees of the Corporation shall be elected or appointed in the manner set forth in the Bylaws, or if not set forth in the Bylaws, in the same manner as the officers of the Corporation.

Section 8.6. Board Development Committee.

8.6.1. Purpose. There shall be a Board Development Committee of the Corporation responsible to the Board of Directors for matters pertaining to the nomination, orientation, monitoring and assisting with professional development of the Board, Committees of the Board, and evaluation of members of the Board of Directors in accordance with policies and procedures adopted by the Board of Directors from time to time. The Board Development Committee shall invite interested stakeholders to provide input on such topics in a manner deemed reasonable by the Committee, and shall communicate such input to the Board of Directors

8.6.2. Appointment and Composition. The Board Development Committee shall be composed of no fewer than five and no more than eleven members as determined by the Board of Directors. The Chief Executive Officer of the Corporation shall serve as an *ex officio*, non-voting member of the Board Development Committee. The members of the Board Development Committee shall hold office until their successors have been appointed and approved by the Board of Directors or their earlier resignation or removal. The Chair of the Board of Directors may nominate a candidate to fill any vacancy or nominate additional members to the Board Development Committee for approval by the Board of Directors. The Board Development Committee is intended to be broadly representative of the volunteers and other stakeholders of the Corporation and should include non-Board members, representatives from the geographic areas served by the Corporation and young adults. Members of the Board Development Committee are not eligible for nomination to the Board of Directors.

8.6.3. Responsibilities. The Board Development Committee shall study the composition of the Board of Directors to determine the skills and experience of the Board and its Committees and identify those skills, experiences and perspectives needed, which may include, but are not limited to, delivery of the Corporation's mission, nonprofit and for-profit corporate governance expertise, legal and accounting skills, fundraising and such other skills and experiences as may be needed by the Corporation from time to time. The Board Development Committee shall include a diverse mix of members with a variety of interests and perspectives, so that the Board and its Committees are representative of, and have the opportunity to benefit from, the broad range of backgrounds and experiences that constitute modern society. Considerations of diversity in Board and Committee composition may include, but are not limited to, geographic representation, gender, race, age, sexual orientation, and such other characteristics determined relevant to the operation of the Corporation as determined by the Committee. The Board Development Committee shall seek nominations for the Board from interested stakeholders through such means deemed reasonable by the Board of Directors, and shall develop a slate of qualified candidates for election to the Board of Directors.

ARTICLE IX

Fiduciary Duties of the Directors and Officers

Section 9.1. Discharge of Duties. Directors and officers shall discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.

Section 9.2. Good Faith Reliance. In discharging their duties, Directors and officers, when acting in good faith, may rely upon information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by: (1) one or more officers or employees of the corporation, whom the Director believes to be reliable and competent in the matters presented, (2) counsel, public accountants or other persons as to matters which the directors or officers believe to be within such person's professional or expert competence or (3) a committee of the Board upon which they do not serve, duly designated in accordance with a provision of the certificate of incorporation or the Bylaws, as to matters within its designated authority, which committee the Directors or officers believe to merit confidence, so long as in so relying they shall be acting in good faith and with that degree of care specified in this section. Persons shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause such reliance to be unwarranted. Persons who so perform their duties shall have no liability by reason of being or having been Directors or officers of the Corporation.

ARTICLE X

Fiscal Provisions

Section 10.1. Fiscal Year. The fiscal year of the Corporation shall end on March 31.

Section 10.2. Contracts. The Board of Directors may authorize such officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be either general or confined to specific instances. Contracts and other instruments entered into in the ordinary course of business may be executed by the Chief Executive Officer or, in the absence of the Chief Executive Officer or pursuant to a delegation by the Chief Executive Officer, by such officer designated to act in the place of or in the absence of the Chief Executive Officer, without specific Board of Directors authorization.

Section 10.3. Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness other than checks, drafts or other orders for payment of money issued in the ordinary course of business shall be issued in its name unless authorized by the Board of Directors of the Corporation. Such authorization and approval may be general or confined to specific instances. No loans shall be made by the Corporation to any officer or operating Officers or to any other corporation, firm, association or other entity in which one or more of the Corporation's Directors or officers are directors or officers or hold a substantial financial interest, except a loan by one charitable corporation to another.

Section 10.4. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money 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 be determined by resolution of the Board of Directors or by the Chief Executive Officer, Chief Financial Officer, or Treasurer upon delegation by the Board of Directors.

Section 10.5. 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 depositories as the Board of Directors or the Chief Executive Officer, Chief Financial Officer, or Treasurer upon delegation by the Board of Directors may select.

Section 10.6. Audit. After the close of each fiscal year, the financial transactions and books of the Corporation for the preceding fiscal year shall be audited by independent certified public accountants as determined by the Audit Committee, and a report of the audit shall be made to the Board of Directors.

Section 10.7. Indemnification of Directors and Officers. The Corporation shall indemnify and defend its Directors and officers to the fullest extent permissible under New York Not-for-Profit Corporation Law or the indemnification of any successor statute unless it is established through a final adjudication that the acts of a Director or officer were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such Director or officer personally gained material financial profit or other advantage to which such Director or officer was not legally entitled.

Section 10.8. Insurance for Indemnification and Defense. The Corporation shall have the power to purchase and maintain insurance for the purpose of indemnification and defense as provided for in Section 10.7, including without limitation, officers' and directors' liability insurance without violating these Bylaws. No insurance for indemnification may provide for any payment, other than cost of defense, to or on behalf of any director or officer, if a final adjudication establishes that the acts of an insured director or officer were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such director or officer personally gained material financial profit or other advantage to which such director or officer was not legally entitled.

ARTICLE XI

Amendments

The Corporation's Certificate of Incorporation and these Bylaws may be altered, amended or restated by the Board of Directors to omit or include any provision which could be lawfully omitted or included at the time of such amendment. Any number of amendments, or an entire revision or restatement of the Certificate of Incorporation or these Bylaws, may be voted upon at a meeting of the Board of Directors where due notice of the proposed amendment has been given and shall be adopted upon the affirmative vote of not less than two-thirds (2/3) of all Directors entitled to vote on the proposed amendment or revision. Any amendments may be authorized by the Board of Directors without a meeting if all Directors consent in writing to the adoption of the

resolution authorizing the amendments.

CERTIFICATION

The undersigned, Secretary of American Youth Hostels, Inc., a New York Not-for-Profit Corporation, hereby certifies that the foregoing Bylaws of the Corporation were adopted by resolution of the Board of Directors at a meeting held on the 22nd day of September, 2018.



Erin Hamant
Secretary
American Youth Hostels, Inc.

Dated: 10/1/2018