BYLAWS
OF
NORTHEASTERN MINNESOTANS FOR WILDERNESS
AND
THE NORTHEASTERN MINNESOTANS FOR WILDERNESS ACTION FUND

ARTICLE I
Offices

Section 1. Registered Office. The registered office of the Northeastern Minnesotans for Wilderness Action Fund (the "Corporation") shall be as stated in the Articles of Incorporation of the Corporation (the "Articles"), or such other place as the Board of Directors may designate from time to time.
Section 2. Principal Office. The principal office of the Corporation shall be at 175 County Road 6, Finland, Minnesota 55603, or at such place as the Board of Directors shall designate from time to time. The business of the Corporation shall be transacted from the principal office, and the records of the Corporation shall be kept there.
Section 3. Other Offices. The Corporation may have such other offices within and without the State of Minnesota as the Board of Directors may determine.

ARTICLE II
Purposes

Section 1. Purposes. The purposes of the Corporation shall be as stated and limited in the Articles and, within the scope of its corporate purposes, the Corporation shall:

(a) protect and preserve wilderness;
(b) advocate for the protection of the BWCAW and the enhancement of its wilderness aspect; and
(c) to foster education of the public about the value of wilderness and wild places.

ARTICLE III
Members, Meetings of Members

Section 1. Voting Members. The voting members of the Corporation shall be all dues paying persons subscribing to the purposes of the Corporation. The Board of Directors shall, have the power, in addition to imposing dues, to levy assessments on the members and to solicit contributions from members to further the aims of the Corporation. Any assessment or contribution not expended for the purposes collected shall be returned to the members from whom it was received on a pro rata basis. Any member who fails to pay any dues or assessment may, after reasonable notice, have his or her membership canceled.
Section 2. Non-Voting Members. The Board of Directors may, from time to time, create such class or classes of non-voting members which shall be referred to as Associate Memberships as it deems appropriate.
Section 3. Annual Meeting. The members shall hold an annual meeting at such time and place as the Board of Directors shall determine. At each annual meeting, the members shall elect members of the Board of Directors and the Chair of the Nominating Committee, and conduct such other business as may properly come before the members.
Section 4. Regular Meetings. Regular meetings of the members of the Corporation may be held at the discretion of the Board of Directors on such dates and at such times and places as may be designated by the Board of Directors in the notices of meeting. At regular meetings the members shall transact such business as may be appropriate for action by members. If a regular meeting of members has not been held for a period of fifteen (15) months, at least fifty (50) members or ten percent (10%) of the members, whichever is less, may demand an annual meeting of members by delivering to the executive director or

treasurer a written demand for a regular meeting. Within thirty (30) days after the receipt of such a written demand by the executive director or treasurer, the Board of Directors shall cause a annual meeting of members to be called and held on notice no later than ninety (90) days after the receipt of such written demand, all at the expense of the Corporation.

Section 5. Special Meetings. Special meetings of the members, for any purpose or purposes appropriate for action by members, may be called by the President, by the Treasurer, or by the Board of Directors or any three (3) or more members thereof. Such meeting shall be held on such date and at such time and place as shall be fixed by the person or persons calling the meeting and designated in the notice of meeting. A special meeting may also be called by at least fifty (50) members or ten percent (10%) of the members, whichever is less. The members calling such meetings shall deliver to the President, or Treasurer a written demand for a special meeting, which demand shall contain the purposes of the meeting. Within thirty (30) days after the receipt of such a written demand for a special meeting of members by the President or Treasurer, the Board of Directors shall cause a special meeting of members to be called and held on notice no later than ninety (90) days after the receipt of such written demand, all at the expense of the Corporation. Business transacted at any special meeting of members shall be limited to the purpose or purposes stated in the notice of meeting. Any business transacted at any special meeting of members that is not included among the stated purposes of such meeting shall be voidable by or on behalf of the Corporation unless all of the members have waived notice of the meeting.

Section 6. Notice of Meetings. Except where a meeting of members is an adjourned meeting and the date, time, and place of such meeting were announced at the time of adjournment, notice of all meetings of members stating the date, time, and place thereof, and any other information required by law or desired by the Board of Directors or by such other person or persons calling the meeting, and in the case of special meetings, the purpose thereof, shall be given to each member of record entitled to vote at such meeting not less than three (3) nor more than sixty (60) days prior to the date of such meeting. Notice of the annual meeting shall contain the slate of candidates prepared by the Nominating Committee for election to the Board of Directors and Chair of the Nominating Committee. Notice of a meeting at which amendments to the Articles and Bylaws will be considered must include the substance of the proposed amendment.

Notices of meeting shall be given to each such member at an address designated by such member or to the last known address of such member, by handing a copy thereof to such member, or by any other delivery that conforms to law. Notice by mail shall be deemed given when deposited in the United States mail with sufficient postage affixed. Notice shall be deemed received when it is given.

Any member may waive notice of any meeting of members. Waiver of notice shall be effective whether given before, at, or after the meeting and whether given orally, in writing, or by attendance. Attendance by a member at a meeting is a waiver of notice of that meeting, except where the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of that item at the meeting.

Section 7. Record Date. For the purpose of determining members entitled to notice of and to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Directors of the Corporation may, but need not, fix a date as the record date for any such determination of members, which record date, however, shall in no event be more than sixty (60) days prior to any such intended action or meeting.

Section 8. Quorum. Twenty-five (25) of members entitled to vote shall constitute a quorum at a meeting of members for the purpose of taking any action other than adjourning such meeting. If a quorum of members are not represented at a meeting, the members present in person or by proxy shall constitute a quorum for the sole purpose of adjourning such meeting, and majority of the members so present may adjourn the meeting to such date, time, and place as they shall announce at the time of adjournment. Any business that might have been transacted at the adjourned meeting had a quorum been present, may be transacted at the meeting held pursuant to such an adjournment and at which a quorum shall be represented. If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of a number of members leaves less than the number otherwise required for a quorum.

Section 9. Voting and Proxies. At each meeting of the members every member shall be entitled to one vote in person or by proxy, but no appointment of a proxy shall be valid for any purpose more than eleven

(11) months after the date of its execution, unless a longer period is expressly provided in the appointment. Every appointment of a proxy shall be in writing (which shall include telegraphing, cabling, facsimile or telephotographic transmission), and shall be filed with the Secretary of the Corporation before or at the meeting at which the appointment is to be effective. All questions regarding the qualification of voters, the validity of appointments of proxies, and the acceptance or rejection of votes shall be decided by the presiding officer of the meeting. The members shall take action by the affirmative vote of the majority of the members present, in person or represented by proxy, and entitled to vote, except where a different vote is required by law, the Articles of Incorporation, or these Bylaws.

Section 10. Action Without Meeting by Members. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting by written action signed by all of the members entitled to vote on such action. Such written action shall be effective when signed by all of the members entitled to vote thereon or at such different effective time as is provided in the written action.

Section 11. Action by Written Ballot. An action that may be taken at a regular or special meeting of members may also be taken without a meeting if the Corporation mails or delivers to every member entitled to vote on the matter a written ballot describing the proposed actions and providing an opportunity to vote for or against each proposed action. Solicitations under this section shall indicate the number of responses necessary to meet quorum requirements, the percentage of approvals necessary to approve each action and the time by which the ballot must be received by the Corporation to be counted. Approval under this section is valid only if the number of ballots received equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting of which the total number of votes cast was the same as the number of votes cast by ballot.

ARTICLE IV
Board of Directors

Section 1. General Powers. The management and direction of the business and affairs of the Corporation shall be vested in a Board of Directors. In addition to the powers conferred upon the Board of Directors by these Bylaws, the Board of Directors may exercise all powers of the Corporation and perform all acts which are not prohibited to it by law, by the Articles of the Corporation or by these Bylaws, all as may be amended.

Section 2. Number. The Board of Directors of the Corporation shall be composed of not less than three (3) nor more than eleven (11) members, as determined from time to time by the Board of Directors of the Corporation. No decrease in the number of Directors pursuant to this section shall effect the removal of any Director then in office.

Section 3. Qualifications. Directors may only be adult natural persons. Each Director shall demonstrate his or her willingness to accept responsibility for governance and his or her availability to participate actively in governance activities. Directors shall be selected to bring a variety of interests and expertise to the Corporation.

Section 4. Term of Office and Election. The Board of Directors shall be divided into three (3) classes of Directors, based on the length of the term to be served by such Directors, so that the terms of office of approximately one-third of the Directors shall expire each year. In determining the time served by a Director, the period ending at the first annual meeting of the Directors shall be deemed to be one (1) year. The initial term of Class I Directors shall expire at the annual meeting of the Membership held in 1998; the initial term of Class II Directors shall expire at the annual meeting of the Membership held in 1999; and the initial term of Class III Directors shall expire at the annual meeting of the Membership held in 1999. Following expiration of the initial term of each class, the successor Directors of each class shall thereafter be elected for a term of three (3) years. A Director's term shall expire at the end of the annual meeting of the Membership of the Corporation at which the Director's class must stand for reelection. No person may serve more than two (2) three (3)-year terms as a Director served consecutively. If an individual is elected to an initial term of one (1) or two (2) years, or is elected for an unexpired term of less than six (6) months, such term shall be disregarded for the purposes of the previous sentence. Each 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 prior death, resignation, removal or cessation of representative qualifications. All Directors shall have equal voting rights.

Section 5. Vacancy. If the office of any Director becomes vacant for any reason, the Board of Directors

may choose a successor by the election of a Director by the remaining Directors of the Corporation from nominees submitted by the Nominating Committee. A Director elected to fill a vacancy shall hold office until the next election of members of the class of directors which contains the vacancy.

Section 6. Removal of Directors. A Director of the Corporation may be removed, at any time, with or without cause, upon the affirmative vote of a majority of all Directors of the Corporation then in office (excluding the Director proposed for removal).

Section 7. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Corporation. Such resignation shall be effective upon delivery, unless a later date is specified in the notice.

Section 8. Compensation. Directors shall not receive compensation for acting as such, but Directors shall be entitled to reasonable compensation for services rendered in furthering the purposes of the Corporation as set forth in the Articles of Incorporation of the Corporation. The Corporation shall be entitled to purchase officers' and directors' liability insurance without obtaining reimbursement of all or any part of the premium without violating these Bylaws.

ARTICLE V
Meetings of the Board of Directors

Section 1. Place of Meetings. The Board of Directors may hold its annual, regular and special meetings at such places, within or without this state, as determined by the Chair of the Corporation or his or her designee.

Section 2. Annual Meetings. The Board of Directors shall hold an annual meeting directly following the annual Membership Meeting at such time and place as the Board of Directors shall determine. At each annual meeting, the Board of Directors shall elect officers from the slate of candidates presented by the Nominating Committee, and shall conduct such other business as may properly come before it.

Section 3. Regular Meetings. In addition to the annual meeting, the Board of Directors shall hold regular meetings at such times and places as the Board of Directors, the Chair of the Board, or his or her designee, shall determine. At each regular meeting, the Board of Directors shall conduct such business as may properly come before the meeting.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board or upon written request of one-third (1/3) or more Directors of the Corporation. A person entitled to call a special meeting of the Board of Directors may make a written request to the Secretary to call the meeting. The Secretary shall give written notice of the meeting in the manner provided below, and the meeting shall be held between three (3) and fourteen (14) days after receipt of the request to call a special meeting. If the Secretary fails to give notice of the meeting within three (3) days from the day on which the request was received by the Secretary, the person or persons who requested the special meeting may fix the time and place of meeting, and give notice thereof.

Section 5. Notice of Meeting. Not less than fourteen (14) days' written notice of the annual meeting of the Board of Directors, excluding the day of the meeting, shall be given to all Directors. Said notice shall include proposed agenda items, but the failure to include an agenda item in the notice shall not prevent action from being taken with respect to such item.

Not less than three (3) days' written notice of a regular or special meeting of the Board of Directors, excluding the day of the meeting, shall be given to all Directors.

Notice shall be delivered personally, sent by telecopier or facsimile machine, or mailed, first class, postage prepaid. Whenever written notice to Directors provides less than five (5) days' prior written notice of the meeting, excluding the date of the meeting, reasonable effort shall be made to notify Directors by telephone of the meeting at the time of giving written notice, but the failure to contact any Director(s) by telephone shall not affect the validity of the meeting or any action taken at such meeting.

No notice of any meeting, regular or special, need state the purpose of the meeting except as may be specifically required by these Bylaws or otherwise required by law. Notice of a meeting at which an amendment to the Articles of the Corporation will be proposed must contain the proposed amendment.

Any Director may waive notice of any meeting of the Board of Directors in writing before, at or after a meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless he or she objects at the beginning of the meeting to the transaction of business because the

meeting is not lawfully called or convened and does not participate in the meeting. 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. Quorum and Voting. At any meeting of the Board of Directors, each Director present at the meeting shall be entitled to cast one vote on any question coming before the meeting. The presence of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of Directors originally present leaves less than the proportion or number otherwise required for a quorum. Except as otherwise provided in these Bylaws, a majority vote of the Directors present at any meeting, shall be sufficient to transact any business.

Section 7. Rules of Procedure. Robert's Rules of Order (newly revised) shall govern all meetings of the Corporation provided such rules are not inconsistent with the Corporation's Articles of Incorporation, these Bylaws or Minnesota law.

Section 8. Action in Writing. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting when authorized by a written instrument and signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present; provided, however, that a Board of Directors' action requiring Member approval may be taken by written action only if signed by all of the Directors then in office. A written action is effective when it is signed by all of the Directors required to take the action unless a different effective time is provided in the written action.

Section 9. Meeting by Means of Electronic Communication. A conference among Directors by any means of communication through which the participants may simultaneously hear each other during the conference constitutes a meeting of the Board of Directors 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 would be sufficient to constitute a quorum at the meeting. In addition, a Director may participate in a meeting of the Board of Directors 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 these means constitutes personal presence at the meeting.

ARTICLE VI
Officers

Section 1. Number. The Corporation shall have the following officers: (a) a Chair of the Board of Directors; (b) one or more Vice Chairs; (c) a Secretary; and (d) a Treasurer. Subject to these Bylaws, the Board of Directors may also elect or appoint one or more additional officers or assistant officers as it may deem convenient or necessary. Except as provided in these Bylaws, the Board of Directors shall fix the powers and duties of all officers.

Section 2. Election and Term of Office. All officers of the Corporation shall be nominated by the Nominating Committee and elected annually by the Board of Directors. No person may serve more than three (3) consecutive one (1) year terms. Officers of the Corporation need not be Directors of the Corporation and shall hold office at the discretion of the Board of Directors. An officer shall hold office until his or her successor shall have been elected or until his or her prior death, resignation or removal from office as hereinafter provided.

Section 3. Removal and Vacancies. Any officer may be removed, with or without cause, at any time by the Board of Directors. Any vacancy in any office shall be filled by the Board of Directors from candidates presented by the Nominating Committee. An individual elected to fill a vacancy shall hold office until the next annual meeting of the Board of Directors. The removal of any individual as an officer of the Corporation shall not affect such individual's employee status with the Corporation.

Section 4. Chair of the Board of Directors. The Chair of the Board of Directors shall be the chief executive officer of the Corporation. The Chair of the Board shall preside at all meetings of the Board of Directors and shall be responsible for the general and active management of the activities of the

Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chair of the Board, or his or her designee, shall execute all contracts or instruments requiring an officer's signature, unless the Board of Directors directs otherwise. The Chair of the Board shall have the general powers and duties generally vested in the office of a president of a corporation and shall have such other powers and perform such other duties as the Board of Directors may prescribe from time to time.

Section 5. Vice Chairs. The Vice Chair or Vice Chairs, in case there are more than one, shall have such powers and perform such duties as the Chair of the Board of Directors or the Board of Directors may from time to time prescribe. In the absence of the Chair of the Board of Directors, or in the event of his or her death, inability or refusal to act, the Vice Chair, or in the event there may be more than one Vice Chair, the Vice Chairs in the order of their election (or in order of their listing if elected as a slate), shall perform the duties of Chair of the Board of Directors and when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chair of the Board of Directors.

Section 6. Secretary. The Secretary shall attend all meetings of the Board of Directors and be responsible for the recording of all actions and the minutes of all proceedings of the Board of Directors in a book to be kept for that purpose, 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 mail 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.

Section 7. Treasurer. The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall have custody of all funds and securities of the Corporation and shall disburse the funds as may be ordered from time to time by the Chair of the Board or the Board of Directors. When necessary and proper, the Treasurer shall endorse on behalf of the Corporation all checks, drafts, notes and other obligations and evidences of the payment of money payable to the Corporation, and shall deposit the same, together with all other funds coming into the Treasurer's possession, in the Corporation's accounts. The Treasurer shall keep full and accurate financial records for the Corporation, which shall be open at all times to the inspection of the Board of Directors. The Treasurer shall have such other powers and perform such other duties as the Chair of the Board may from time to time prescribe.

Section 8. Other Officers. The Board of Directors may appoint such Assistant Secretaries to perform the duties of and exercise the powers of the Secretary in the absence or disability of the Secretary. Such Assistant Secretaries shall act as the Secretary in the order of their appointment. The Chair of the Board may appoint such Assistant Treasurers to perform the duties of Treasurer in the absence or disability of the Treasurer. Such Assistant Treasurers shall act as Treasurer in the order of their appointment. Any other officers shall hold office at the discretion of the Chair of the Board and shall have such powers, perform such duties and be responsible to such other officers as the Chair of the Board may prescribe.

Section 9. Holding More Than One Office. An individual may hold more than one office of the Corporation at the same time.

ARTICLE VII
Committees

Section 1. Committees. The Board of Directors may establish one or more committees as may be specified in resolutions adopted by the Board of Directors. 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 such resolution. Such committees, however, shall at all times be subject to the direction and control of the Board of Directors.

Section 2. Committee Chairs. The Chair of the Board of Directors shall appoint the chair of each committee from among the current members of the Board of Directors other than the chair of the Nominating Committee. The chair of the Nominating Committee shall be elected by the Membership of the Corporation at the annual meeting of the Membership. Any committee member or committee chair may be removed at any time, with or without cause, by the Board of Directors.

Section 3. *Ex Officio* Member. The Chair of the Board of the Corporation, or a representative appointed by the Chair of the Board, shall be an *ex officio* member, without voting rights, of each committee of the Corporation.

Section 4. Committee Procedures. The provisions of these Bylaws shall apply to committees and

members thereof to the same extent they apply to the Board of Directors and Directors, including, without limitation, the provisions with respect to meetings and notice thereof, absent members, written actions and valid acts. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors.

Section 5. Executive Committee. The Chair, all Vice Chairs, the Treasurer and such other persons, if any, elected by the Board of Directors by resolution shall constitute the Executive Committee of the Board of Directors of the Corporation. A majority of members of the Executive Committee shall be Directors. 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. During such intervals and subject to such control and direction, the Executive Committee shall have and may exercise all of the authority and powers of the Board of Directors in the management of the affairs of the Corporation, subject to such limitations as the Board of Directors may impose. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors.

Section 6. Nominating Committee. There shall be a Nominating Committee which shall consist of not less than eight (8) but no more than eleven (11) members of the Corporation composed of at least one (1) representative elected by each Local Chapter of the Corporation. The remaining members of the Nominating Committee shall be elected by the Board of Directors. Each member of the Nominating committee shall serve for a one (1) year term but may not serve more than three (3) consecutive terms. Vacancies on the Nominating Committee shall be filled by the body which elected the vacating member, the Board of Directors or the Local Chapter. The Nominating Committee shall establish and maintain a process that ensures that the Board of Directors of the Corporation and its committees are comprised of individuals who are capable of overseeing the Corporation's progress toward its mission and discharging the Board's and the Corporation's responsibilities to its customers, employees and community. The Nominating Committee shall (1) present a slate of candidates to the Membership of the Corporation for election to the Board of Directors to fill an expiring term or newly created directorship, (2) nominate to the Membership of the Corporation candidates for Chair of the Nominating Committee of the Board of Directors of the Corporation, (3) nominate to the Board of Directors of the Corporation candidates for officers of the Corporation to fill an expiring term or vacancy, and (4) nominate candidates to such other positions as the Board of Directors may request.

Section 7. Finance Committee. There shall be a Finance Committee which shall study and make recommendations to the Board of Directors with respect to the budget and financial activities of the Corporation. This Committee shall be responsible for the investment and reinvestment of the Corporation's institutional funds however held, including endowment funds, restricted funds, pension funds, bond account funds and all other funds belonging to the Corporation and funds in which the Corporation has an interest and the right of investment direction. The Corporation delegates to the Finance Committee all powers and duties over institutional funds described in the Uniform Management of Institutional Funds Act as in effect in the State of Minnesota, provided that the Board of Directors may by resolution withdraw any such powers and duties from the Finance Committee or investment authority over any particular institutional funds and that the Finance Committee shall be bound by and observe any restrictions imposed by the Board of Directors on the committee's powers and duties. The Finance Committee shall have the authority to delegate to officers or employees or agents of the Corporation or to independent investment advisors, investment counsel or managers, banks or trust companies the investment and reinvestment of institutional funds within the policies and guidelines established by the Finance Committee. The Finance Committee shall be authorized to invest and reinvest the institutional funds of other entities, whether or not related to or affiliated with the Corporation to the extent that the Board of Directors (or other appropriate authority) of such entities shall by resolution appoint and authorize the committee to so act and that the committee shall by resolution accept such appointment and authorization. The Finance Committee shall be responsible for the annual audit of the Corporation and for such other audits as the Board of Directors or the Finance Committee deems appropriate. The Finance Committee shall be responsible for performing such other duties as may be set forth in these Bylaws or as the Board of Directors may determine.

ARTICLE VIII
Charter Chapters

Section 1. Creation. The Board of Directors may, in its discretion, authorize the creation of Local Chapters, certify such chapters, and set forth the terms by which said chapters shall be associated with the Corporation.
Section 2. Termination. The Board of Directors may, by a majority vote of those present at any regularly constituted board meeting, revoke the charter of any chapter. Revocation of the charter of a chapter shall not relieve the chapter of its obligation to pay to the Corporation any dues, assessments, or other charges accrued and unpaid at the time of revocation. Any funds thereafter remaining in possession of the chapter shall be disposed of in accordance with guidelines established by the Board of Directors and shall be consistent with the Corporation's status as an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended.
Section 3. Chapter Qualifications. An organization may identify itself as a Local Chapter of the Corporation if it: (a) conforms to the purposes, policies and standards of the Corporation, (b) fulfills the requirements set forth in this Article VIII, (c) has been certified as a Local Chapter by the Board of Directors, and (d) abides by the terms and conditions of Local Chapter status as established by the Board of Directors.

ARTICLE IX
Fiscal Matters

Section 1. Accounting Year. The accounting year of the Corporation shall be the calendar year.
Section 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 Chair of the Board or, in the absence of or pursuant to a delegation by the Chair of the Board, by such officer designated to act in the place of or in the absence of the Chair of the Board, without specific Board of Directors authorization.
Section 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.
Section 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 Chair of the Board or Treasurer upon delegation by the Board of Directors.
Section 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 Chair of the Board or Treasurer upon delegation by the Board of Directors may select.
Section 6. Maintenance of Records; Audit. The Corporation shall keep correct and complete books and records of account and other records of activities of the Corporation as may be appropriate. All such other records shall be open to inspection upon the demand of any member of the Board of Directors of the Corporation and shall be annually approved by the Board of Directors. The Board of Directors shall cause the books and records of account of the Corporation to be audited by certified public accountants, to be selected by the Board of Directors, at least once in each fiscal year if required by law and at such other times as it may deem necessary or appropriate.
Section 7. Corporate Seal. The Corporation shall have no corporate seal.
Section 8. Donor Records. The list of donors to the Corporation shall not be loaned, given, sold or distributed to any individual or organization unless authorized by the Board of Directors of the Corporation.
Section 9. 501(c)(3) Subfund. The Corporation shall hold in trust certain assets for the promotion of

social welfare and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as stated in the Articles. These assets shall have the name Northeastern Minnesotans for Wilderness. These assets shall be managed by the Board of Directors for exclusively 501(c)(3) purposes as set forth in the Articles. The Board of Directors may delegate its oversight of the use of these assets to a committee established for that purpose. The Articles and Bylaws of the Corporation shall govern the management and operation of the Subfund. Members of the Corporation shall be Members of the Subfund.

ARTICLE X
Indemnification

The Corporation shall indemnify its officers, directors, members, against judgments, penalties, fines, settlements and reasonable expenses, including attorneys' fees, and disbursements incurred by such persons in connection with a proceeding in which they are or are threatened to be made a party by reason of their action on behalf of the Corporation to the fullest extent permitted under Minnesota law. In order to avail himself or herself of this indemnification provision, however, a person must: (1) not already be indemnified by another organization in connection to the same proceeding and the same acts or omissions; (2) have acted in good faith with respect to the acts or omissions complained of; (3) have received no improper personal benefit; (4) in the case of a criminal proceeding, have had no reasonable cause to believe his or her conduct was unlawful; (5) in the case of a civil proceeding, have reasonably believed that he or she was acting in the best interests of the Corporation.

ARTICLE XI
Director Conflict of Interest

The Chair of the Board shall develop, for Board of Directors' approval, a conflict of interest policy that shall apply to all Directors, officers and committee members. Such policy shall require Directors, officers and committee members to annually acknowledge reviewing the conflicts of interest policy.

ARTICLE XII
Amendments

The Corporation's Articles may be altered, amended or restated by the Board of Directors and Members 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 Articles, may be proposed by the affirmative vote of a majority of Members present in person or by proxy and entitled to vote at any meeting, by action in writing, written ballot, or by means of electronic communication. Such amendments are effective only upon approval by the affirmative vote of a majority of the Board of Directors who are present and entitled to vote on the proposed amendment or revision at any meeting, by action in writing or by means of electronic communication where due notice of the proposed amendment has been given. The Corporation's Bylaws may be amended as set forth in the Corporation's Articles.