

BY-LAWS OF
NATIONAL CROSS-COUNTRY SKI EDUCATION FOUNDATION

The National Cross-Country Ski Education Foundation (hereinafter "NCCSEF") is a charitable, educational, and health organization existing as a corporation for the purposes listed in the Articles of Incorporation and solely for the purposes allowed by Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

I.

BOARD OF DIRECTORS

There shall be a Board of Directors for the NCCSEF. The Board shall have a minimum of three members and a maximum of 15 members. All policy decisions shall be made by the Board of Directors.

The term of a Board member shall be three years. A Board member shall be elected by a majority vote of the Board of Directors. The Board of Directors shall establish the procedures for nomination of and membership upon the Board.

In the event that vacancies occur on the Board in the interim between elections, the vacancy or vacancies may be filled by the remaining members of the Board of Directors. Vacancies will be filled by the approval of the recommendation(s) of the Nominating Committee by a majority of the Board members present at the Board of Director's meeting following the notice of the vacancy. A Board member may resign at any time by giving written notice to the corporation.

The Board shall select and oversee the managing officers of the NCCSEF.

II.

OFFICERS

The Board of Directors shall select the officers of the NCCSEF. The officers shall have the responsibilities, obligations and powers set forth in Paragraph II of these by-laws.

There shall be the following officers of the corporation with the following powers:

1. President. The President shall preside at all meetings of the Board of Directors, shall prepare and present to such meetings a proposed agenda, and shall be the principal administrative officer of the NCCSEF. If an Executive Director, other than the President, is

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employed by the NCCSEF, such Executive Director shall have the administrative duties as defined by his or her employment contract to administer the affairs of the NCCSEF with the advice and consent of the President and under the direct control of the Board of Directors.

2. Vice-President. The Vice-President shall preside, in the absence of the President, at meetings of the Board of Directors and shall have such additional duties as may be established by the Board.

3. Secretary. The Secretary shall record the minutes of all meetings of the Board of Directors and shall keep a permanent record thereof. The Secretary shall keep an official record of the names and addresses of all persons who are members of the NCCSEF.

4. Treasurer. The Treasurer shall record the financial records of all monies received and all expenditures made by the NCCSEF, and shall be the person authorized to receive and disburse all funds of the NCCSEF unless the steering committee has determined that such handling of funds is better done by the President or Executive Director, or someone at his or her behalf, if any, who shall then function with the advice and consent of the Treasurer and under the direct control of the Board of Directors.

Each of these offices is an independent office and the establishment of one office does not require that all offices shall be established. The officers may function in the capacity of more than one office at a time.

III.

EXECUTIVE DIRECTOR

The President of the NCCSEF may act as an Executive Director and shall have the following powers in addition to those of the President.

1. To call special meetings of the Board of Directors.
2. To propose amendments to the By-Laws and the Articles of Incorporation.
3. To recommend to the Board the appointment of persons necessary to assist in operation of the NCCSEF.
4. To enter into contracts, agreements, leases and expenditures upon the basis of the best judgment of the President within the policies and programs adopted by the Board of Directors.
5. To designate banking institutions for the preservation and handling of funds of the NCCSEF and to designate and determine the manner in which the assets and property of the NCCSEF can be held or invested and the manner in which such can

be done most expeditiously and providently within the policies and programs adopted by the Board of Directors.

6. To enter into contracts and accept funds to be used for specific purposes and to execute and carry out such contracts within the manner in which such can be done most expeditiously and providently within the policies and programs adopted by the Board of Directors.
7. To perform any and all acts necessary to carry out the functions listed above.
8. The Executive Director/President shall report annually in writing to the Board of Directors.

IV.

MEETINGS

The Board of Directors shall meet at least four times annually upon written notice by the Executive Director/President or Secretary of the NCCSEF. A Board member who misses three consecutive meetings or four meetings within a fiscal year will be asked to resign as a Board member unless good cause can be shown by the Board member. The Board can use teleconferencing to meet.

V.

DUES

The Board of Directors shall set the dues for the NCCSEF, if any. The board and officers of the NCCSEF are authorized to receive, on its behalf, any donations, contributions, funds or financial assistance tendered or offered to the NCCSEF, including public or private funding; however, any officer or Board member or the Board of Directors as a whole, may refuse to take or receive any donation, contribution, fund or financial assistance tendered or offered to the NCCSEF if there are conditions attached to its receipt or usage which in the opinion of the officer, Board member or Board of Directors as a whole, are not consistent with the purposes of the NCCSEF, subject to final rejection or acceptance by the Board of Directors as a whole at a duly-called meeting.

At least 50% of any and all funds collected through dues, gifts or fund-raisers will be put in either a special opportunities fund or an endowment set up exclusively to support grants to racing programs and/or racers as determined by the Board of Directors.

VI.

OFFICE

The registered office may be amended and changed from time to time as the activities of the NCCSEF may determine.

VII.

The name and address of the incorporator is:

NAME

Reid A. Lutter

ADDRESS

562 Holly Avenue #106
St. Paul, Minnesota 55102

VIII.

Officers' tenure is not affected by status as Board members.

IX.

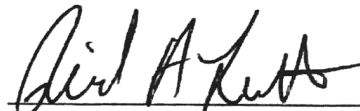
The NCCSEF shall have no capital stock, no seal and no share certificates; and upon liquidation the NCCSEF shall be terminated or merged as provided for by the Minnesota Non-Profit Corporation Act.

These By-Laws may be amended at any meeting of the Board of Directors by a two-thirds vote of those board members present at the meeting with the exception of Paragraph V. Paragraph V can only be amended upon recommendation from the Executive Director and an unanimous vote by the Board of Directors. Notice of the meeting and of the proposed amendment shall be given.

No officer or member of the Board of Directors shall have any personal liability for any debt or act of the NCCSEF or for any actions as such officer or trustee unless imposed by the obligations of the Minnesota Non-Profit Corporation Act, Chapter 317A.123 of Minnesota Statutes, as amended; the corporation, at corporate expense, is entitled to defend any officer or Board member from any suit, claim or demand if such officer or Board member is supported by not less than one-third of the total number of persons on the Board as then constituted.

The foregoing By-Laws were duly adopted by the Board of Directors at its meeting held on the 13 day of June, 1995 and said By-Laws shall be the By-Laws of the NATIONAL CROSS-COUNTRY SKI EDUCATION FOUNDATION until altered or amended by the Board of Directors in accordance with the provisions herein and in the Articles of Incorporation.

Dated this 14 day of June, 1995


Reid A. Lutter