

BYLAWS OF THE GITCHI GAMI TRAIL ASSOCIATION

ARTICLE I: OFFICES

Section 1.01. Registered Office. The registered office of this corporation shall be as set forth in the Articles of Incorporation or in a resolution of the board of directors filed with the Secretary of State of Minnesota subsequently changing the registered office.

Section 1.02. Other Offices. This corporation may have such other offices, within or without the State of Minnesota, as the board of directors may determine from time to time.

Section 1.03. Corporate Seal. This corporation shall have no corporate seal.

ARTICLE II: MEMBERS AND MEETINGS OF MEMBERS

Section 2.01. Members. Members of this corporation shall be those persons who have paid or contributed currently the amount of the minimum annual dues within the prescribed time period for a membership year as established from time to time by action of the corporation's board of directors. A current list of members entitled to vote (with address) shall at all times be maintained at the registered office of the corporation.

Section 2.02. Annual Meeting. At least one general meeting of the members shall be held during each calendar year at a time and place fixed by the board of directors.

Section 2.03. Special Meetings. Special meetings of members may be called from time to time by action of a majority of the corporation's officers or board of directors or by a petition of ten (10) percent of its currently qualified members.

Section 2.04. Quorum. A quorum for a meeting of members is the lesser of 50 or ten (10) percent of the members entitled to vote at the meeting. If a quorum is not present, no official action may be approved but the meeting may be conducted for purposes of information and discussion.

Section 2.05. Notice. A reasonable effort shall be made to notify members of every members meeting, general or special, which may include posting on the organization's web site or including notice in a newsletter. A mailed notice to all members may be made but is not mandatory.

Section 2.06. Voting. Action by members may be taken by written ballot as provided by Minnesota Statutes Section 317A.447. Members may also vote by proxy in the manner set forth in Minnesota Statutes Section 317A.453.

SECTION III: BOARD OF DIRECTORS

Section 3.01. General Powers. The property, affairs, and business of this corporation shall be managed by the board of directors.

Section 3.02. Number, Qualification, and Term of Office. The number of directors shall not be less than three (3) nor more than thirty (30), but from time to time the actual number of directors may be increased or decreased within that range by the affirmative vote of a majority of all of the directors. There shall be eight (8) initial board members, who are named in the Articles of Incorporation, each of whom shall hold office until the adjournment of the annual meeting of members in the first, second or third year following his or her election and until his or her successor shall have been elected and shall qualify, or until his or her earlier death, resignation, or removal as hereinafter provided; and the assignment of each initial one, two, or three year terms of office shall be made by the affirmative vote of a majority of all of the initial directors. Thereafter, each director shall hold office until the adjournment of the annual meeting of members held in the third year next following his or her election and until his or her successor shall have been elected and shall quality, or until his or her earlier death, resignation, or removal as hereinafter provided. At each annual meeting of the board of directors, the directors shall elect successor directors for those directors whose terms expire.

Section 3.03. Organization. At each meeting of the board of directors, the president of this corporation, or in his or her absence, the vice president of this corporation, shall preside. The secretary of this corporation or, in his or her absence, any person whom the president shall appoint, shall act as secretary of the meeting.

Section 3.04. Resignation. Any director of this corporation may resign at any time by giving written notice to the president or to the secretary of this corporation. The resignation of any director shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.05: Vacancies. Any vacancy in the board of directors caused by death, resignation, disqualification, removal, an increase in the number of directors, or any other cause, shall be filled by a vote of the remaining directors (though less than a quorum), and each director so chosen shall hold office until the next annual meeting of members and until his or her successor shall be duly elected and qualified, unless sooner displaced.

Section 3.06. Place of Meetings. The board of directors may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine.

Section 3.07. Annual Meeting. The annual meeting of the board of directors shall be held each year promptly following the annual meeting of members for the purpose of electing the officers of this corporation, if officers are to be elected that year, and for the transaction of such other business as shall come before the meeting.

Section 3.08. Special Meetings; Notice. Special meetings of the board of directors shall be held whenever called by the president or by any one of the directors. Notice of each special meeting shall be mailed to each director, addressed to him or her at his or her residence or usual place of business, at least two (2) days before the day on which the meeting is to be held or be delivered personally or by telephone, not later than one (1) day before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purposes thereof except as otherwise herein expressly

provided. Notice of any meeting of the board need not be given to any director who shall be present at such meeting; and any meeting of the board shall be a legal meeting without any notice thereof having been given if all of the directors of this corporation then in office shall be present thereat or waive such notice in writing before, at, or after such meeting.

Section 3.09. Quorum and Manner of Acting. Except as otherwise provided by statute or by these Bylaws, thirty (30) percent of the total number of directors (but not less than three (3)) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given.

Section 3.10. Action Without Meeting. An action, other than an action requiring member approval, may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective time is provided in the written action. When written action is taken by less than all directors, all directors shall be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A director who does not sign or consent to the written action is not liable for the action.

Section 3.11. Removal of Directors. Any director may be removed, either with or without cause, at any time, by a vote of a majority of the total number of directors at a special meeting of the directors called for that purpose, and the vacancy on the board of directors caused by any such removal shall be filled in the manner specified in Section 3.05 hereof.

Section 3.12. Proxies; Electronic Communications. Proxies shall not be allowed or used; however, a conference among directors by a means of communications through which the directors may simultaneously hear each other during the conference is a board meeting, if the same notice is given of the conference as would be required for a meeting, and if the number of directors participating in the conference is a quorum. Participation in a meeting by this means is personal presence at the meeting. A director may also participate in a board meeting by any means of communication through which the director, other directors participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by this means is personal presence at the meeting.

ARTICLE IV: OFFICERS

Section 4.01. Number. The officers of this corporation shall be a president, a vice president, a secretary, a treasurer, each of who shall have first been elected and shall be currently acting as a director of the corporation and such other officers as may be elected by the board of directors. Any two (2) officers, except those of president and vice president, may be held by the same person.

Section 4.02. Election, Term of Office, and Qualifications. All officers shall be elected annually by the board of directors and may be re-elected to one or more additional one-year terms.

Section 4.03. Resignations. Any officer may resign at any time by giving written notice of his or her resignation to the board of directors, to the president, or to the secretary of this corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.04. Removal. Any officer may be removed, either with or without cause, by a vote of the board of directors at a meeting called for that purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the directors of this corporation shall be present thereat.

Section 4.05. Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election to such office.

Section 4.06. President. The president shall be the chief executive officer of this corporation and shall have general active management of the business of this corporation. He or she shall, when present, preside at all meetings of the directors. He or she shall see that all orders and resolutions of the board of directors are carried into effect. He or she may execute and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this corporation, including, without limitation, any instruments necessary or appropriate to enable this corporation to donate income or principal of the corporation to or for the account of such organizations, causes and projects described in the Articles of Incorporation of this corporation and as this corporation was organized to support, and, in general, shall perform all duties usually incident to the office of chief executive. He or she shall have other such duties as may from time to time be prescribed by the board of directors.

Section 4.07. Vice President. The vice president shall be elected by the board of directors, shall have such powers and shall perform such duties as may be specified in the Bylaws or prescribed by the board of directors or by the president. In the event of absence or disability of the president, the vice president shall succeed to his or powers and duties in the order designated by the board of directors.

Section 4.08. Secretary. The secretary shall be the secretary of, and when present, shall record proceedings of meetings of the board of directors. He or she shall, when directed to do so, give proper notice of meetings of the directors. He or she shall perform such other duties as may from time to time be prescribed by board of directors or by the president and, in general, shall perform all duties usually incident to the office of secretary.

Section 4.09. Treasurer. The treasurer shall keep accurate accounts of all moneys of this corporation received or disbursed; shall deposit all moneys, drafts, and checks in the name

of, and to the credit of, this corporation in such banks and depositaries as a majority of the board of directors shall from time to time designate. He or she shall have power to endorse for deposit all notes, checks, and drafts received by this corporation. He or she shall disburse the funds of this corporation as ordered by the board of directors, making proper vouchers therefor. He or she shall render to the president and the directors, whenever required, an account of all his or transactions as treasurer and of the financial condition of this corporation and shall perform such other duties as may from time to time be prescribed by the board of directors or by the president; and, in general, shall perform all duties usually incident to the office of treasurer.

Section 4.10. Other Officers. This corporation may have such other officers and agents as may be deemed necessary by the board of directors, who shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the board of directors.

Section 4.11. Compensation. The officers, agents, and employees of this corporation may be paid such reasonable compensation for their services rendered to this corporation in such capacities and be reimbursed for such reasonable expenses necessarily incurred by them in rendering such services as the board of directors may from time to time determine to be directly in furtherance of the purposes of, and in the best interests of, this corporation.

Section 4.12. Bond. The board of directors of this corporation shall from time to time determine which, if any, officers, agents, or employees of this corporation shall be bonded and the amount of each bond.

ARTICLE V: COMMITTEES

Section 5.01. Committees. The board of directors may act by and through such committees as may be specified in resolutions adopted by a majority of the whole number of directors. Each such committee shall have such membership, duties, and responsibilities as are established for it from time to time by the board of directors. Each such committee shall at all times be subject to the direction of the board of directors.

Section 5.02. Executive Committee. The corporation shall have an executive committee consisting of the president, vice president, secretary, and treasurer and at least one other director (the members of which shall be selected annually at the annual meeting of the board). The executive committee shall, in the intervals between the meetings of the board, have the authority of the board in the management of the business of the corporation. The executive committee shall meet as often as necessary at the call of the president or vice president or at the request of any of its members. A majority of the executive committee shall constitute a quorum.

Section 5.03. Miscellaneous. The president shall from time to time appoint the chair person of each committee. Each committee of this corporation may establish the time for its regular meetings and may change that time as it from time to time deems advisable. Special meetings of any committee of this corporation may be called by the chair person of that committee or

by the president of the corporation. Two days' notice by mail or telephone shall be given of any special meeting of a committee. At all meetings of a committee of this corporation, each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of one-third (1/3) of the membership of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any of such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee.

ARTICLE VI: BOOKS OF RECORD; AUDIT; FISCAL YEAR

Section 6.01. Books and Records. The board of directors of this corporation shall cause to be kept: (1) records of all proceedings of members, directors, and committees; and (2) such other records and books of accounts as shall be necessary and appropriate to the conduct of the corporate business.

Section 6.02. Documents Kept at Registered Office. The board of directors shall cause to be kept at the registered office of this corporation originals or copies of (1) records of all proceedings of members, directors, and committees; (2) all financial statements of this corporation; and (3) Articles of Incorporation and Bylaws of this corporation and all amendments and restatements thereof.

Section 6.03. Audit. The board of directors may cause the records and books of account of this corporation to be audited once in each fiscal year and at such other times as it may deem necessary or appropriate and may retain such person or firm for such purposes as it may deem appropriate.

Section 6.04. Fiscal Year. The fiscal year of the corporation shall end on December 31 each year.