

BYLAWS OF THE PROFESSIONAL TRAILBUILDERS ASSOCIATION

ARTICLE ONE – OFFICES

The Association was organized as a Nonprofit Corporation under the laws of the State of Nevada on November 22, 2004. Annual Corporation fees are due and payable on or before by the last day of November each year.

The Association's Resident Agent is James K. Burau, 264 Village Boulevard, Ste 201, Incline Village NV 89451. The Association's Registered Office in Nevada is 264 Village Boulevard, Ste 201, Incline Village NV 89451. The Association may have other offices anywhere that the Board of Directors may determine.

ARTICLE TWO – MEMBERS

Section 1. Classes of Members. The Association may accept various classes of members, on terms as determined by the Board. The Board shall adopt policies governing all aspects of membership, including prerequisites and classes, duration, dues, ethics standards, conflict of interest guidelines, continuing education requirements, and other matters governing members. All applicable policies will be posted on the Association's official website, and will be available to members and prospective members upon request.

Section 2. Voting Rights. Each Full Member organization, in good standing, shall be entitled to only one vote in each matter submitted to a vote of the Members. The registration for the Annual Meeting shall designate the person chosen by the Member organization to cast this vote.

Section 3. Termination of Membership. Membership is to be renewed annually pursuant to member policies adopted by the Board. Any Member may terminate its membership by notice to any Board member, or by non-payment of dues. The Association may terminate, and may reinstate, any Member pursuant to terms as adopted in the Member policies.

Section 4. Transfer of Membership. Membership in this Association is not transferable or assignable.

Section 5. Member Policies. Member policies shall be reviewed at least annually, and may be amended by the Board at any time as it sees fit. Notice of changes will be provided to members, and will be posted on the Association's official website.

ARTICLE THREE – MEETINGS OF MEMBERS

Section 1. Annual Meeting. The Annual Meeting of the Members will be held at a time and place designated by the Board, for the purpose of electing Directors and Officers and for the transaction of other business as may come before the Members.

Section 2. Special Meetings. Special Meetings may be called by the President, or by any three Directors, or by not less than one fifth (1/5) of the Members having voting rights at the last election, at any place designated by those calling the meeting. However, if a majority of all Members shall meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken. Special meetings may also be conducted without a physical meeting as described in Article Three, Section 8.

Section 3. Notice of Meeting. Written notice stating the place, date, and hour of any meeting of Members shall be delivered at the direction of the President or persons calling the meetings either personally, by mail, or by electronic media to each Member entitled to vote at such meeting, not less than ten (10) days before the date of such meeting.

Section 4. Action by Members Without a Meeting. Any action required by the bylaws to be taken at a meeting of the Members may be taken without a meeting, if, before or after the action, a written consent thereto is signed by a majority of the members entitled to vote.

Section 5. Quorum. Twenty-five Percent (25%) of the Members shall constitute a quorum at any meeting. If a quorum is not present, a majority of the Members present may adjourn the meeting without further notice.

Section 6. Proxies. At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his or her duly authorized attorney in fact. Notice of the proxy must be submitted to an Officer prior to the meeting where it is to be effective. The proxy may be given to any Member having voting rights, and must designate whether the voting power is provided for all matters to be voted upon at the designated meeting, or only for specific matters. No proxy shall be valid after two months from the date of its execution unless otherwise so stated in the proxy.

Section 7. Voting by Mail. Where Directors or Officers are to be selected by Members, such election may be conducted by mail or by special meeting in such manner as the Board of Directors shall determine.

Section 8. Special Meetings Held Via Internet. With advance notice as stated in Article Three, Section 3, special meetings may also be conducted on the Internet. The President or Board may determine the timing, methodology, and voting procedures at the meeting, but shall do so in such a manner as to assure full access, disclosure, and voting ability to all those entitled and interested in participating. Online meetings shall follow the same rules of order as face-to-face meetings of the Members.

ARTICLE FOUR – BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by its Board of Directors. Directors need not be residents of the State of Nevada. As part of its management of the Association, the Board may adopt various Policies, Standards, Rules, and Regulations.

Section 2. Number, Tenure, and Qualifications. There shall be at least eight (8), but no more than sixteen (16) Directors, including all Officers. Directors shall be elected annually by majority vote of the Members in attendance at the Annual Meeting, unless a special meeting is called for in accordance with these bylaws for the express purpose of electing Directors. Each Director shall hold office until the next Annual Meeting of Members and the election and qualification of his or her successor. There shall be no limit to the number of consecutive years that a Director may serve.

Section 3. Regular Meetings. A regular meeting of the Board of Directors may be held without any other notice immediately after, and at the same place as, the Annual Meeting of the Members. The Board of Directors may provide, by resolution, the time and place for holding additional meetings without other prior notice.

Section 4. Action by Board Without a Meeting. Any action required by the bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting, if, before or after the action, a written consent thereto is signed by a majority of the Directors entitled to vote.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called at the request of the President or of any two Directors, and shall be held in any place or manner as the Directors may determine, including via Internet or telephone conference call.

Section 6. Notice of a Special Meeting of the Board of Directors. Written notice stating the place, date, and hour of any meeting of the Board of Directors shall be delivered, either personally, by mail or by electronic media, to each Director, not less than ten (10) days before the date of such meeting at the direction of the President or of persons calling the meeting. The attendance of a Director at any such meeting shall constitute a waiver of notice of said meeting.

Section 7. Quorum. A simple majority of elected Directors shall constitute a quorum, either by attendance in person, or by written (or email) designation of another Director or the Executive Director via proxy at least 24 hours prior to a board meeting. If less than a majority of elected Directors are present, the remaining Directors may adjourn the meeting without further notice.

Section 8. Board Decisions. The agreement of a majority of Directors at a meeting shall be the act of the Board of Directors.

Section 9. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the nomination and vote of the remaining Board of Directors without regard to the requirements of a quorum. A Director, so appointed, shall serve until the next election of Board Members, at the Annual Meeting.

Section 10. Compensation. Directors shall not receive a stipend for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance at any meeting of the Board may be allowed. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and from receiving compensation therefor.

Section 11. Removal of Directors. Any Director may be removed from office by a majority vote of the Members representing not less than a majority of the voting power of the members entitled to vote for the election for the Director being removed.

Section 12. Notice of Change in Policies by Board. A notice of 14 days must be given to the membership prior to any vote on a change in policy, standards, rules or regulations by the Board of Directors.

Section 13. Proxies. At any meeting of the Board of Directors, a Director entitled to vote may vote by proxy executed in writing by the Director. Notice of the proxy must be submitted in writing to another Director or the Executive Director 24 hours prior to the meeting where it is to be effective. The proxy must designate whether the voting power is provided for all matters to be voted upon at the designated meeting, or only for specific matters.

ARTICLE FIVE – OFFICERS

Section 1. Officers. The Officers of the Association shall be President, Vice President, Treasurer, and Secretary, as may be elected in accordance with the provisions of this article. Any two or more offices may be held by the same person with two exceptions: 1) the person holding the office of Secretary can hold no other office, and 2) while the

offices of President and Treasurer can be held by the same person, that person cannot simultaneously hold any other office.

Section 2. Election and Term of Office. The Officers of the Association shall be elected annually by majority vote of the Members of the Association at the regular Annual Meeting, unless a special meeting is called in accordance with these bylaws for the express purpose of electing Officers. Each Officer shall hold office until the next Annual Meeting of Members and the election and qualification of his successor. There shall be no limit on the number of consecutive years that an Officer may hold office.

Section 3. Removal. Any Officer may be removed by the vote of a majority of the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, but any such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 4. Vacancies. A vacancy in any office, for whatever reason, may be filled for the unexpired term by the affirmative vote of a majority of Directors.

Section 5. Powers and Duties. Each Officer shall have the powers, authority and duties as are commonly associated with Officers of the same title in nonprofit corporations, together with other such powers and duties as may be assigned from time to time by specific resolution of the Board of Directors.

Section 6. Compensation. Officers shall not receive a stipend for their services, but by resolution of the Board of Directors, may be reimbursed a fixed sum and expenses for discharging their official duties.

ARTICLE SIX – COMMITTEES

Section 1. Committees of Directors. By resolution of a majority of Directors, a committee of two or more Directors may be appointed to act with the full authority of the Board to the extent provided by the resolution. The designation of such committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on the Director by law.

Section 2. Other Committees. Other committees not having nor exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted at a meeting by a majority of Directors. Except as otherwise provided in such resolution, Members of such committee shall be Members of the Association. Any Member may be removed from the committee by the person or persons authorized to appoint the Members whenever, in their best judgment, the best interest of the Association shall be served by such removal. All Members are considered to be a part of a committee of the whole for the purpose of representing the Association at meetings, conferences, or other public gatherings where either or both elected and appointed public officials are present to listen to comments and advisory input on natural resource planning and administration, particularly as may have an effect on trail construction, planning and design.

Section 3. Actions of Committees. Committees may create, amend or alter policies and rules for the Association, and recommend adoption of such policies or rules to the Board of Directors. Such policies and rules do not become effective until approved by the Board of Directors.

ARTICLE SEVEN – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such Officer or Officers, agent or agents of the Association, as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or President of the Association.

Section 3. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Treasurer or President may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for any purpose of the Association.

ARTICLE EIGHT– BOOKS AND RECORDS

Section 1. The Treasurer of the Association shall keep correct and complete books and records of account and within four (4) months of the Annual Meeting shall distribute a financial statement to all Members.

Section 2. The Secretary shall keep minutes of the proceedings of the Members, Board of Directors, and committees having and exercising authority of the Board of Directors and shall keep a record giving the names and addresses of the Members entitled to vote.

Section 3. All books of the Association may be inspected by any Member or his agent or attorney for any proper purpose at any reasonable time, upon written request. Within two months after the Annual Meeting, copies of the records of the Treasurer and of the Secretary shall be deposited at the principal office of the Association.

ARTICLE NINE – FISCAL YEAR

The fiscal year of the Association shall run from June 1 through May 30 of each year.

ARTICLE TEN – DUES & FEES

Section 1. Dues. Annual membership dues shall be set at each Annual Meeting. Changes in dues shall be determined by the Board of Directors and ratified by a majority vote of voting Members at any meeting. If no amendment is introduced at an Annual Meeting, the dues rate of the prior year shall remain in force.

Section 2. Fees. Fees for conference attendance, trade show booth space, or any other fee paid to the Association shall be set by a majority vote of the Board of Directors.

Section 3. Default and Termination of Membership. Any Member failing to pay annual Membership dues by the start of the Annual Meeting, or by any other date as set by the Board of Directors, shall be in default and may be dropped from Membership.

Section 4. Penalties for Non-Payment of Dues. If dues are not paid in full by the deadline listed in Section 3 of this Article, the non-paying Member may be subject to penalties and late fees as described in the Association’s policies regarding dues. Any member in arrears may also be subject to the review and reinstatement guidelines as also set forth in those policies.

The Association shall provide written notice of default to the non-paying member within one week of the due date.

ARTICLE ELEVEN – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of NRS Chapter 82, or under the provisions of the Articles of Incorporation of the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE TWELVE – AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Members at any annual or special meeting if at least ten (10) days written notice is given of intention to alter, amend, repeal or adopt new Bylaws at such meeting.

REVIEW AND ADOPTION OF BYLAWS

The undersigned Secretary does hereby certify that the above and foregoing Bylaws were duly adopted by the Board of Directors of PROFESSIONAL TRAILBUILDERS ASSOCIATION, a Nonprofit Corporation, on _____.

Secretary

Date