

AMENDED AND RESTATED BYLAWS
OF
NOQUEMANON TRAILS NETWORK COUNCIL

I
CORPORATION

1.1 NAME. The name of the Corporation is Noquemanon Trails Network Council.

1.2 PLACES OF BUSINESS. The Corporation shall have its principal place of business in Marquette County, Michigan, and may have such other places of business as the Board of Directors may from time to time determine.

1.3 PURPOSES. The purpose or purposes for which the Corporation is organized are:

A. To develop and maintain a non-motorized multiple-use, year round land and water trail network; so as to promote active recreation and alternative transportation routes for the central Upper Peninsula.

B. To work closely with local units of government, recreation committees, and zoning boards to develop this network and to include recreational trails in future planning and developments.

C. To work with recreational groups to ensure water and land trails for a diversity of non-motorized sports.

D. To work with users of motorized trail vehicles to coordinate trail network development.

E. To acquire, own, and dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and the proceeds thereof in furtherance of the purposes of the Corporation.

F. To do such things and perform such acts to accomplish these purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Internal Revenue Code (the "Code"), with all the power conferred upon nonprofit corporations under the laws of the State of Michigan.

1.4 NONPROFIT OPERATION.

A. The Corporation will not be operated for other than one (1) or more exempt purposes specified under Section 501(c)(3) of the Code.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or to private shareholders or individuals within the meaning of Section 501(c)(3) of the Code. No compensation shall be paid to any director or officer of the Corporation, or to a substantial contributor to it, except as reasonable compensation for services actually rendered to or for the Corporation. The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests, such as contributors to or directors of the Corporation, or persons controlled directly or indirectly by such private interest.

C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Code, and more particularly to such organization or organizations carrying on such operations as may be, as nearly as possible, consistent with the purposes of this Corporation, as the Board of Directors of this Corporation shall determine. Any such assets not so disposed of shall be disposed of by the circuit court for the county in which the registered office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, to be used in such manner as in the judgment of such court will best accomplish the general purposes for which this Corporation was organized.

II

BOARD OF DIRECTORS

2.1 BOARD OF DIRECTORS. The business and affairs of the Corporation shall be managed by a Board of Directors, which is the governing body of the Corporation. The Corporation is organized on a nonstock, directorship basis and, except as otherwise provided by law, all matters which are subject to membership vote or other action in the case of a Michigan nonprofit membership corporation, shall be approved by action of the Board of Directors. The Board of Directors shall meet as often as necessary to conduct the business of the Corporation, but at least annually.

2.2 NUMBER AND SELECTION OF DIRECTORS. The Board of Directors shall consist of not less than three (3) and not more than twenty (20) persons. Directors shall serve for three (3) year terms, with approximately one-third (1/3) of the directors' terms expiring each year. In the event of an increase or decrease in the number of elected directors serving, terms shall be established so that the terms of approximately one-third (1/3) of the directors expire each year.

Directors may be re-elected for up to three consecutive terms. Directors shall be elected by the Board of Directors any time a vacancy occurs and vacancies shall be filled in the manner specified in Section 2.4 below. All Directors must be members of the Corporation.

2.3 REMOVAL. Any Director may be removed from office with or without cause at any annual or special meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors then in office.

2.4 VACANCIES. Vacancies occurring in the Board of Directors by reason of death, resignation, removal, or other inability to serve shall be filled by the affirmative vote of a majority of the remaining Directors although less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall serve for the unexpired portion of the term.

2.5 ANNUAL MEETING. The annual meeting of the Board of Directors shall be held at such place, date, and hour as the Board of Directors may determine from time to time. At the annual meeting, the Board of Directors shall elect directors, elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the Directors appear for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later, regular, special, or annual meeting or by consent resolution.

2.6 REGULAR AND SPECIAL MEETINGS. Regular meetings of the Board of Directors may be held at such times and places as the Directors may from time to time determine or as shall be directed or approved by the vote or written consent of all the Directors. Special meetings of the Board may be called by the President or by the Vice President, and shall be called by the President or Vice President upon the written request of any two (2) Directors.

2.7 NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS. Written notice of the time and place of all meetings of the Board shall be given to each Director at least three (3) days before the date of the meeting, either personally, by mailing such notice to each Director at the address designated by the Director for such purposes, or by such other electronic means as is available. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.

2.8 ACTION WITHOUT A MEETING. Any action required or permitted at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice and without a vote, if all of the Directors or committee members entitled to vote thereon consent in writing. Said written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes. Written insert may be conveyed through electronic purposes.

2.9 QUORUM AND VOTING REQUIREMENTS. A majority of the Directors then in office and a majority of any committee appointed by the Board constitutes a quorum for the transaction of business. The vote of a majority of the Directors or committee members present at any meeting at which there is a quorum shall be the acts of the Board or the committee, except as a

larger vote may be required by the laws of the State of Michigan, these bylaws, or the Articles of Incorporation. A member of the Board or of a committee may participate in a meeting by conference telephone, interactive television or computer conference, or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

2.10 POWERS OF THE BOARD OF DIRECTORS. The Board of Directors shall have charge, control, and management of the business, property, personnel, affairs, and funds of the Corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Code not inconsistent with these bylaws, the Articles of Incorporation or the laws of the State of Michigan.

2.11 COMPENSATION. Directors shall receive no compensation for their services on the Board of Directors. The preceding shall not, however, prevent the Corporation from purchasing insurance as provided in Article IV nor shall it prevent the Board of Directors from providing the reasonable compensation to a Director for services which are beyond the scope of his or her duties as Director, or from reimbursing any Director for expenses actually and necessarily incurred in the performance of his or her duties as a Director.

2.12 EXECUTION OF CONTRACTS. Through written resolution, the Board of Directors may in any instance designate one or more officers, agents, or employees to execute any contract on behalf of the Corporation, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any contract or execution by written resolution.

III

OFFICERS

3.1 OFFICERS. The officers shall be a President, a Vice President, and a Treasurer. There may also be one or more Vice Presidents and such assistant officers, as the Board of Directors deems appropriate.

3.2 ELECTION AND TERM OF OFFICE. All officers shall be elected for a term of one (1) year (or until their successors have been elected) by the Board of Directors at its annual meeting. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two (2) or more officers.

3.3 REMOVAL. Any officer may be removed with or without cause by the vote of a majority of the Directors then in office at any regular or special meeting of the Board of Directors.

3.4 VACANCIES. In the event of the death, resignation, removal, or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

3.5 **PRESIDENT.** The President shall be the chief executive officer of the Corporation, and, as such, under the direction of the Board of Directors shall have power, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board, including the establishment of committees deemed necessary for the betterment of the organization.

3.6 **VICE PRESIDENTS.** There may be one or more Vice Presidents who shall have such duties as determined from time to time by the Board of Directors or the President. When Vice Presidents have been elected, one or more such Vice Presidents shall be designated who shall perform the duties of the President in the President's absence.

3.7 **TREASURER.** The Treasurer (or, in the Treasurer's absence or incapacity, an Assistant Treasurer) shall have charge of the funds of the Corporation, except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the Corporation; and shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the Corporation. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Directors.

3.8 **SECRETARY.** The Secretary (or, in the Secretary's absence or incapacity, an Assistant Secretary) shall send or cause to be sent all required notices of meetings of the Board of Directors, shall receive and attend to all correspondence of the Board of Directors, shall have custody of all documents belonging to the Corporation (except as otherwise provided in these bylaws) and of the corporate seal (if any), and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors.

IV

INDEMNIFICATION AND LIMITATION OF LIABILITY

4.1. **ASSUMPTION OF LIABILITY.** The Corporation may assume all liability to any persons other than the Corporation for all acts or omissions of a volunteer director, volunteer officer, or other volunteer, to the extent permitted by law.

4.2 **THIRD-PARTY INDEMNIFICATION.** The Corporation may indemnify any director, officer, employee, non-director volunteer, or agent of the Corporation, who was or is serving at the request of the Corporation, who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, non-director volunteer, or agent of the Corporation to the extent permitted by law.

4.3 **INDEMNIFICATION TO CORPORATION.** The Corporation may indemnify any director, officer, employee, non-director volunteer, or agent of the Corporation, who was or is serving at the request of the Corporation, and who was or is a party, or is threatened to be made a party to an action by or in the right of the Corporation, if the person acted in good faith and in a

manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. However, indemnification shall not be made for a claim, issue, or matter in which the person has been found liable to the Corporation.

A director or volunteer officer shall not be indemnified or otherwise protected from liability to the Corporation for money damages for any action taken or any failure to take any action as a director or volunteer officer for any of the following:

- (i) The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled.
- (ii) Intentional infliction of harm on the Corporation.
- (iii) A violation of section 551 (participating in illegal dividends, distributions, or loans).
- (iv) An intentional criminal act.
- (v) A liability imposed under section 497(a) (liability imposed upon termination of a derivative proceeding due to it being started or maintained in bad faith or without reasonable cause).

4.4 INSURANCE. The Corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the Corporation would have power to indemnify such person against such liability under the preceding sentence. The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the Corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

V

MEMBERSHIP

5.1 MEMBERSHIP. The corporation may establish membership rights and responsibilities; however, members shall not have the right to vote.

5.2 DUES. In the event that membership dues are established, dues shall be assessed equally to all members within the same membership classification.

VI

MISCELLANEOUS

6.1 COMMITTEES. The Board of Directors may establish such standing or special committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees. The Board of Directors may establish one or more executive committee or committees within the limits prescribed by law.

6.2 AMENDMENTS. These bylaws may be amended at any meeting of the Board of Directors by affirmative vote of two-thirds (2/3) of the Directors then in office, provided a notice setting forth the amendment or a summary of the changes to be effected thereby is given to each Director entitled to vote thereon in the manner and within the time provided in these bylaws for

notice of the meeting. No amendment inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.

VII

TAX EXEMPT STATUS

7.1 The Corporation will not be operated for other than one (1) or more exempt purposes specified under Section 501(c)(3) of the Code.

7.2 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, or to private shareholders or individuals within the meaning of Section 501(c)(3) of the Code. No compensation shall be paid to any trustee or officer of the Corporation, or to a substantial contributor to it, except as reasonable compensation for services actually rendered to or for the Corporation. The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests, such as contributors to or trustees of the Corporation, or persons controlled directly or indirectly by such private interest.

7.3 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

7.4 Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

7.5 Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute the remaining assets to (a) an organization with similar purposes, or (b) to an organization for charitable or educational purposes within the meaning of Section 501(c)(3) of the Code. Any assets not so distributed shall be disposed of by the circuit court for the county in which the registered office of the Corporation is then located, to such organization as in the judgment of such court will comply with this paragraph.

Adopted this ____ day of _____, 2017.

By: _____
Its: _____