

By-Laws
NORTHWEST NEBRASKA TRAILS ASSOCIATION, INC.

Article I. Name

The name of this organization is the NORTHWEST NEBRASKA TRAILS ASSOCIATION, INC.

ARTICLE II. OFFICES

The principal office of the corporation in the State of Nebraska shall be located at 201 E. Third Street, P.O. Box 1070, Chadron, NE 69337. The corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may designate or as the business of the corporation may require from time to time.

The registered office of the corporation required by the Nebraska Business Corporation Act to be maintained in the State of Nebraska may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

Article III. Purpose

The purpose of the Northwest Nebraska Trails Association is to develop, enhance, maintain and promote the region's trails, to include the solicitation of funding for such purposes. The region's trails include those within Dawes County, Nebraska, Sioux County, Nebraska and the northwest Nebraska region.

Article IV. Membership

Membership is open to anyone who is interested in the above purpose and willing to observe the rules of the organization.

This group will have two membership options: voting membership interests and non-voting membership. Membership interests require a minimum contribution of an amount to be set by the Board of Directors by or at the annual meeting. Non-voting membership allows members to participate without financial contribution and removes the right to vote in annual meetings.

All members must complete a membership form and designate membership type. Membership interest dues will be due by the annual meeting or a date to be set by the Board of Directors.

Each member with a voting interest shall be entitled to one vote at all meetings of the members.

Article V: Meetings

Section 1. Regular Meetings

Regular meetings of the Board of Directors shall be held at least quarterly, or more frequently as agreed upon by the Board, at a time and place designated by the chair.

Section 2. Annual Meetings

An annual meeting of the members shall take place in the month of March. The specific date, time and location of which will be designated by the Board. At the annual meeting, the members shall elect officers, receive reports on the activities of the association, and determine the direction of the association and establish events.

Section 3. Special Meetings

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statutes, may be called by the Chair or at least three members of the Board of Directors, and shall be called by the Chair at the request of not less than one-tenth of all the voting members of the corporation entitled to vote at the meeting.

Section 4. Notice of Meetings

Notice of meetings shall be given to each member through email communication not less than ten nor more than fifty days before the date of the meeting, stating the day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called. Such notice shall be deemed to be delivered upon delivery receipt confirming delivery to the recipients' mailbox.

Section 5. Quorum

The members present in person shall constitute a quorum for the transaction of business

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Article VI. Board of Directors

Section 1. General Powers

The affairs of the corporation shall be managed by the Board of Directors, hereinafter also referred to as the Board. The Board shall have control of and be responsible for the management of the affairs and property of the corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Board members shall consist of no less than five (5) and no more than seven (7) including the following officers: Chairman, Vice Chairman, Secretary, and Treasurer.

The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors are duly elected and qualified. All members of the Board must be approved by a majority vote of the members present and voting at the annual meeting.

Each member of the Board shall be a member of the association whose membership dues are paid in full and shall hold office for up to a three-year term as defined by the by-laws.

Initial members of the Board of Directors who have not served before shall serve initial staggered terms as follows: 2 initial Board members will serve one-year terms; 2 initial Board

members will serve two-year terms; and 3 initial Board members will serve three-year terms. At the conclusion of each Board members respective initial term, members of the Board of Directors may serve a staggered term consisting of additional three-year terms. Terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire. The initial terms for each elected Board member will be based upon popular vote of the voting members of the Corporation, with the Board members with the most votes serving three-year terms, the Board members with the next most votes serving two-year terms, and the Board members with the next most votes serving a one-year term.

Each member of the Board shall attend at least 75 percent of meetings of the Board per year.

Section 3. Meetings

Regular meetings of the Board of Directors shall be held at least quarterly, if not more frequently, at a time and place designated by the chair.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Chairman or at least three members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 5. Notice of Special Meetings

Notice of special meetings shall be given at least two (2) days in advance of the meeting by telephone or email.

Section 6. Quorum

The presence, in person of a majority of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of the majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill his or her requirements as set in Section 2 of this Article by the end of the calendar year shall automatically forfeit his or her seat on the Board of Directors. The member will be notified that his or her seat has been declared vacant and the Board of Directors may immediately proceed to fill the vacancy.

Section 8. Removal of Officer

The Advisory Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 9. Vacancies

Whenever a vacancy occurs on the Board of Directors, it shall be filled to complete the vacant term without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting.

Section 10. Compensation

Members of the Board of Directors shall not receive any compensation for their services as directors but may be reimbursed for expenses as occurred as a director.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Section 12. Parliamentary Procedure

Robert's Rules of Order shall be used in regular meetings.

ARTICLE VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts

The Board of Directors may authorize any officer or officer, 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 general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc.

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

Section 4. 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 may select.

ARTICLE VIII. OFFICERS

The officers of this Board shall be the Chairman, Vice-Chairman, Secretary and Treasurer. All officers must have the status of active members of the Board.

Section 1. Chairman

The Chairman shall preside at all meetings of the membership. The Chairman shall have the following duties:

- a. Conduct all meetings of the Board of Directors and annual meetings.
- b. Prepare a meeting agenda with input from the Board members for regular and annual meetings.
- c. Maintain awareness of all activities and receives information from all board positions and committees.
- d. Have general superintendence and direction of all other officers of this association and see that their duties are properly performed.
- e. Be an Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the Chairman.

Section 2. Vice-Chairman

The Vice-Chairman shall be vested with all the powers and shall perform all the duties of the Chairman during the absence of the latter. The Vice Chairman's duties are:

- a. Attend regular meetings.
- b. Assume responsibility for subcommittees and other activities designated by the Chairman.

Section 3. Secretary

The Secretary shall attend all regular and annual meetings. The Secretary shall have the following duties:

- a. Record minutes of all meetings and send minutes to Board for approval.
- b. Maintain record of membership attendance at each meeting, to be kept in the minutes of the meeting.
- c. Insure that all correspondence concerning association business is completed in a timely manner.

Section 4. Treasurer

The Treasurer shall attend all regular and annual meetings. The Treasurer shall have the following duties:

- a. Maintain an accurate accounting of the association's finances.
- b. Report at regular meetings the status of financial accounts including the starting and ending balance for bank statements.
- c. Maintain all bank information for the financial account and be the authorized signatory on the bank account.
- d. Other duties as prescribed by the Board or the Chairman.

Section 5. Election of Officers

Members shall submit prior to the annual meeting the names of those persons for the respective offices of the Board of Directors. Nominations shall also be received from the floor. The election shall be held at the annual meeting.

Section 6. Term of Officer

The term of office of each officer shall be from April 1, of the year of his or her election until March 31 of the following year. The Board may, with or without cause, remove any officer of the corporation and declare such office vacant. Upon the removal or resignation of any officer, the Board of Directors may appoint a successor to complete the term of the officer who resigned or was removed.

ARTICLE IX. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Nebraska Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

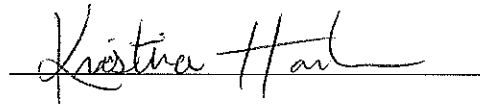
ARTICLE X. FISCAL YEAR

The Fiscal year of the corporation shall run from April 1 to March 31.

ARTICLE XI. AMENDMENTS TO BYLAWS

The Bylaws may be amended at a regular or special meeting of the members by majority action.

1st Enacted at the meeting of the members and the Board of Directors held on February 2018.

A handwritten signature in cursive script, appearing to read "Kristina Har", is written over a horizontal line.

Secretary of the Corporation