

**AMENDED AND RESTATED BY-LAWS
OF
NORTHERN ERIE SNO-SEEKERS, INC.**

A corporation governed by the
Not-for-Profit Corporation Law of New York

ARTICLE I

MEMBERSHIP

Section 1. Classification of Members. The membership of Northern Erie Sno-Seekers, Inc. (the “corporation”) shall consist of three classes of membership: Members, Sponsor Members, and Family Members. As used in these bylaws, “Members” shall refer to the members of all the foregoing classes, except that a Family Member shall be considered a single Member composed of the family. A “family” means spouses or partners and their children aged 17 or under. In addition, landowners giving permission for use of their lands for snowmobile trails may be granted non-voting membership by the Board for so long as such permission is in effect. Non-voting members shall be entitled to attend membership meetings but shall not count toward a quorum or have a vote or other rights or privileges of membership.

Section 2. General Qualifications and Requirements.

(a) Membership is open to any interested person aged 18 or older, regardless of race, gender, national origin, color or creed, who demonstrates an interest in the mission of the corporation and a sustained commitment to the support of its activities. Prospective members shall complete a membership application and pay the required dues. Membership may be granted by the Board of Directors, at its discretion, upon its review and approval of the membership application. Membership is not transferable.

(b) Members shall be required to pay dues as established by the Board of Directors from time to time.

(c) Membership shall be annual, from April 1 to March 31. Once membership is granted, it shall be renewed upon timely payment of dues from year to year unless membership is terminated by the Board of Directors. If dues are not paid on or by October 31 of the membership year, membership is forfeited and the member must re-apply as a new member.

Section 3. Evidence of Membership. Membership in the corporation shall be evidenced by the inclusion of the Member's name and classification in a list of Members to be maintained under the direction of the Secretary or his or her designee. In addition, the Board of Directors may authorize an officer of the corporation to issue a Certificate of Membership to each Member.

ARTICLE II

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the Members of the corporation, for the election of directors and officers and for the transaction of such other business as may be set forth in the notice of meeting, shall be held each year in March at such time and at such place as the President or Vice President shall determine and the notice of the meeting shall specify.

Section 2. Regular Meetings. Regular meetings of the Members may be called by the President or Vice President and held at such time and at such place as the President or Vice President shall determine and the notice of the meeting shall specify.

Section 3. Special Meetings. Special meetings of the Members may be called by the Board of Directors or by the President or Vice President, and shall be called by the President or Vice President at the request in writing, by electronic mail or by phone of three or more members of the Board of Directors, or at the request in writing of at least 10% of the Members of the corporation. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Members shall be held at such time and at such place as the Board of Directors or the person calling the meeting shall determine and the notice of the meeting shall specify.

Section 4. Notice of Meetings. Written notice of each meeting of the Members shall be given; personally, or mail, not less than 10 or more than 50 days before the date of the meeting, to each Member. If mailed, such notice shall be deposited in the United States mail, with first-class postage thereon prepaid, directed to the Member at his or her address as it appears on the record of Members. The notice shall state the place, date and hour of the meeting, the purpose or purposes for which the meeting is called and, unless it is the annual meeting, indicate that the notice is being issued by or at the direction of the person calling the meeting. The notice need not refer to the approval of minutes or to other matters normally incident to the conduct of the meeting. Except for such matters, the business which may be transacted at the meeting shall be confined to business which is related to the purpose or purposes set forth in the notice.

Section 5. Waiver of Notice. Whenever under any provision of these by-laws, the certificate of incorporation, the terms of any agreement or instrument, or law, the corporation, the Board of Directors or any committee thereof or the Members are authorized to take any action after notice to any person or persons or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of such period of time, if at any time before or after such action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken, or by his or her duly authorized attorney-in-fact, submit a signed waiver of such notice or time requirements.

Section 6. Quorum. At each meeting of Members for the transaction of any business, a quorum for the transaction of business shall consist of the members entitled to cast one hundred votes or one-tenth of the total number of votes entitled to be cast, whichever is lesser.

Section 7. Procedure. The order of business and all other matters of procedure at every meeting of Members may be determined by the presiding officer.

Section 8. Voting. Each Member in good standing shall be entitled at every meeting of Members to one vote on all matters appropriate for consideration by the corporation's Membership except that a Family Member shall have two votes represented in the Family membership. Directors and officers elected at any meeting of the Members shall, except as

otherwise provided by law or the certificate of incorporation, be elected by a plurality of the votes cast. All other corporate action to be taken by vote of the Members shall, except as otherwise provided by law, the certificate of incorporation or these by-laws, be authorized by a majority of the votes cast. The vote for directors and officers, or upon any question before a meeting of the Members, shall not be by ballot unless the person presiding at such meeting shall so direct or any Member shall so demand.

Section 9. Reports. The Board of Directors shall present at each annual meeting a report, verified by the President and Treasurer or by a majority of the directors, showing in appropriate detail the following:

(a) The assets and liabilities, including the funds, of the corporation as of the end of twelve month fiscal period of the corporation terminating not more than six months prior to said meeting.

(b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.

(c) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, during said fiscal period.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during said fiscal period.

(e) The number of Members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

Such report shall be filed with the records of the corporation and a copy or an abstract thereof shall be entered in the minutes of the proceedings of the annual meeting at which the report is presented.

Section 10. Written Consent of the Members Without a Meeting. Whenever by law Members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the Members.

Written consent thus given by all of the Members shall have the same effect as a unanimous vote of the Members

ARTICLE III
BOARD OF DIRECTORS

Section 1. Management of Corporate Affairs. Except as otherwise provided by law, the certificate of incorporation of the corporation or these by-laws, the activities, property and affairs of the corporation shall be managed by the Board of Directors.

Section 2. Number and Qualifications. The Board of Directors shall consist of thirteen persons. Seven of such directors shall be elected by the Members at the annual meeting of the Members. The six officers elected pursuant to Article VI of these bylaws by the Members at the annual meeting shall be ex-officio directors. The Members may increase or decrease the number of directors of the corporation by a vote of the two-thirds of the Members. No decrease in the number of directors shall shorten the term of any incumbent director. All of the directors shall be at least eighteen (18) years of age and shall be Members of the corporation. No more than one person from the family of a Family member may serve as a director or officer simultaneously.

Section 3. Term of Office.

(a) Each director shall hold office for the term for which he or she was elected and until a successor has been elected and qualified.

(b) Ex-officio directors shall hold office as directors for the term for which they were elected as officers and until successors have been elected and qualified, unless their term of office as officers of the corporation is earlier terminated by resignation or removal.

(c) The directors elected by the Members shall be divided into two classes, designated Class I and Class II shall be as nearly equal in number as possible. The directors in each class shall be elected for a term that expires at the second succeeding annual meeting of members for the election of directors and until their successors have been elected and qualified, provided that the terms of office of each class shall expire in alternate years. Newly created directorships or

any decrease in directorships shall be so apportioned among the classes of directors as to make all classes as nearly equal in number as possible, but in no case will a decrease in the number of directors shorten the term of any incumbent director. When the number of directors is increased by the Board of Directors and such newly created directorships are filled by the board, there shall be no classification of the additional directors until the next annual meeting of Members.

Section 4. Vacancies. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, or any such newly created directorships and vacancies occurring in the Board of Directors for any reason may be filled by vote of the Members at any meeting of Members, notice of which shall have referred to the proposed election. If any such newly created directorships or vacancies occurring in the Board of Directors for any reason shall not be filled prior to the next annual meeting of Members, they shall be filled by vote of the Members at the annual meeting. A director elected to fill a vacancy, unless elected by the Members, shall hold office until the next meeting of Members at which the election of directors is in the regular order of business, and until his or her successor has been elected and qualified.

Section 5. Resignation. Any director of the corporation may resign at any time by giving his or her resignation to the President, the Vice President or the Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal. Any director may be removed with cause by the affirmative vote of the two-thirds of the Board of Directors at any meeting of the Board of Directors, notice of which shall have referred to the proposed action.

Section 7. Compensation. No director of the corporation shall receive, directly or indirectly, salary, compensation or emolument from the corporation, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the corporation.

ARTICLE IV
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and at such place as the President or Vice President shall determine and the notice of the meeting shall specify.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, or in his or her absence or disability, the Vice-President, and must be called by such officer on request by one-quarter of the entire Board of Directors in writing, personally, by electronic mail, or by telephone. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Board of Directors shall be held at such time and place as the person calling the meeting shall determine and the notice of the meeting shall specify.

Section 3. Annual Meeting. The annual meeting of the Board of Directors shall be the regular meeting held immediately following the annual meeting of the Members, or such other regular meeting as the Board of Directors shall designate.

Section 4. Notice of Meetings. Notice of each regular or special meeting of the Board of Directors stating the time and place thereof shall be given by the President, the Vice-President or the Secretary to each member of the Board not less than three (3) days before the meeting, by mailing the notice, postage prepaid, addressed to each member of the Board at his or her residence or usual place of business, or not less than two (2) days before the meeting, by delivering the notice, postage prepaid, addressed to each member of the Board at his or her residence or usual place of business, or not less than two (2) days before the meeting, by delivering the notice to each member of the Board personally, by telephone or by electronic mail.

Section 5. Quorum and Action by Board. At all meetings of the Board of Directors, except as otherwise provided by law, the certificate of incorporation or these by-laws, a quorum shall be required for the transaction of business and shall consist of not less than a majority of the Board, and the vote of a majority of the directors present at the time of a vote, if a quorum is

present at such time, shall decide any question that may come before the meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.

Section 6. Procedure. The order of business and all other matters of procedure at every meeting of the directors may be determined by the person presiding at the meeting.

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 8. Presence at the Meeting by Telephone. One or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

ARTICLE V

COMMITTEES

Section 1. Standing Committees. The Board of Directors, by resolution or resolutions adopted by a majority of the entire board, may designate from among its members standing committees each consisting of three or more directors with one director being designated as the committee chairman, and may designate one or more directors as alternate members of any such committee who may replace any absent member or members at any meeting of such committee. Each such committee shall have only the authority provided in these By-Laws and shall serve at the pleasure of the Board of Directors. Each standing committee shall have such a name as may be provided from time to time in these By-Laws or in the resolution or resolutions of the Board

of Directors. The members of each standing committee shall hold such offices for one year and until their successors are chosen.

Section 2. Special Committees. The Board of Directors or the President of the corporation (with the consent of the Board) may appoint from among the members of the Board of Directors special committees, including ad hoc committees, for such particular purpose or purposes as shall be specified upon the creation of each such committee. Each such committee shall have only such powers as are specifically delegated to it, shall serve at the pleasure of the Board of Directors, and shall report periodically to the Board of Directors on the status of its achievement of the particular purpose or purposes for which it was formed. No such committee shall have any power which the executive committee may not have.

Section 3. Committees of the Corporation. The Board may designate committees of the corporation for such purpose or purposes as shall be specified upon the creation of such committee and shall elect the members of such committees, who may consist of directors or officers of the corporation or of other Members. Each such committee shall have only such powers as are specifically delegated to it and shall serve at the pleasure of the Board of Directors. Except as otherwise provided in this Article, the provisions of these By-Laws and applicable law that apply to officers of the corporation generally shall apply to the members of such committees who are not already directors or officers of the corporation.

Section 4. Provisions Applicable to All Committees.

(a) The Board of Directors may, by resolution, eliminate any committee, combine committees, or reassign functions among committees. Each committee shall have only such authority as is specified in these By-Laws or upon the creation of such committee. Except as so specified, no committee shall have any of the authority the Board of Directors.

(b) Except as otherwise provided in these By-Laws, (i) members of each committee shall serve a term of one year and until their successors are elected unless such committee is sooner dissolved, (ii) persons who are not directors or officers, including without limitation employees

of the Corporation, may be appointed as non-voting advisory members of any committee, (iii) committees shall meet at such times and places as the chairs of the committees shall determine and the notice of the meeting shall specify, and (iv) meetings of committees shall be governed by the provisions of these bylaws that govern meetings of the entire Board of Directors as if such provisions referred to such committees instead of the Board. Each committee shall keep regular minutes of its proceedings.

ARTICLE VI

OFFICERS

Section 1. Officers. The Members shall, at the annual meeting of Members, elect a President, Vice-President, Secretary, Treasurer, Sergeant-At-Arms, and Trail Coordinator. Each of the officers shall be a Member of the corporation. The Members may from time to time elect or appoint such additional officers as it may determine. Such additional officers shall have such authority and perform such duties as the Members may from time to time prescribe.

Section 2. Term of Office. The officers shall, unless otherwise determined by the Members, hold office until the next annual meeting of the Members and until their successors have been elected or appointed and qualified. Each additional officer appointed or elected by the Members shall hold office for such term as shall be determined from time to time by the Members and until his or her successor has been elected or appointed and qualified. Any officer, however, may be removed or have his or her authority suspended by the Members at any time, with or without cause. If the office of any officer becomes vacant for any reason, the Members shall have the power to fill such vacancy. Officers may not be re-elected to an additional successive term except by a two-thirds vote of the Members.

Section 3. Resignation. Any officer may resign at any time by notifying the Board of Directors, the President or the Secretary of the corporation in writing. Such resignation shall take effect at the time specified therein unless otherwise specified in such resignation, the acceptance thereof shall not be necessary to make it effective.

Section 4. Duties of Officers May Be Delegated. In case of the absence or disability of an officer of the corporation, or for any other reason that the Board may deem sufficient, the Board, except where otherwise provided by law, may delegate, for the time being, the powers or duties of any officer to any other officer, or to any member of the Board.

Section 5. The President. The President shall be the chief executive and administrative officer of the corporation and shall have the general powers and duties of supervision and management of the corporation and shall perform all such other duties as usually pertain to the office or are properly required by the Board of Directors. The President shall be responsible for coordinating of all corporation activities and preside at all meetings of the Members and Board of Directors. He may appoint board members and/or members to attend county federation meetings for Erie, Niagara and Genesee counties.

Section 6. The Vice-President. The Vice-President shall, in the absence or at the request of the President, perform the duties and exercise the powers of the President. The Vice-President shall also have such powers and perform such duties as usually pertain to the officer or as are properly required by the Board of Directors.

Section 7. The Secretary. The Secretary shall issue notices of all meetings of directors and Members where notices of such meetings are required by law or these by-laws. The Secretary shall attend all meetings of the Board of Directors and the Members and keep minutes thereof. The Secretary shall conduct the correspondence of the corporation, affix the corporate seal to and sign such instruments as require the seal or the Secretary's signature, and perform such other duties as usually pertain to the office or are properly required by the Board of Directors.

Section 8. The Treasurer. The Treasurer shall have the care and custody of all the moneys and securities of the corporation. The Treasurer shall cause to be entered in the books of the corporation to be kept for that purpose full and accurate accounts of all moneys received and paid on account of the corporation. The Treasurer shall make and sign such reports, statements and instruments as may be required of him or her by the Board of Directors or by the laws of the

United States or of any state or country. The Treasurer shall pay out funds only upon the order of the Board of Directors or upon voucher with signature of the President and Treasurer, except as noted: official committee chairpersons shall have the power to authorize spending up to one hundred dollars (\$100.00) between meetings of the Board of Directors. A report shall be made in writing to the Board of Directors disclosing the nature of the expense. In the case of greater amounts needed the following rule shall apply: up to two hundred fifty (\$250) shall require the approval of any two directors; up to five hundred (\$500) shall require the approval of any three directors. Amounts over five hundred of (\$500) requires a two-thirds (2/3) vote by the board. This applies only when funds are available. Payer shall be responsible to keep an itemized account of all receipts and expenditures relating to these transactions. The Treasurer shall perform such other duties as usually pertain to the office or as are properly required of the Treasurer by the Board of Directors. The Treasurer shall be responsible for completion and filing of all mandated paperwork relating to the State funding of the trail system and filing of required Federal and State tax returns.

Section 9. Sergeant-At-Arms. The Sergeant-At-Arms shall maintain order at all meetings; shall be responsible for count of votes at elections along with nominating committee and motions brought to a vote on the floor of the membership meetings; shall be responsible for calling to order and adjourning all meetings; and shall perform such other duties as usually pertain to the office or as are properly required by the Board of Directors.

Section 10. Trail Coordinator. The Trail Coordinator shall coordinate Trail Captains, work crews and trail committees; shall maintain work-logs, landowner permission, and landowner's names list; shall take inventory of trail stakes, signs, and equipment; and shall perform such other duties as usually pertain to the office or as are properly required by the Board of Directors.

Section 11. Officers Holding Two or More Offices. Any two or more offices, except those of President and Secretary, may be held by the same person, but no officer shall execute or

verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more officers.

Section 12. Compensation. No officer of the corporation shall receive, directly or indirectly, salary compensation or emolument from the corporation, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the corporation.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right of Indemnification. Each director and officer of the corporation, whether or not then in office, and any person whose testator or intestate was such a director or officer, shall be indemnified by the corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Not-for-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the corporation shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a director or officer only if such action or proceeding (or part thereof) was authorized by the Board of Directors. Notwithstanding anything to the contrary in this Article, the corporation shall not provide any indemnification for any liability or expense of the director or officer if providing such indemnification would constitute “self dealing” under applicable provisions of the United States Internal Revenue Code of 1986 and regulations promulgated there under, as such law or regulations may be amended from time to time.

Section 2. Advancement of Expenses: Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article VII may be paid by the corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found not to be

entitled to indemnification as authorized by this Article VII and (b) approval by the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by the Members. To the extent permitted by law, the Board of Directors or, if applicable, the Members, shall not be required to find that the director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the corporation makes any advance payment of expense hereunder.

Section 3. Availability and Interpretation: To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article VII (a) shall be available with respect to events occurring prior to the adoption of this Article VII, (b) shall continue to exist after any rescission or restrictive amendment of this Article VII with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer, (or, if applicable, at the sole discretion of the testator or intestate of such director or officer seeking such rights), on the basis of applicable law in effect at the time of such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the corporation and the director or officer from whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article VII shall not be deemed exclusive of any other rights to which any director or officer of the corporation or other person may now or hereafter be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the Members, a resolution of the Board of Directors or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article VII shall not be deemed exclusive of any rights, pursuant to

statute or otherwise, of any director or officer of the corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability. If this Article VII or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article VII shall remain fully enforceable. Any payments made pursuant to this Article VII shall be made only out of funds legally available therefor.

ARTICLE VIII

CORPORATE FINANCE

Section 1. Corporate Funds. The funds of the corporation shall be deposited in its name with such banks, trust companies or other depositories as the Board of Directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the corporation shall be signed by such officer or officers, agent or agents, employee or employees as the Board of Directors from time to time may designate. No officers, agents or employees of the corporation, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the corporation or to bind the corporation thereby, except as provided in this section.

Section 2. Fiscal Year. The fiscal year of the corporation shall be the calendar year unless otherwise provided by the Board of Directors.

Section 3. Loans to Directors and Officers. No loans shall be made by the corporation to its directors and officers.

Section 4. Gifts. The Board of Directors, the executive committee or any authorized officer, employee or agent of the corporation may accept on behalf of the corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the corporation.

Section 5. Voting of Securities Held by the Corporation. Stocks or other securities owned by the corporation may be voted in person or by proxy as the Board of Directors or the executive committee shall specify. In the absence of any direction by the Board of Directors or executive committee, such stocks or securities shall be voted by the President as he or she shall determine.

Section 6. Income from Corporation Activities. All income from activities of the corporation shall be applied to the maintenance, expansion or operation of the lawful activities of the corporation.

ARTICLE IX

CORPORATE SEAL

Section 1. Form of Seal. The seal of the corporation shall be in such form as may be determined from time to time by the Board of Directors.

ARTICLE X

AMENDMENTS

Section 1. Procedure for Amending By-Laws. By-Laws of the corporation may be adopted, amended or repealed by a two-thirds vote at any meeting of Members, notice of which shall have included specification of the proposed action.