

**BYLAWS
OF THE
MISSOURI RIVER ASSOCIATION OF STATES AND TRIBES**

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PURPOSE

The Missouri River Basin states and tribes having resolved to create the MISSOURI RIVER ASSOCIATION OF STATES AND TRIBES to address issues of concern to the basin states and tribes relating to the Missouri River and its ecosystem, hereby incorporates for the following purpose:

To serve as a forum for the identification, discussion, and resolution of issues of concern to the basin states and tribes, including matters of interstate comity and matters of common concern that arise due to the actions and programs of the federal government, states, tribes, and other interests. This shall involve facilitating management of the natural resources of the Missouri River Basin including water resources, fish and wildlife, and consideration of the impacts to the economic, historical, cultural, and social resources among the basin states, tribes, and the federal government.

ARTICLE I

OFFICES

The name of the Corporation is the MISSOURI RIVER ASSOCIATION OF STATES AND TRIBES (hereinafter "MoRAST" or "Association"). The principal office of the MoRAST shall be located in the State of Nebraska or any other location designated by the Board of Directors. The MoRAST may have such other offices, either within or outside the State of Nebraska, as the Board of Directors may determine or as the affairs of the MoRAST may require from time to time.

The MoRAST shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nebraska Non-profit Corporation Act. The registered office may be, but need not be, identical with the principal office, and the Board of Directors may change the address of the registered office from time to time.

ARTICLE II

NO MEMBERS

The MoRAST shall have no members.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the MoRAST shall be managed under the direction of a Board of Directors. Directors need not be residents of the State of Nebraska. The Board of Directors shall have full power to act on behalf of the MoRAST as permitted by the statutes of the State of Nebraska, the Articles of Incorporation and these Bylaws, as shall be amended from time to time.

Section 2. Composition of the Board of Directors. The Board of Directors shall be composed of up to two people appointed by the Governor of each of the following states that choose to participate in MoRAST: Iowa, Kansas, Missouri, Montana, Nebraska, North Dakota, South Dakota, and Wyoming. One director from each state will be a representative from the state's water management agency, and one director shall be from the state's fish and wildlife agency unless both are in the same agency, in which case the Governor can choose another state official as one of the directors. In addition to the eight states, the 28 Indian Tribes of the Missouri River Basin shall designate up to six voting Directors, each representing separate Tribes to serve on the MoRAST's Board of Directors. The Basin Tribes will determine which Tribes will sit on the Board. No more than four of the tribal Directors shall be from the upper basin above Gavins Point Dam. The tribal condition is designed to provide a geographical balance of tribal representation in the basin. Each non-voting Tribe of the Missouri River Basin, as well as the Mni Sose Intertribal Water Rights Coalition, may have a non-voting advisory member.

Section 3. Alternates. The Governor of each member state and the appropriate Missouri River Basin Tribes may designate an Alternate for each Board of Directors member. Such Alternates shall not have the power to vote unless the Alternate's vote is made on behalf of, and in the absence of, the designated Board of Directors member.

Section 4. Federal Agencies Advisory Position. Federal agencies may apply to sit in an advisory position. The Board of Directors may identify federal agencies that will be entitled to an advisory role. Federal advisors will not be entitled to vote on any matter before the Board of Directors.

Section 5. Number, Tenure, and Qualification. Each Director and Alternate shall serve at the pleasure of the appointing Governor or tribal organization and shall hold office until his or her successor shall have been appointed. Each Director and Alternate may be removed by the Governor or by the tribal organization that he or she represents at any time. The appropriate Governor or Tribes, subject to the provisions of Section 2 of this Article III, shall fill any vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification, or for any other cause.

Section 6. Annual and Regular Meetings. Meetings of the Board of Directors shall be held at least once each year for the purpose of electing officers and for the transaction

of such other business as may come before the meeting. Additional regular meetings may be fixed by resolution of the Board of Directors.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any two or more states or one state and one tribal Director. Should special meetings of the Board be called, the Executive Committee shall fix the date and location of the special meeting.

Section 8. Notice. Notice stating the date, place, and hour of any annual or regular meeting of the Board of Directors shall be given at least thirty (30) days previously thereto by written notice delivered personally or sent by mail, e-mail or fax to each Director at the address, e-mail address or fax number, shown by the records of the MoRAST. Special meeting notices shall be delivered in a reasonable time in advance of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by e-mail such notice shall be deemed to be delivered when sufficient proof of delivery has been electronically confirmed. If notice is given by fax, such notice shall be deemed to be delivered when the fax is transmitted to the fax number. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the general purpose of, any annual, regular, or special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

Section 9. Quorum. The presence of a majority of the Directors who have voting status shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 10. Dues and Voting Status. Subject to the requirements of this Section, each member state shall be entitled to two Directors, as provided for in Section 2 and two votes on the MoRAST Board, and the Missouri River Basin Tribes shall collectively be entitled to up to six Director positions and up to six votes, with no more than four representatives from the upper basin tribes, on the MoRAST Board. The tribal condition is designed to provide a geographical balance in tribal representation in the basin. In order to maintain voting status on the Board, any state, and any Missouri River Basin Tribe with a voting member, must pay annual dues as assessed by the Board pursuant to Article VII, Section 1. Any state or voting Tribe that fails to pay the assessed dues for the current fiscal year by October 1, shall have voting privileges suspended. Any member state, or Tribe with a Director, with suspended voting privileges shall have its voting status reinstated upon payment of the member state or tribe's current fiscal year's assessed dues. At the time of renewal of dues, the Tribes represented on the Board may be changed, subject to the criteria set forth in this Section and Section 2.

Section 11. Manner of Acting. The MoRAST shall take action in the following manner:

(a) Any action receiving a consensus of the Directors present who have voting status shall be the action of the MoRAST. Consensus shall mean all Directors agree upon an action or do not oppose an action, whether or not they prefer this decision, and support it because it was reached fairly and openly and is the best solution for the group at the time.

(b) If consensus cannot be reached on any action, a recorded vote may be requested by a Director. Upon such request, the MoRAST shall first vote on whether action shall be taken by vote. If three directors from either three states or two states and one tribe vote against taking action by vote, then no vote shall be taken, and the MoRAST may continue discussion and/or issue a report outlining the substantive positions taken on the proposed action.

(c) If a vote under subsection (b) is not objected to by a sufficient number of Directors, as delineated in subsection (b), then action of the MoRAST shall require an affirmative vote of three-fourths of the Directors present who have voting status at the time of the vote, except that action by voting cannot be defeated solely by the votes of the tribal representatives. If the sufficient number of affirmative votes is not achieved, then the MoRAST may continue discussion and/or, issue a report outlining the substantive positions taken on the proposed action.

(d) Participation in the MoRAST, and specifically the voting process, is not intended as a waiver of any objection that any state or tribe may have to action taken by the MoRAST and such participation shall not be used against it by any other state, tribe, or other person or entity in any legal action related in any manner to a vote of the MoRAST.

(e) Section 11, Manner of Acting, shall expire on the two-year anniversary of the creation of the MoRAST. The MoRAST will reexamine the manner of acting process and other matters relevant to the effectiveness of the Association before expiration takes effect and will either readopt or amend the manner of acting and such other provisions as may be appropriate.

Section 12. Reexamination of Manner of Acting and Other Matters. In the event MoRAST is unable to take action on whether to adopt or amend the manner of acting procedures in Section 11, actions with respect to routine business matters (i.e., bill paying, employment issues, and ordinary business practices) as opposed to policy issues, may be taken in accordance with the current procedures as set forth in Section 11.

Section 13. Compensation. Directors, as such, shall not receive any stated salaries for their services but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the MoRAST in any other capacity and receiving compensation therefore.

Section 14. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing or by electronic means, setting forth the action so taken, shall be signed or acknowledged electronically by all of the Directors.

Section 15. Telephonic or Videoconference Meetings. The Directors, any committee designated by the Board of Directors, Alternates, or federal advisors may participate in a meeting of the Board of Directors or committee by means of conference telephone, video conference, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the MoRAST shall be a Chair, a Vice-Chair, a Secretary and a Treasurer. The individuals elected to serve as Chair, Vice-Chair, Secretary and Treasurer must be Directors of the MoRAST. The Board of Directors may elect or appoint such other officers as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. No more than two officers shall be from the same state or no more than two officers from tribal directors.

Section 2. Election and Term of Office. The officers of the MoRAST shall be elected at each annual meeting of the Board of Directors for the upcoming calendar year; however, Directors may adopt up to two-year terms for officers. The chair shall alternate between a representative of a fish and wildlife agency and a representative of a water management agency unless the chair is a tribal voting Director. The vice-chair shall succeed to the chair upon the expiration of the term of the sitting chair. No officer or executive committee member may succeed to the next term, except for the Treasurer. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified. Officers from the respective states shall represent a balance between the states and the state agencies represented herein.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the MoRAST would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. The Board of Directors may fill a vacancy in any office, because of death, resignation, removal or disqualification or for any other cause, for the unexpired portion of the term.

Section 5. Chair. The Chair shall be the principal executive officer of the MoRAST and shall in general supervise and control all of the business and affairs of the MoRAST. He or she shall preside at all meetings of the Board of Directors. He or she

may sign, with the Secretary or any proper officer of the MoRAST authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the MoRAST; and in general, he or she shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-Chair. In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice-Chair shall perform the duties and possess and exercise the powers of the Chair, and perform such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the MoRAST; receive and give receipts for moneys due and payable to the MoRAST from any source whatsoever, and deposit all such moneys in the name of the MoRAST in the banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

Section 8. Secretary. The Secretary shall cause the minutes of the meetings of the Board of Directors to be kept in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the MoRAST and see that the seal of the MoRAST is affixed to all documents, which on behalf of the MoRAST under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors. The Secretary will also serve as the Assistant Treasurer, and in the absence of the Treasurer or in the event of the Treasurer's inability or refusal to act, the Secretary shall perform the duties and possess and exercise the powers of the Treasurer, and perform such other duties as from time to time may be assigned by the Chair or the Board of Directors.

ARTICLE V

EXECUTIVE COMMITTEE

Section 1. Membership. The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer, and one At-large member. A member of the water management committee and fish and wildlife committee may serve on the Executive Committee as ex-officio members. Two members of the executive committee should be

representative of the fish and wildlife agencies, and two from the water management agencies, and one from the tribes. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. No more than two members of the executive committee shall be from the same state or tribe.

Section 2. Authority. The Executive Committee shall be responsible for the regular administration and management of the MoRAST when the Board of Directors is not in session. The Executive Committee shall have and may exercise all of the authority of the Board of Directors granted to the Executive Committee by the Board of Directors. In addition, the Executive Committee shall not have the authority of the Board of Directors with respect to amending the Articles of Incorporation or the Bylaws of the MoRAST, or with respect to filling vacancies on the Board of Directors or officers of the MoRAST. The Executive Committee membership shall represent a balance between the states and agencies represented herein.

Section 3. Tenure and Qualifications. Each member of the Executive Committee shall hold office as long as he or she is an officer of the MoRAST.

Section 4. Meetings. Regular meetings of the Executive Committee may be held without notice at such times and places as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon following meeting notice requirements as established by the Executive Committee. Such notice requirements shall provide advance notice concerning the place, date and hour of the meeting to all members of the Executive Committee. Any member of the Executive Committee may waive notice of any meeting, and no notice of any meeting need be given to any member of the Executive Committee who attends in person or by telephone. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

Section 5. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof, and an action of the Executive Committee must be authorized by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present.

Section 6. Action without a Meeting. Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if all of the members of the Executive Committee consent in writing or by electronic means by signature or electronic acknowledgement, setting forth the action so taken.

Section 7. Procedure. The Chair shall serve as presiding officer and the Executive Committee may fix its own rules of procedure that shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the next meeting of the Board of Directors held after the proceedings have been taken.

ARTICLE VI

COMMITTEES

Section 1. Committees of Directors. By resolution, the Board of Directors, or the Chair of the MoRAST, may designate and appoint one or more committees, each of which shall consist of two or more Directors. No such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the MoRAST; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the MoRAST; authorizing the voluntary dissolution of the MoRAST or revoking proceedings therefore; adopting a plan for the distribution of the assets of the MoRAST; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law. No committee shall have the authority, except as expressly provided in these bylaws, to bind the MoRAST unless the MoRAST shall adopt the committee action pursuant to Article II, Section 11.

Section 2. Standing Committees. MoRAST will have standing committees for water management, fish and wildlife, and tribal/state relations. The Missouri River Natural Resources Committee, plus such additional members as designated by the MoRAST Board of Directors, shall be the fish and wildlife standing committee. The members of the other standing committees shall be selected in a manner agreed to by the Board of Directors and, except as otherwise provided, will serve at the pleasure of the Board of Directors. Membership in these committees may include persons who are not Directors of MoRAST. Each standing committee shall provide comments and recommendations to the MoRAST Board of Directors as appropriate and shall operate under its general supervision. No committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the MoRAST; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the MoRAST; authorizing the voluntary dissolution of the MoRAST or revoking proceedings therefore; adopting a plan for the distribution of the assets of the MoRAST; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. No committee shall have the authority, except as expressly provided in these bylaws, to bind the MoRAST unless the MoRAST shall adopt the committee action pursuant to Article II, Section 11.

Section 3. Temporary Committees. The Board of Directors may, by resolution, establish temporary committees for the purpose of investigation, study, education, or

other purposes as necessary. Such committees will not have and will not exercise the authority of the Board of Directors in the management of the MoRAST. The members of each such committee shall be selected in a manner agreed to by the Board of Directors and, except as otherwise provided, will serve at the pleasure of the Board of Directors. No committee shall have the authority, except as expressly provided in these bylaws, to bind the MoRAST unless the MoRAST shall adopt the committee action pursuant to Article II, Section 11.

Section 4. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the MoRAST and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5. Chairman. The chairman of each such committee shall be a Director, unless otherwise agreed to by the Board of Directors, and shall be appointed chairman by the Chair of the MoRAST.

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the committee present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules and Minutes. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors. Each committee shall keep minutes of its meetings and shall forward such minutes to the Secretary of the MoRAST for filing in the minute books.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, FUNDS AND FUNDRAISING

Section 1. Assessments. The Board of Directors may assess the Missouri River Basin Tribes collectively and each state listed in Article III, Section 2 of these Bylaws annual dues payable to the MoRAST for the purposes of supporting the operation of the MoRAST. Such assessment shall be on any basis selected by the Board and for any amount as determined by the Board.

Section 2. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the MoRAST, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the

name of and on behalf of the MoRAST, and such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, orders for the payment of money, notes or other evidences of indebtedness issued in the name of the MoRAST shall be signed by such officer or officers, agent or agents of the MoRAST and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, the Treasurer or an Assistant Treasurer shall sign such instruments.

Section 4. Deposits. All funds of the MoRAST shall be deposited from time to time to the credit of the MoRAST in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors may accept on behalf of the MoRAST any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the MoRAST.

Section 6. Loans. No loans shall be contracted on behalf of the MoRAST, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7. Proxies with Respect to Securities of Other Corporations. Unless otherwise provided by resolution adopted by the Board of Directors, the Chair or a Vice Chair may, from time to time, appoint an attorney or attorneys, or an agent or agents, to exercise in the name and on behalf of the MoRAST the powers and rights which the MoRAST may have as the holder of stock or other securities in any other corporation to vote or to consent with respect to such stock or other securities; and the Chair or any Vice Chair may instruct the person or persons so appointed as to the manner of exercising such powers and rights and the Chair or any Vice Chair may execute or cause to be executed in the name and on behalf of the MoRAST and under its corporate seal, or otherwise, all such written proxies, powers of attorney or other written instruments as he or she may deem necessary in order that the MoRAST may exercise such powers and rights.

ARTICLE VIII

BOOKS, RECORDS AND ACCOUNTS

The MoRAST shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Directors. All books and records of the MoRAST may be inspected by any Director, or his or her agent or attorney, and by the general public, for any proper purpose at any reasonable time. The books of account shall be audited annually as of the end of its fiscal year by independent

certified public accountants retained by the MoRAST at its expense. A copy of such audit report shall be furnished to all Directors no later than 120 days after the close of the preceding fiscal year.

ARTICLE IX

FISCAL YEAR

The fiscal year of the MoRAST shall be July 1 to June 30.

ARTICLE X

BUDGET AND FINANCIAL OPERATION

The financial operation of the MoRAST shall be conducted in accordance with a budget to be submitted by the Chair to the Board of Directors for their approval.

ARTICLE XI

INDEMNIFICATION

Section 1. Indemnification of Officers, Directors, Employees and Agents against Damages for Actions Other Than Actions by or in the Right of the MoRAST. The MoRAST shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the MoRAST, by reason of the fact that he or she is or was a Director, officer, employee or agent of the MoRAST, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the MoRAST, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that a person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the MoRAST, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification of Officers, Directors, Employees and Agents for Actions by or in the Right of the MoRAST. The MoRAST shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or

completed action or suit by or in the right of the MoRAST to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee or agent of the MoRAST, or is or was serving at the request of the MoRAST as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the MoRAST, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in his or her duty to the MoRAST unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Indemnification against Expenses and Attorneys' Fees. To the extent that a Director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article XI, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

Section 4. Determination of Right to Indemnification. Any indemnification under Sections 1 and 2 of this Article XI, unless ordered by a court, shall be made by the MoRAST only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article XI. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or if such quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5. Indemnification against Expenses and Attorneys' Fees Prior to Final Disposition of an Action. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the MoRAST in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 of this Article XI upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the MoRAST as authorized in this Article XI.

Section 6. Indemnification Provided by This Article Not Exclusive. The indemnification provided by this Article XI shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person

who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Power of MoRAST to Maintain Insurance on Behalf of Directors, Officers, Employees and Agents. The MoRAST shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the MoRAST, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his status as such, whether or not the MoRAST would have the power to indemnify him or her against such liability under the provisions of this Article XI.

Section 8. Limitations. The provisions of this Article apply specifically and only to MoRAST. The provisions of this Article do not apply individually or collectively to the participating states or tribes. Nothing in this Article shall be deemed a waiver of the sovereign immunity of the participating states or tribes, and each retains all defenses available to them as sovereigns pursuant to state or federal law.

ARTICLE XII

STAFF, CONTRACTORS AND VOLUNTEERS

The MoRAST may employ or retain a qualified Executive Director and such other staff or contractors as shall be appropriate to carry out the purposes of the MoRAST. Such individuals may not be voting Directors or members of any other policy-making body of the Board of Directors. The Board of Directors may adopt written staff or contractor responsibilities for the MoRAST. The Board of Directors shall annually review the performance of all staff and contractors. The MoRAST shall create, organize, train, supervise and utilize the services of volunteers to carry out its purposes whenever possible.

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the MoRAST, a waiver thereof in writing signed by the person or persons entitled to such notice or a waiver by electronic means, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

SEAL

The Board of Directors may provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the MoRAST, the state of incorporation and the words "Corporate Seal."

ARTICLE XV

AMENDMENTS

These Bylaws may be altered, amended, or repealed at any annual meeting of the Board of Directors, without notice, or at any meeting of the Board of Directors if the notice of such meeting contained a statement of the substance of the proposed amendment.

Adopted by the Board of Directors on this ____ day of ____, 2006.

(Signature line for each Board Member)