

BY-LAWS
RAINBOW RIVER CONSERVATION, INC.
REVISED DECEMBER 6, 2008

ARTICLE I - NAME: RAINBOW RIVER CONSERVATION, INC.

ARTICLE II - OBJECTIVES:

SECTION 1: PROTECT, MAINTAIN, AND PRESERVE THE NATURAL BEAUTY, QUALITY AND PURITY OF THE RIVER, THE RIVER BED AND ITS FLOOD PLAINS.

SECTION 2: RECOMMEND, PROMOTE AND ASSIST IN THE ENFORCEMENT OF THE RULES, REGULATIONS AND LAWS NECESSARY TO ACHIEVE THE CORPORATION OBJECTIVES.

SECTION 3: PROMOTE RESPECT AND APPRECIATION FOR THIS UNIQUE NATURAL RESOURCE, AND FOR THE WILDLIFE IT NURTURES.

SECTION 4: PROMOTE STRICT STANDARDS AND ENFORCEMENT OF SAFE BOATING AND USE OF THE RAINBOW RIVER.

SECTION 5: EXECUTE CONTRACTS, COLLECT AND EXPEND SUCH FUNDS AS ARE NECESSARY TO ACHIEVE THE ABOVE OBJECTIVES.

SECTION 6: THE PURPOSES FOR WHICH THE ORGANIZATION IS ORGANIZED ARE EXCLUSIVELY RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY AND EDUCATIONAL WITHIN THE MEANING OF SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.

SECTION 7: NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THIS ORGANIZATION SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.

SECTION 8: UPON DISSOLUTION OF THE CORPORATION ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES, WITHIN THE MEANING OF SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE OF 1986, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL LAW CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL, STATE OR LOCAL GOVERNMENT FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE COURT OF COMMON PLEAS, OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES.

ARTICLE III - MEMBERSHIP:

SECTION 1: A RAINBOW RIVER MEMBER IS ONE WHO OWNS PROPERTY TOUCHING THE RAINBOW RIVER OR ITS IMMEDIATE TRIBUTARIES.

SECTION 2: A CORPORATE MEMBER IS A PERSON DESIGNATED BY ANY ORGANIZED BODY, GOVERNMENT, RELIGIOUS, COMMERCIAL, CIVIC, FRATERNAL, OR HOMEOWNER ASSOCIATIONS INTERESTED IN PROMOTING THE OBJECTIVES OF THE CORPORATION.

SECTION 3: A NON-RIVER MEMBER IS ANY PERSON DESIROUS OF CONTRIBUTING TO THE OBJECTIVES OF THE CORPORATION AS STATED IN ARTICLE II, AND NOT DEFINED IN SECTION 1 OF ARTICLE III.

ARTICLE IV - MEETINGS:

SECTION 1: THERE SHALL BE ONE (1) MEMBERSHIP MEETING PER YEAR. THE ELECTION OF BOARD MEMBERS SHALL BE HELD DURING THIS MEETING WHICH SHALL BE HELD THE LAST QUARTER OF THE CALENDAR YEAR. THE EXACT DATE OF THIS MEETING SHALL BE DETERMINED BY THE BOARD OF DIRECTORS. PAID UP DUES IS A REQUISITE FOR ALL MEMBERS.

SECTION 2: SPECIAL MEMBERSHIP MEETINGS MAY BE CALLED WITH DUE NOTICE BY THE PRESIDENT, AND IT SHALL BE THE DUTY OF THE PRESIDENT TO CALL SPECIAL MEETINGS UPON THE REQUEST OF TEN (10) OR MORE MEMBERS AND FOUR (4) BOARD MEMBERS. NO BUSINESS SHALL BE TRANSACTED AT ANY SPECIAL MEETING EXCEPT THAT FOR WHICH THE SPECIAL MEETING WAS CALLED.

SECTION 3: THE TERM OF OFFICE FOR BOARD MEMBERS IS THREE (3) YEARS. THE TERMS WILL BE STAGGERED SO ONE GROUP TERM WILL EXPIRE EACH YEAR. AT LEAST ONE RAINBOW RIVER BOARD MEMBER'S TERM AND ONE NON-RIVER BOARD MEMBER'S TERM WILL EXPIRE ANNUALLY.

THE TERMS WILL BE STAGGERED AS FOLLOWS:

GROUP A (4 MEMBERS) (1ST TERM ENDS 2008)	RAINBOW RIVER MEMBER NON-RIVER MEMBER	1 TO 3 1 TO 3
GROUP B (3 MEMBERS) (1ST TERM ENDS 2009)	RAINBOW RIVER MEMBER NON-RIVER MEMBER	1 TO 2 1 TO 2
GROUP C (3 MEMBERS) (1ST TERM ENDS 2010)	RAINBOW RIVER MEMBER NON-RIVER MEMBER	1 TO 2 1 TO 2
GROUP D (1 MEMBER) (ANNUALLY)	CORPORATE MEMBER	1

SECTION 4: VOTING RIGHTS ARE EXTENDED TO EACH INDIVIDUAL WHOSE DUES ARE PAID UP. A CORPORATE MEMBERSHIP SHALL HAVE ONE VOTE.

SECTION 5: PAID UP MEMBERS MAY VOTE IN ABSENTIA BY SUBMITTING A SIGNED STATEMENT TO THE SECRETARY NAMING THEIR PROXY FOR THAT PARTICULAR MEETING. THE NAMED PROXY MUST BE PRESENT AT THE MEETING.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1: THE BOARD OF DIRECTORS SHALL ESTABLISH CORPORATE POLICIES IN ACCORDANCE WITH THE CONSTITUTION.

SECTION 2: THE BOARD OF DIRECTORS SHALL CONSIST OF ELEVEN (11) MEMBERS, AT LEAST THREE OF WHOM SHALL BE RAINBOW RIVER MEMBERS, AT LEAST THREE OF WHOM SHALL BE NON-RIVER MEMBERS, AND ONE SHALL BE A CORPORATE MEMBER.

SECTION 3: IT SHALL BE THE DUTY OF THE CURRENT BOARD OF DIRECTORS TO PREPARE A SLATE OF NOMINEES FOR THE ENSUING BOARD OF DIRECTORS TO BE PRESENTED AT THE REGULAR LAST QUARTER MEMBERSHIP MEETING, HAVING ESTABLISHED THAT ALL NOMINEES ARE CAPABLE AND WILLING TO FILL THE DUTIES TO WHICH THEY MAY BE ELECTED. ADDITIONAL CANDIDATES MAY BE NOMINATED FROM THE FLOOR PROVIDING THE QUALIFYING CONDITIONS ARE MET. THE NEWLY ELECTED BOARD OF DIRECTORS SHALL PROMPTLY CONVENE FOR THE ELECTION OF PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURER.

SECTION 4: ANY MEMBER OF THE BOARD OF DIRECTORS MAY BE REMOVED FROM OFFICE AT A SPECIAL MEMBERSHIP MEETING CALLED FOR THAT PURPOSE; WITH THE CONSENT OF TWO THIRDS OF THE MEMBERS PRESENT.

SECTION 5: DIRECTORS SHALL BE ELECTED FROM THE MEMBERSHIP IN COMPLIANCE WITH ARTICLE V, SEC. 2 & 3, AND INSTALLED AT THE END OF THE LAST QUARTER MEMBERSHIP MEETING.

SECTION 6: ANY DIRECTOR MISSING MORE THAN THREE (3) MEETINGS WITHIN ONE YEAR WITHOUT PROPER NOTICE SHALL BE REPLACED BY THE BOARD OF DIRECTORS.

SECTION 7: VACANCIES FROM WHATEVER CAUSE AMONG THE DIRECTORS SHALL BE FILLED BY THE BOARD OF DIRECTORS FOR THE UNEXPIRED TERM, AND FROM THE SAME CATEGORY OF MEMBERSHIP.

SECTION 8: A MAJORITY OF DIRECTORS, OR THEIR PROXY, MUST BE PRESENT AT ANY BOARD MEETING TO CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS.

ARTICLE VI - OFFICERS:

SECTION 1: THE OFFICERS OF THE CORPORATION SHALL BE PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURER. THE OFFICE OF SECRETARY AND TREASURER MAY BE COMBINED. THE NEWLY ELECTED OFFICERS SHALL ASSUME THEIR DUTIES AT THE END OF THE LAST QUARTER MEETING.

SECTION 2: THE PRESIDENT SHALL BE THE PRINCIPAL EXECUTIVE OFFICER OF THE CORPORATION, SUBJECT TO THE AUTHORITY OF THE BOARD OF DIRECTORS AND THE PROVISIONS OF THE ARTICLES OF INCORPORATION. THE PRESIDENT SHALL PRESIDE AT ALL MEETINGS OF THE CORPORATION, DECIDE UPON ALL QUESTIONS OF ORDER, ENFORCE THE PROVISIONS OF THE ARTICLES OF INCORPORATION, APPOINT COMMITTEES, ADVISE MEMBERS OF CORPORATION ACTIVITIES AND SHALL BE AN EXOFFICIO MEMBER OF ALL COMMITTEES. SUCH INSTRUMENTS AS MAY BE REQUIRED BY LAW SHALL BE SIGNED BY THE PRESIDENT AND SECRETARY OR TREASURER.

SECTION 3: THE VICE PRESIDENT SHALL CARRY OUT THE ORDERS OF THE PRESIDENT ON CORPORATE MATTERS AND SHALL FULFILL THE DUTIES OF THE PRESIDENT IN HIS OR HER ABSENCE.

SECTION 4: THE SECRETARY SHALL KEEP THE MINUTES OF ALL MEETINGS AND ISSUE COPIES TO ALL DIRECTORS PROMPTLY, ISSUE NOTICES AND INFORMATION AS REQUIRED AND INCIDENT TO THE OFFICE OF SECRETARY, AND SHALL ACT AS CUSTODIAN OF THE CORPORATE RECORDS AND SEAL. THE SECRETARY SHALL INFORM THE MEMBERSHIP OF THE ACTIVITIES OF THE CORPORATION BY MEANS OF A PERIODIC NEWSLETTER AS DIRECTED BY THE PRESIDENT.

SECTION 5: THE TREASURER SHALL HAVE CUSTODY OF ALL FUNDS AND SECURITIES OF THE CORPORATION, SHALL RECEIVE, DISPERSE AND RECORD MONIES AS ARE PROPERLY AUTHORIZED, AND ISSUE RECEIPTS AS REQUIRED. THE TREASURER SHALL KEEP ALL APPROPRIATE FUNDS AND SECURITIES IN A BANK OR OTHER DEPOSITORY AS DIRECTED BY THE BOARD OF DIRECTORS, AND KEEP A CURRENT RECORD OF SUCH DEPOSITS AS WELL AS PERFORM ALL OTHER DUTIES INCIDENT TO THE OFFICE.

ARTICLE VII - DUES:

SECTION 1: DUES FOR RAINBOW RIVER MEMBERS, CORPORATE MEMBERS AND NON-RIVER MEMBERS SHALL BE SET BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS.

ARTICLE VIII - AMENDMENTS:

SECTION 1: THE ARTICLES OF INCORPORATION MAY BE AMENDED AT ANY REGULAR MEETING BY A TWO-THIRDS VOTE OF THOSE MEMBERS PRESENT.

SECTION 2: ALL RECOMMENDED AMENDMENTS SHALL BE SUBMITTED IN WRITING BEFORE THE VOTE IS TAKEN.