

BYLAWS OF NEBRASKA OUTFITTERS AND GUIDES ASSOCIATION
A Nebraska Nonprofit Corporation
ARTICLE I MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held on the first Friday in August, for the purpose of electing of directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Nebraska, such meeting shall be held on the next succeeding business day. Annual meetings shall be held in the principal office of the corporation or at such other place, either within or without the state of Nebraska, as shall be determined by the Board of Directors. The time of such annual meeting shall be determined by the Board of Directors and stated in the notice.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or the holders of at least five percent of the voting power of the corporation. Special meetings shall be held at such place, either within or without the State of Nebraska, and at such date and time as shall be stated in the notice.

Section 3. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to each member of record. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to the member at the address appearing on the stock transfer books or the corporation, postage prepaid.

Section 4. Fixing of Record Date. For the purpose of determining members entitled to notice of or 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 may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than seventy (70) days and, in the case of a meeting of members, not less than ten (10) days prior to the date on which the particular action, requiring such determination of members, is to be taken. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof.

SECTION 5. Voting Lists. The Secretary shall make, at least two (2) business days after notice is given of the meeting of members, a complete record of the members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order with the address of each member and the number of votes each member is entitled to vote. For a period of ten (10) days prior to such meeting, the list shall be kept on file at the registered office of the corporation and shall be subject to inspection by any member at any time during usual business hours. Such record or a duplicate thereof, shall also be produced

and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

Section 6. Quorum. Twenty percent (20%) of active members, represented in person or by proxy, shall constitute a quorum at a meeting of members. The holders (or their representatives) of a majority of the votes entitled to be cast at the meeting, even though less than a majority of the votes entitled to be cast at the meeting, may adjourn the meeting from time to time without notice other than an announcement at the meeting, until such time as a quorum is present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting. If a quorum is present, the affirmative vote of a majority of the votes represented and entitled to be cast at the meeting on the subject matter shall be the act of the members, represented and entitled to be cast at the meeting on the subject matter shall be the act of the members, unless the vote of a greater number is required by law.

Section 7. Proxies. At all meetings of the members, a member may vote either in person or by proxy executed in writing by a member or this or her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting. Subject to the provisions of Sections 9 and 10 of the Article 1, each member entitled to vote shall be entitled to one vote on each matter voted on by the members at a meeting of members.

Section 9. Voting by Certain Holders. Votes controlled by another corporation may be voted by such officer, agent or proxy as the bylaws of that corporation may prescribe, or, in the absence of such provision, as the board of directors of that corporation may determine.

Votes of a member may be cast by such member's administrator, executor, guardian or conservator, either in person or by proxy, without a transfer of such member's interest in the corporation. Votes controlled by a trust may be voted by the trustee, either in person or by proxy, but no trustee shall be entitled to vote unless the membership interest in the corporation is in the trustee's name.

Section 10. Cumulative Voting. At each election for directors, every member entitled to vote at such election shall have the right to vote, in person or by proxy, the number of votes entitled to be cast by him for as many persons as there are directors to be elected and for whose election the member has a right to vote, or to cumulate said votes and give one candidate as many votes as the number of directors multiplied by the number of member's votes shall equal, or to distribute them upon the same principle among as many candidates as the members shall think fit; provided, however, members may not cumulatively vote if the directors and members are identical.

Section 11. Informal Action by Members. Any action required to be taken at a meeting of the members or any action which may be taken at a meeting of members may be taken

without a meeting if in writing, set forth the proposed action to be taken, shall be signed by members holding at least eighty percent (80%) of the voting power. Such consent shall have the same force and effect as a unanimous vote of members and may be stated as such in any articles or document filed with the Secretary of State under applicable state law.

Section 12. Annual Dues. Annual dues shall be due from each member at the annual meeting. If a person becomes a new member within four (4) months of the annual meeting, the dues shall constitute payment of dues for the following year. If dues are not paid within thirty days of the annual meeting, the membership shall be revoked.

ARTICLE II DIRECTORS

Section 1. Number and Qualification. The business and affairs of the corporation shall be managed by a board of Directors not to exceed ten (10) directors. The directors need to be residents of the State of Nebraska, and members of the corporation. Although the number and qualifications of the directors may be changed from time to time by amendment to the Bylaws, no change shall affect the incumbent directors during the terms for which they were elected.

Section 2. Election and Tenure. At the first meeting of the members and at each annual meeting thereafter, the members shall elect directors who shall hold office until the next succeeding annual meeting and until their successors have been elected and qualified unless their service is earlier terminated because of death, resignation or removal. There shall be one director elected from each district.

The election of directors shall be rotated annually, with two districts up for election annually beginning with the Northwest district. A director may be reelected for another term.

Section 3. Vacancies. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or a special meeting of members called expressly for that purpose. Vacancies caused by any other cause may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 4. Removal. At a meeting of the members called expressly for that purpose, directors may be removed in the manner hereinafter provided. Any director, or the entire Board of Directors, may be removed with or without cause, by a vote of the holders of a majority of the votes then entitled to be cast at an election of directors. If less than the entire Board is to be removed, no one of the directors may be removed if the votes cast against his or her removal would be sufficient to elect him or her if then cumulatively voted at an election of the entire Board of Directors.

Any director missing three or more consecutive meetings of the Board of Directors, to include but not limited to special meetings, annual meetings, conference calls, shall be removed as a director.

Any director removed from the Board of Directors shall have the right to appeal their removal before the Board of Directors. Upon hearing the appeal, the Board of Directors may reinstate said director by a two-thirds majority vote of the Board of Directors.

Section 5. Quorum. A majority of the number of directors fixed by the Bylaws shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at any meeting, the majority of those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 6. Annual Meeting. The annual meeting of the Board of Directors shall be held without notice other than this Bylaw immediately following adjournment of the annual meeting of members and shall be held at the same place as the annual meeting of members unless some other place is agreed upon by vote of a majority of the elected Board of Directors.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President or twenty percent (20%) of the directors then in office, and shall be held at the principal office of the corporation or at such other place, either within or without the State of Nebraska, and at such date and time, as the notice may state.

Section 8. District Meetings. District meetings of directors shall be allowed subject to the approval of the President. Minutes of the district meeting shall be maintained. The district meetings shall be as an advisory meeting only and no formal Association business can be conducted at the district meetings

Section 9. Notice. Notice of the date, time and place of special meetings shall be mailed to each director at his or her last known address at least two (2) days prior to the date of holding these meetings. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 10. Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or of any committee, may be taken without a meeting, if consent in writing, setting forth the action so taken, shall be signed by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote. The consent may be executed by the directors in counterparts.

Section 11. Voting. At all meetings of the Board of Directors, each director shall have one vote.

Section 12. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 13. Compensation. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 14. Committees. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, appoint an executive committee and one or more other committees, each committee to consist of two or more directors or members of the corporation, which committees shall, to the extent permitted by law, have and may exercise such powers of the Board of Directors in the management of the business and affairs of the corporation as shall be delegated to them.

Section 15. Telephonic Meetings. Members of the Board of Directors or any committee appointed by the Board of Directors may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE III OFFICERS

Section 1. Number and Qualifications. The officers of the corporation shall be a President, one or more Vice Presidents (as the Board of Directors shall determine), a Secretary and a Treasurer and such other officers and agents as may be deemed necessary by the Board of Directors. Any two or more offices may be held by the same person. Only active members are eligible to hold an office.

Section 2. Election and Tenure. The officers of the corporation shall be elected by the Board of Directors at its annual meeting. Each officer shall hold office for a term of one year or until his or her successor shall have been duly elected and shall have become qualified, unless his or her service is terminated sooner because of death, resignation or otherwise.

Section 3. Removal. Any officer or agent of the corporation, elected or appointed by the Board of Directors, may be removed by the Board of Directors whenever in its judgment

the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Any officer missing three or more consecutive meetings of the officers, to include but not limited to special meetings, annual meetings, conference calls, can be removed as an officer.

Any officer removed from the office shall have the right to appeal their removal before the Board of Directors. Upon hearing the appeal, the Board of Directors may reinstate said officer by a two-thirds majority vote of the Board of Directors.

Section 4. Vacancies. Vacancies occurring in any office by reason of death, resignation or otherwise may be filled by the Board of Directors at any meeting.

Section 5. Duties and Authority of Officers.

(a) President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

(b) Vice President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President (or in the event there shall be more than one Vice President, the Vice President in the order designated at the time of their election, or the absence of any such designation then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

(c) Secretary. The Secretary shall attend and keep minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be the custodian of the corporate records, keep a register of the post office address of each member which shall be furnished to the Secretary by such member, have general charge of the corporate minute books of the corporation, and in general

perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(d) Treasurer. The Treasurer shall have charge and custody and be responsible for all funds and securities of the corporation, receive and give receipts for all securities and monies due and payable to the corporation from any source whatsoever, deposit all such monies in the name of the corporation in such banks, trust companies, or in other depositories as shall be collected in accordance with the provisions of these Bylaws, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

(e) Assistant Secretary and Assistant Treasurer. The Assistant Secretary shall, in the absence of the Secretary or in the event of his or her death, inability or refusal to act, perform the duties of Secretary and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. The Assistant Treasurer shall, in the absence of the Treasurer or in the event of his or her death, inability or refusal to act, perform the duties of Treasurer and when so acting, shall have all the powers of and be subject to all the restrictions upon the Treasurer. The Assistant Treasurer shall, if required by the Board of Directors, give bonds for the faithful discharge of his or her duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretary and Assistant Treasurer, in general, shall perform such duties as shall be assigned to them by the Secretary or Treasurer, respectively, or by the President or the Board of Directors.

Section 6. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that the officer is also a director of the corporation.

ARTICLE IV BANK ACCOUNT

The funds of the corporation shall be deposited in such banks, trust funds or depositories as the Board of Directors may designate and shall be withdrawn upon the signature of the President and/or upon the signatures of such other person or persons as the directors may by resolution authorize.

ARTICLE V OUTFITTER AND GUIDE CRITERIA AND CERTIFICATION

REQUIREMENTS Gold: *Meet description of an outfitter *Meet and Exceed NOEGA Code of Ethics *Current Hunter/Bow Hunter Education for outfitter and major support staff *Current Boating class, if applicable *Outfitter and major support staff shall have a current CPR/Basic First Aid Certified/Lifeguard Certification, if applicable *\$10,000 Surety bond based on the most amount of funds on hand through the year *\$1,000,000 liability insurance *3 years in business *No personal game violations in the past 3 years *No client game violations in the past 2 years Silver: *Meet description of an outfitter *Meet and Exceed NOEGA Code of Ethics *Current Hunter/Bow Hunter Education for

outfitter and major support staff *Current Boating class, if applicable *Outfitter and major support staff shall have a current CPR/Basic First Aid Certified/Lifeguard Certification, if applicable *\$10,000 Surety bond based on the most amount of funds on hand through the year *\$1,000,000 liability insurance *2 years in business *No personal game violations in the past 3 years *No client game violations in the past 2 years Bronze: *Meet description of an outfitter *Meet and Exceed NOEGA Code of Ethics *Current Hunter/Bow Hunter Education for outfitter *Current Boating class, if applicable *Outfitter and major support staff shall have a current CPR/Basic First Aid Certified/Lifeguard Certification, if applicable *\$1,000,000 liability insurance *1 years in business or less ARTICLE VI AMENDMENTS

Except as otherwise provided by law or by specific provisions of these Bylaws, the Bylaws may be amended or repealed by the Board of Directors or by the members at any annual, regular or special meeting of the Board of Directors or of the members.

ARTICLE VII WAUVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation under the provisions of the Articles of Incorporation, these Bylaws or 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 equivalent to the giving of such notice.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS, OFFICERS EMPLOYEES AND AGENTS

To the extent permitted by law, the corporation shall indemnify any person 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 or agent of the corporation against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

To the extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation.

To the extent permitted by law, the corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

The indemnity provided for by this Article VII shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article VII be deemed to prohibit the corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the Bylaws.

ARTICLE IX PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, officer, or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the corporation; provided, however, this provision shall not prevent the payment of any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

EXHIBIT "A" MISSION STATEMENT

The Nebraska Outfitters and Guides Association is a non-profit organization dedicated to bringing credibility, protection, promotion, certification and information to the outfitters, landowners, and participants in the outdoor industry in the state of Nebraska. We will strive to enhance both the participants experience and the natural resources of the outdoors industry by working in conjunction with other agricultural and outdoors organizations and government agencies. This will allow the industry and its resources to be there for the enjoyment of future generations.

EXHIBIT "B" QUALIFICATION OF MEMBERS

Section 1. An active member of the Association may be any person holding a valid NEOGA Outfitter certification, landowner with a NEOGA certification, or a past outfitter member now certified as a guide, by paying annual dues, agreeing to the terms and condition of the Constitution and Bylaws and upholding the standards as enumerated in the Bylaws. New applicants for active membership shall submit their application to the President. Included will be current dues and an outfitter certification number. The spouse and business partners of an outfitter shall have all the privileges and responsibilities of the active outfitter member; however, there will be only one vote allowed per outfitter couple or business. Members will be given membership numbers with special status to their memberships.

Section 2. Guide and Non-resident membership may be issued to any current NEOGA certified guide or non-resident outfitter who cannot otherwise qualify for active membership. By payment of annual dues as prescribed in the Bylaws, guide and non-

resident outfitter members will be given membership numbers with special status to their memberships.

Section 3. Associate and Outdoorsman membership may be issued to any firm, person or corporation who cannot otherwise qualify for active membership by payment of dues as prescribed in the Bylaws. Associate and Outdoorsman will be given membership numbers with special status to their memberships.

EXHIBIT "C" OUTFITTERS AND GUIDES DESCRIPTION DEFINITIONS.

A. "Person" includes any individual, firm, partnership, corporation or other organization or any combination thereof.

B. "Outfitter" included any person who while engaging in any of the acts enumerated herein in any manner: (1) advertises or otherwise holds himself out for public hire; (2) provides facilities and services for consideration; (3) maintains, leases, otherwise uses equipment or accommodations for compensation for the conduct of outdoor recreational activities limited to the following: hunting animals or birds; float or power boating on Nebraska lakes, reservoirs, rivers, streams; fishing on Nebraska lakes, reservoirs, rivers and streams; and other hazardous outdoor excursions. Any firm, partnership, corporation or other organization or combination thereof operating as an outfitter shall designate one (1) or more individuals as agents who shall, with the certified outfitter, be held responsible for the conduct of the certified outfitters operations and who shall meet all of the qualifications of a certified outfitter.

C. "Guide" is any natural person who is employed by a certified outfitter to furnish personal services for the conduct of recreational activities directly related to the conduct of activities for which the employing outfitter is certified. Any such person not employed by a certified outfitter who offers or provided facilities or services as specified in subsection (b) of this section shall be deemed on violation of this chapter, except: (1) any employee of the state of Nebraska of the United States when acting in his official capacity, or (2) any natural person who is employed by a certified outfitter solely for the following activities: caring for, grooming or saddling of livestock, cooking, woodcutting, and transporting people, equipment and personal property on public roads shall be exempt from the provision of this chapter.

EXHIBIT "D" CODE OF ETHICS

I will cooperate with State and Federal wildlife officials, will abide by and advise my clients of all applicable conservation and game laws, statutes, and regulations and will not condone their violation.

I will maintain serviceable equipment and gear in good working condition. When providing bedding or other personal equipment, it will be clean and sufficient for weather conditions likely to be encountered. Where livestock or other animals are provided, I will keep them properly shod and adequately fed and cared for. I will employ well-trained courteous and sufficient personnel to adequately care for quest, to facilitate rendering of services and care for and handle livestock, other animals and / or camp chores.

I will maintain a neat, orderly and sanitary facility at all times. I will provide reasonable well-prepared, palatable and balanced facility fare for clients and personal in keeping with conditions of the trip.

Rates, accommodations, and services will be clearly defined to prospective clients prior to booking and acceptance of down payment. I will not misrepresent rates, services, and accommodations nor otherwise mislead prospective clients though false or fictitious business like manner.

I will honestly advise my clients of game or fish populations in the area and their chances of encountering the species the desire in the time allocated. I will point out that it is Nebraska Game and Parks that manages game and, sets seasons and harvests, and that I will not assume responsibility of getting all the game for which the Nebraska Game and Parks sells licenses.

I will advise my clients of conditions of weather, terrain, equipment, travel and housing that they may expect on the trip, and advise them as to the status of game availability, and equipment, clothing and other personal gear that they must furnish and the approximate degree of physical endurance, agility, strength, and skill required to successfully fulfill their portion of the agreements.

I will never fill a client's game tag or bag limit for him. In the event an animal is wounded, it is my responsibility to make a reasonable attempt to see that the game animal is brought to bag.

Barring unforeseen conditions as per agreement with client, all trophies, meat, hides and capes will be prepared and delivered to the processor, taxidermist, or to the client, in a satisfactory and usable condition.

I will work closely with private landowners, public land management agencies and/or stockmen and respect their right and privileges.

I will make every effort to provide for the safety of clients and personnel and when necessary will not hesitate to remind anyone of firearms safety rules or call to their attention any other unsafe practices.