

AMENDED AND RESTATED BYLAWS
OF
AMERICAN CAMPING ASSOCIATION, INC.

ARTICLE I

Board of Directors

Section 1.1. Duties and Qualifications. The business and affairs of the Corporation shall be governed by the Board of Directors consistent with the approved Board Policies of the Corporation.

Section 1.2. Number, Designation, Appointment, Election, and Term.

(a) The Board of Directors shall consist of a minimum of fifteen (15) Directors and a maximum of twenty-one (21) Directors, with the exact number of Directors specified from time to time by resolution of the Board of Directors.

(b) The Chief Executive Officer shall be a non-voting, ex-officio member of the Board of Directors and shall not be counted for purposes of Section 1.2(a).

(c) Directors shall serve for a term of three (3) years. A Director may serve two (2) full three-year terms consecutively as a Director. A Director who has served two (2) full three-year consecutive terms as a Director must be absent from the Board of Directors for at least one year. Notwithstanding the foregoing, a Director who serves as President of the Corporation during his or her term on the Board of Directors may serve three (3) full three-year consecutive terms as a Director prior to the required one year absence from the Board of Directors. Despite the expiration of a Director's term, the Director continues to serve until a successor is elected, designated or appointed and qualifies or until there is a decrease in the number of Directors.

Section 1.3. Vacancies. Any vacancy among the Directors caused by death, resignation, removal or otherwise shall be filled by a majority vote of the remaining Board of Directors, in consultation with the Board Development Committee and in accordance with Section 2.5. The term of office of a Director chosen to fill a vacancy shall expire at such time as a successor shall be duly appointed or elected and qualified.

Section 1.4. Removal. Any Director may be removed, with or without cause at any time, by a two-thirds (2/3) vote of the Board of Directors. Any Director who shall have been absent for two (2) consecutive regular meetings of the Board of Directors during a twelve (12) month period shall be deemed to have resigned from the Board of Directors. Upon a written request for reinstatement, submitted by such resigned Director prior to the next board meeting, the Board of Directors may vote to reinstate that resigned Director. Otherwise, that vacancy shall be treated as any other vacancy.

Section 1.5. Annual Meetings. Unless the Board of Directors determines otherwise, the Board of Directors shall meet at such time as may be designated by the

Board of Directors for the purpose of considering any business which may be brought before the meeting.

Section 1.6. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board of Directors to such effect, and shall be held whenever convenient for the Board of Directors. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Corporation's principal office. No notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of the President or the Executive Committee, and upon at least seventy-two (72) hours' notice specifying the date, time, place and purpose or purposes of the meeting, given to each Director either personally or by mail, electronic mail, facsimile transmission, or telephone. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 1.7. Quorum; Voting. A majority of the Directors in office when action is taken shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present when the act is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Action by the Board of Directors or Executive Committee on public policy statements requires a two-thirds (2/3) vote.

Section 1.8. Action Initiated By the Board of Directors Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all Directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 1.8 is effective when the last Director signs the consent unless the consent specifies a prior or subsequent effective date.

Section 1.9. Participation. A Director may participate in an annual, a regular, or a special meeting of the Board of Directors by or through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating by this means is considered to be present in person at the meeting.

Section 1.10. Rules of Order. Meetings of the Board of Directors shall be governed by the rules contained in the latest edition of Robert's Rules of Order in all cases in which such rules are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws or any special rules of order of the Corporation.

Section 1.11. Compensation. Directors shall not receive compensation for their services, but may be reimbursed for approved expenses incurred consistent with the

Board-approved reimbursement policies of the Corporation, as well as any applicable state and federal laws.

ARTICLE II

Committees

Section 2.1. Standing Committees. The Standing Committees of the Corporation shall be the Executive Committee, Board Development Committee, the Audit and Financial Policies Committee and such other standing committees as the Board of Directors may from time to time create. The Board of Directors shall at all times be entitled to exercise any powers delegated to any Standing Committee by these Bylaws or otherwise. Standing committees, to the extent specified by the Board of Directors, may exercise the powers, functions, or authority of the Board of Directors, except where prohibited by law. However, if a committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be Directors, (b) there must be at least two (2) persons on the committee, and (c) the creation of the committee and the appointment of individuals serving on the committee shall be by a majority of all Directors in office. If the foregoing requirements are not satisfied, then any decision or action of the committee must be approved by the Board of Directors to be considered an action of the Corporation.

Section 2.2. Members of Standing Committees. Each Standing Committee shall be composed of such individuals as specified in these Bylaws or by a resolution of the Board of Directors.

Section 2.3. Executive Committee. The Executive Committee shall consist of the President, Vice-President, Treasurer, and such Additional Officers as provided by the resolution creating such office. The Chief Executive Officer shall serve as a non-voting, ex-officio member of the Executive Committee. During intervals between meetings of the Board of Directors, the Executive Committee shall have and exercise all of the authority of the Board of Directors except where prohibited by law. In addition, the Executive Committee, to the extent specified by the Board of Directors, may exercise the authority of the Board of Directors at any other time, except where prohibited by law. The Executive Committee shall cause minutes of its proceedings to be kept and filed with the minutes of the proceedings of the Board of Directors.

Section 2.4. Audit and Financial Policies Committee.

(a) The Audit and Financial Policies Committee shall consist of a chair, and at least three, but no more than five, additional members, as appointed by the Board of Directors. The Treasurer of the Corporation shall serve as the chair of the Audit and Financial Policies Committee, and the President of the Board of Directors shall serve as an ex-officio voting member.

(b) The duties of the Audit and Financial Policies Committee shall include the annual audit as well as oversight of resource allocation, financial policies and long term financial strategy, inspection and monitoring of the Corporation.

(c) There shall be an Operating Code of the Audit and Financial Policies Committee, approved by the Board of Directors that identifies the scope of authority of the Committee and determines the means of reporting to the Board of Directors.

Section 2.5. Board Development Committee.

(a) The Board Development Committee shall consist of a chair plus six individuals appointed by the Board of Directors, with such qualifications as the Board of Directors may determine from time to time, as well as the Corporation's Chief Executive Officer, who shall serve as an ex-officio voting member of the Board Development Committee. The chair of the Board Development Committee shall be appointed by the Board of Directors, with such qualifications as the President may determine from time to time. For the sake of clarity, the chair and the members of the Board Development Committee are not required to be members of the Board of Directors unless otherwise determined by the Board of Directors.

(b) The duties of the Board Development Committee shall consist of developing and cultivating Officer and Director candidates, keeping records of the terms of Officers and Directors, recommending individuals as candidates for respective positions at appropriate times, and presenting the names of those being recommended to the Board of Directors for the respective positions.

(c) There shall be an Operating Code of the Board Development Committee, approved by the Board of Directors that identifies the scope of authority, determines the means of reporting to the Board of Directors, and identifies a plan to assure representation on the Board Development Committee that is reflective of the Corporation. Individuals, including the chair, shall not serve on the Board Development Committee for more than two consecutive three-year terms.

Section 2.6. Meetings of Committees. Meetings of each committee established pursuant to this Article II may be called by such committee's chair or by a resolution of the Board of Directors. Unless otherwise determined by the Board of Directors, each committee established pursuant to this Article II shall hold and conduct its meetings in a manner reflective of the provisions established for meetings of the Board of Directors in Sections 1.6 through 1.10 of these Bylaws.

Section 2.7. Board Committees and Task Forces. Board Committees and Task Forces may be appointed by the Board of Directors for such purposes as circumstances warrant. These Committees and Task Forces ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberations. In keeping with the Board's broader focus, Committees and Task Forces will normally not have direct dealing with operations under the authority of the Chief Executive Officer. Any such Committee or Task Force shall limit its activities to the accomplishment of the

purpose for which created and shall have no power to act except such as is specifically conferred upon it by action of the Board of Directors. Such committee shall stand discharged upon acceptance by the Board of Directors of its final report. Board Committees or Task Forces, to the extent specified by the Board of Directors, may exercise the powers, functions, or authority of the Board of Directors, except where prohibited by law. However, if a committee is to exercise board powers, functions, or authority on behalf of the Corporation, which has the ability to bind the Corporation to its actions, (a) all the persons serving on the committee must be Directors, (b) there must be at least two (2) persons on the committee, and (c) the creation of the committee and the appointment of individuals serving on the committee shall be by a majority of all directors in office.

ARTICLE III

Section 3.1. National Council of Leaders

(a) The National Council of Leaders ("NCOL") shall be an assembly of local leaders of the Corporation. Members of the NCOL serve as an important communication and membership conduit between the Board of Directors, Executive Staff and Local Council of Leaders. Members of the NCOL are a key source of information, strategy, activities and programs of the Corporation. As representative of the Corporation's constituencies, NCOL members are charged with bringing emerging issues, thoughts, concerns, and questions to the Board of Directors that contribute to the success of Corporation's mission.

(b) The NCOL shall serve as an advisory body to the Board of Directors, and shall consist of individuals that maintain membership with the Corporation, as determined by the Corporation's Board of Directors, or are otherwise affiliated with the Corporation, as determined by the Corporation's Board of Directors (collectively "NCOL Members").

(c) There shall be an Operating Code of the NCOL, approved by the Board of Directors that identifies the scope of authority of the NCOL and determines the means of reporting to the Board of Directors.

(d) The NCOL shall meet at least on an annual basis with the Board of Directors at such time may be designated by the Board of Directors for the purpose of transacting such business as may come before NCOL. The NCOL shall act upon such matters of business that are referred to it by the Board of Directors.

(i) If not otherwise designated, the annual meeting of the NCOL shall be held at the annual national conference of the Corporation. The failure to hold an annual meeting at a time stated in or fixed in accordance with these Bylaws shall not affect the validity of any corporate action of the Corporation.

(ii) Other regular meetings of the National Council of Leaders can be held pursuant to a resolution of the Board of Directors. Regular meetings shall be

held at the time and place specified in the notice of the meeting published by the Board of Directors.

(iii) Written notice stating the proposed agenda, place, date and time of any meeting of the NCOL, including the annual meeting, shall be delivered either by any appropriate electronic means or via U.S. first class mail by the Corporation to each NCOL Member at such address as appears on the records of the Corporation, at least ten (10) days before the date of such meeting.

(iv) The Board of Directors may fix a record date to determine the NCOL Members entitled to notice of a NCOL meeting. In the absence of action by the Board of Directors to fix a record date, the record date shall be that date seventy (70) days prior to the meeting or action requiring the input of the NCOL.

(e) Except as otherwise provided by the Board of Directors, each NCOL Member shall be entitled to one (1) vote on each matter submitted to a vote of the NCOL Members by the Board of Directors. After an affirmative vote by the Board of Directors, the Board of Directors shall submit to the NCOL those issues that require membership approval under the Indiana Nonprofit Act of 1991, as amended (the "Act"), including without limitation, any changes to the NCOL membership structure.

(f) The President of the Board of Directors, or his designee, shall be the chair of the NCOL, and shall preside over all meetings of the NCOL.

ARTICLE IV

Officers

Section 4.1. Officers. The Officers of the Corporation shall consist of a President, Vice-President, Treasurer, and such other officers with such qualifications as the Board of Directors may from time to time designate and elect ("Additional Officers").

Section 4.2. Terms of Office and Election. The President, Vice-President, and Treasurer shall be elected by the Board of Directors. The President, Vice-President and Treasurer shall hold office for a term of one (1) year and until a successor shall be duly elected and qualified, or until resignation, removal, or death. The President, Vice-President, and Treasurer may serve no more than three (3) consecutive terms in office. The term of office of Additional Officers shall be as specified by the resolution creating such office.

Section 4.3. Vacancies. Whenever any vacancies shall occur in any of the Offices of the Corporation for any reason, the same may be filled by appointment by the Board of Directors, upon recommendation by the Board Development Committee, and any Officer so appointed shall hold office until the expiration of the term of the Officer causing the vacancy and until the Officer's successor shall be duly appointed and qualified.

Section 4.4. Removal. Any Officer of the Corporation may be removed, with or without cause, at any time, by a two-thirds (2/3) vote of the Board of Directors.

Section 4.5. Compensation. Officers shall not receive compensation for their services, but may be reimbursed for approved expenses incurred consistent with the Board-approved policies of the Corporation as well as any applicable state and federal law.

ARTICLE V

Powers and Duties of Officers

Section 5.1. President. The President assures the integrity of the Board of Directors' process, represents the Board of Directors to outside parties, serves as the chair, and presides over all meetings of the Board of Directors, Executive Committee and the NCOL. At the annual meeting of the NCOL, the President or the President's designee shall report on the activities of the Corporation.

Section 5.2. Vice-President. If the President is not present or is otherwise unavailable to fulfill the functions of the office of President, the Vice-President shall discharge all the functions of the office of President.

Section 5.3. Treasurer. The Treasurer or the Treasurer's designee shall oversee the development of and compliance with the Board of Directors' financial and budget policies; and shall monitor the Association's budget. The Treasurer, or the Treasurer's designee, shall furnish, at meetings of the Board of Directors or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer.

Section 5.4. Additional Officers. The powers and duties of Additional Officers shall be as specified by the resolution creating such office.

ARTICLE VI

Chief Executive Officer and Corporate Secretary

Section 6.1. Chief Executive Officer. There shall be a Chief Executive Officer appointed by the Board of Directors. Subject to the authority of the Board of Directors, the Chief Executive Officer shall be responsible for and have charge of the activities of the Corporation and have all the powers and duties usually attributable to the manager of a corporation. The Chief Executive Officer shall have such other duties as these Bylaws or the Board of Directors may prescribe. The Chief Executive Officer may receive reasonable compensation for services in office as may be fixed by the Board of Directors.

ARTICLE VII

Affiliates

In furtherance of the objectives of the Corporation, the Board of Directors may enter into licensing agreements to create Affiliates, and shall have the power to establish such terms and conditions relating thereto as it considers desirable.

ARTICLE VIII

Miscellaneous

Section 8.1. Corporate Seal. The Corporation may, but need not, have a corporate seal. The form of any such corporate seal may be specified in a resolution of the Board of Directors. A corporate seal, however, shall not be required for any purpose, and its absence shall not invalidate any document or action.

Section 8.2. Fiscal Year. The fiscal year of the Corporation shall begin on July 1 of each year and end on the immediately following June 30.

ARTICLE IX

Amendments to Bylaws

Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the Board of Directors. The Corporation must provide notice to the directors of any meeting at which an amendment to the Bylaws is to be considered and voted upon.