

BYLAWS OF
Leatherwoods, Inc.

ARTICLE 1
NAME AND LOCATION

1.1. The name of this corporation, which is a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Oregon, is Leatherwoods, Inc. (hereinafter Corporation).

1.2. The principal office of this Corporation shall be situated in the State of Oregon at such specific location as the Board of Directors shall determine from time to time. The Corporation may also have such other offices as the Board of Directors determines from time to time.

ARTICLE 2
PURPOSE

2.1. General Purpose. The Corporation is organized and operated for the following general purposes:

(a) Exclusively as a social club organized and operated for the pleasure and recreation of its members within the meaning of 501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law.

(b) To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Oregon which are consistent with the preceding paragraph.

(c) The Corporation shall not engage in the business of making its social and recreational facilities available to the general public. Further, the Corporation shall not make any solicitation of the general public to utilize club facilities.

ARTICLE 3
MEMBERSHIP

3.1. Qualifications For Membership. The members of the Corporation shall consist of such persons as: 1) apply for membership on a form approved by the Board of Directors; 2) subscribe to the purposes and goals of the Corporation; and 3) agree to abide by the Bylaws of the Corporation as amended from time to time.

3.2 All members shall have the same rights and obligations with respect to voting, dissolution, redemption and transfer. All members shall have the same rights and obligations with respect to any other matters.

3.3. Voting Rights. Each Regular member in good standing shall be entitled to cast one vote with respect to those matters submitted to the members for action or approval. There shall not be any voting of members by proxy. Votes may be taken by voice, by a show of hands or by written ballot. Voting members shall have no right to cumulate their votes.

3.4. Membership Dues. All members shall pay annual membership dues to the Corporation in such amounts and in such manner as the Board of Directors determines from time to time. Each year the

Board of Directors shall specify a date, and give all members prior written notice thereof, when membership dues are due, and permit members to pay their dues at any time within a stated grace period of 364 days.

3.5. Meetings of Members. The annual meeting of the voting members shall be held at the Annual Camp Out of each year, or such other time as the Board of Directors may fix in the notice of such meeting, at the principal place of business of the Corporation or in such other place as may be designated by the Board of Directors. Should the days herein fixed for the annual meeting fall upon a legal holiday, such meeting shall be held at the same time and place on the next day thereafter ensuing which is not a legal holiday.

At each annual meeting the directors of the Corporation shall then be elected, but if such meeting is not held or if directors are not elected thereat, they may be elected in any special meeting of the voting members held for that purpose.

Special meetings of the voting members for any purpose or purposes may be called at any time by the President, or by a majority of the directors, or upon written petition by at least ten percent (10%) of the voting members.

3.6. Notice of Meetings of Members. Notice of each regular and special meeting shall be given to each member entitled to vote thereat, either personally or by prepaid mail, or by facsimile transmission or other electronic means. Such notices shall be provided at the Annual Camp Out, and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be considered in such meeting. The notice of the annual meeting shall designate it as such.

3.7. Quorum. Those votes represented at a meeting of members shall constitute a quorum. The members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the members present.

3.8. Termination of Membership. The membership of each member of the Corporation will terminate upon the member's death, resignation, expulsion, or failure to pay dues within the grace period of 364 days.

3.9. Suspension and Expulsion. Any member may be suspended or expelled from membership with or without cause upon the affirmative vote of at least two-thirds (b) of all the directors if, in the discretion of the Board as indicated by such vote, such suspension or expulsion would be in the best interests of the Corporation. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership in the Corporation.

ARTICLE 4
DIRECTORS

4.1. Powers. Subject to any limitations of the Articles of Incorporation, the Oregon Nonprofit Corporation Act or these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

(a) To appoint and remove all officers of the Corporation subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.

(b) To conduct, manage and control the affairs of the Corporation, and to make such rules and regulations therefore, not inconsistent with law, or with the Articles of Incorporation, or the Bylaws, as they may deem best.

(c) To designate any place for the holding of any membership meeting or Board of Directors meeting, to change the principal office of the Corporation for the transaction of its business from one location to another; to adopt make and use a corporate seal and to alter the form of such seal from time to time, as, in their judgment, they may deem best, provided such seal shall at all times comply with the provisions of law.

(d) To borrow money and incur indebtedness for the purpose of the Corporation and to cause to be executed and delivered therefor, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and securities thereof.

(e) To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the Corporation, and to distribute, loan or dispense the same or the income and profits therefrom.

(f) To create such trusts, foundations, and subsidiaries, as the Board of Directors shall deem necessary and to appoint the trustees, directors, or other governing officials of such legal entities.

4.2. Number of Directors. The number of directors constituting the entire Board shall be a minimum of three and a maximum of six, as fixed by resolution of the Board. Subject to the foregoing, the number of directors may be determined from time to time by action of the voting members or the Board of Directors, provided that any action by the Board of Directors to effect such increase above the maximum or decrease below the minimum shall require the vote of at least two-thirds of all directors then in office. No decrease in the number of directors shall shorten the term of any director then in office.

4.3. Qualifications for Office. Every director must be a member in good standing of this Corporation. Each director must be a U.S. citizen. No person who is holding public office is eligible to be a director. Each director shall serve without compensation except for reasonable expenses incurred for the Corporation. Directors appointed by the holder of any office or an officer or board of any other organization are to act in their own right and not as a representative of any interest or group. Each

director shall be at least 18 years of age.

4.4. Election of Directors

All directors shall be elected by the voting members of the Corporation.

The term of each director, upon being elected to office, shall begin at the beginning of the next fiscal year.

4.5. Term of Office. The regular term of office for each director shall be two years, unless sooner terminated by death, incapacity, resignation or removal. All directors shall hold office until the expiration of the term for which each was elected, until a successor has been duly elected and qualified, or until the director's prior resignation or removal as hereinafter provided.

4.6. Staggering of Terms. The terms of the directors shall be staggered. In order to stagger the terms of directors, as close as possible to one-half of the directors shall be selected each year. In order to stagger the terms of the initial directors, upon the effective date of these Bylaws, the directors shall draw lots to determine which individuals shall serve for an initial term of one, or two years.

4.7. Nomination of Directors. Eligible nominees may present themselves as available prior to the Annual Meeting, in such manner as determined by the Board of Directors.

4.8. Removal, Resignation. Any director may resign from office at any time by giving written notice thereof to an officer of the Corporation. Any director may be removed for cause by a two-thirds vote of all of the other directors then in office.

4.9. Existence of Vacancies. A vacancy in the Board of Directors exists in case of the happening of any of the following events:

- (a) The death, incapacity, resignation, or removal of any director.
- (b) The authorized number of directors is increased.

4.10. Filling of Vacancies. Any vacancy occurring on the Board of Directors may be filled by a vote of the majority of the remaining directors. A director so chosen shall serve for the balance of the unexpired term of the vacant office. If the Board of Directors accepts the resignation of a director, tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective for the balance of the unexpired term of the resigning director. However, the Board has the power to fill or leave unfilled, until the next election, all vacancies occurring on the Board, including those created by an authorized increase in the number of directors. In the event that the Board decides not to fill a vacancy for a director whose office is subject to election by the voting membership, the President may call a special meeting of the voting members to elect such director. In the event that less than a quorum of the Board remains to fill vacancies, then in that event, a vote of one hundred percent of the remaining directors shall be required to fill any vacancy.

4.11. Place and Number of Meetings. Meetings of the Board of Directors shall be held at any place which has been designated from time to time by resolution of the Board or by written consent of all directors. The Board shall hold at least three (3) meetings each calendar year.

4.12. Annual and Special Meetings. During September of each year, or immediately following each

annual meeting of voting members, the Board of Directors shall hold an annual meeting for the purpose of filling vacancies on the Board and the election of officers. Other business may be transacted at the annual meeting if proper notice thereof is given. Special meetings of the Board of Directors for any purpose(s) may be called at any time by the President, or, if the President is absent, or unable or refuses to act, by one-third of the directors then in office.

4.13. Notice of Meetings. A regular meeting of the directors may be held without prior notice. Notice of the time and place of special meetings of the Board shall be given personally to the directors or sent by mail or other form of communication, charges prepaid, addressed to the director at their address as shown upon the records of the Corporation at least three (3) days in advance of such meeting. Such notice shall state the general nature of the business to be considered at the special meeting.

4.14. Quorum and Voting. A majority of the elected and qualified directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation or by these Bylaws. Each director present shall be entitled to one (1) vote. Voting by proxy shall not be permitted.

A director may participate in any meeting of the directors by means of conference telephone or similar communications equipment or remote communication. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting.

The transactions of any meetings of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though they had a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

4.15. Presumption of Assent. A director who is present at any meeting of the directors, or a committee thereof of which the director is a member, at which action on a corporate matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the person acting as the secretary of the meeting before or promptly after the adjournment thereof. A director who is absent from a meeting of the Board, or a committee thereof of which the director is a member, at which any such action is taken is presumed to have concurred in the action unless the director files a dissent with the Secretary of the Corporation within a reasonable time after obtaining knowledge of the action.

4.16. Action By Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of directors, if authorized by writing signed individually or collectively by all directors. Such consent shall be filed with the regular minutes of the Board.

4.17. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

4.18. Committees. Committees of the Board of Directors shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Corporation or any operations needing study, recommendation, or action. The Board may establish such standing or special committees as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Oregon Nonprofit Corporation Act. The Board shall appoint the members of such committees. Persons other than directors may be appointed to such committees, but the Chair of each committee must be a director of the Corporation.

ARTICLE 5 OFFICERS

5.1. Responsibility. All officers are subordinate and responsible to the Board of Directors.

5.2. Number and Selection. The Board of Directors shall appoint a President, a Secretary and a Treasurer, and may appoint one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, and such other officers as they may determine. Any two or more offices may be held by the same person except the offices of President, Secretary and Treasurer. The President and the Vice President, if any, must also be a director of the Corporation. Each officer shall hold office until a successor is elected and qualified, or until the officer's resignation, death or removal. Vacancies in offices shall be filled by election by the Board of Directors at any time to serve unexpired terms.

5.3. Resignation and Removal. The resignation of any officer shall be tendered in writing to any other officer and shall be effective as of the date stated in the resignation. Any officer may be removed during their term by majority vote of the Board of Directors whenever, in their judgment, removal would serve the best interests of the Corporation. Such removal shall terminate all authority of the officer, except that any rights to compensation and other perquisites shall depend on the terms of the officer's employment and the circumstances of removal.

5.4. President. The President shall be the chief executive and operating officer of the Corporation, and subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of the Corporation. The President shall preside at all meetings of the Board of Directors. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws or the Board of Directors.

5.5. Vice President. At the request of the President, or in the President's absence or disability, the Vice President shall perform all the duties of the President. When so acting, the Vice President shall have all of the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned by the President or the Board of Directors or as may be provided in these Bylaws.

5.6. Secretary. The Secretary shall cause to be kept at the principal office of the Corporation, the Secretary's principal place of business, or such other place as the Board of Directors may order, the official seal of the Corporation (if any), the membership book and a book of minutes of all meetings of directors and members. The Secretary shall keep a membership book containing names and addresses