

BY-LAWS
OF
GRAND CANYON PIONEERS SOCIETY, INC.

ARTICLE I
OFFICES AND CORPORATE SEAL

1. PRINCIPAL OFFICE. The Corporation's principal office shall be at the home or office of the current elected secretary.

2. OTHER OFFICES. The corporation may also maintain offices at such other place or places, either within or without the State of Arizona, as may be designated from time to time by the Board of Directors.

3. CORPORATE SEAL. A corporate seal shall not be requisite to the validity of any instrument. Nevertheless, the corporation may adopt such seal as the Board of Directors may designate.

ARTICLE II
MEMBERSHIP

1. Membership in this corporation is open to any person interested in the historical, educational, and charitable purposes of this corporation. Application for membership shall be made through the Secretary of the Corporation and will include a nominal fee as established by the Board of Directors. The Board may also establish different membership classes as it deems appropriate.

2. Membership in this corporation shall be on an annual basis using the standard calendar. Membership dues are payable on the 1st of January of the current year. Membership shall be terminated by the death or resignation of the member or by the Board of Directors when the Directors shall determine that such membership is no longer in good faith interested in the historical, educational, and charitable activities of the Corporation.

ARTICLE III MEETINGS

1. The annual meetings of the Board of Directors and the members of this corporation shall be held at such place within the State of Arizona as determined by the Officers in the month of October. Election of Officers and the transaction of such business as properly may be brought before the Board will be conducted at the annual meetings. A notice of such meeting will be mailed to each member at his address as the same appears on the records of the Corporation or through the published newsletter. Nevertheless, a failure to mail such notice or any irregularity in such notice or in the mailing or giving thereof shall not effect the validity of any annual meeting or of any of the proceedings at any such meeting held at the time and place herein specified. If for some reason the majority of the Board is not present, business can be conducted by mail and/or telephone, or the meeting may be rescheduled for a later date.

2. Other meetings open to the members and their guests will be held at times convenient throughout the year as determined by the Officers and/or Program Director and will adhere to no fixed schedule or location. Notice of these meeting shall be mailed to each member as above.

ARTICLE IV DIRECTORS

1. The Board of Directors of the Corporation shall consist of not less than three (3) nor more than fifteen (15) persons, all of whom shall be members of the Corporation, and who shall be elected by the members. A total of one third (not to exceed five) of the Board members will be elected annually prior to the annual meeting for a term of three (3) years. Board members are eligible to serve two (2) consecutive terms and will not again be eligible for election until one year has passed from their last term of office.

2. The Board of Directors shall meet annually in October for the purpose of electing and appointing such officers as the Present, Vice-President, Secretary and Treasurer, as it may deem necessary and advisable, and for the transaction of any business that may properly come before the meeting.

3. Any meeting of the Board members, each member present at said meeting shall be entitled to one vote on any matter properly before the said meeting. A Board member shall be entitled to nominate any person as his attorney, agent, or proxy for the purpose of voting at any meeting of the members.

4. In the case of any vacancy existing on the Board of Directors through death, resignation, disqualification, or other cause, the remaining Directors, by affirmative vote of a majority thereof, may elect a successor to hold office for the remainder of the replaced member's elected term of office.

5. Special meetings of the Board may be called at any time by the President or at the request in writing of a majority of the members for the transaction of such business as properly may be brought before the Board.

6. At all meetings of the Board of Directors a majority of the Directors shall constitute a quorum for the transaction of business.

7. Any action required or permitted to be taken at any meeting of the Board of directors may be taken by telephone or letter without a meeting if all members of the Board consent thereto and this consent is noted in the minutes of the proceedings of the Board.

ARTICLE V

OFFICERS

1. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the members of the Board of Directors at the annual meeting of the Corporation. The Board of Directors may create such officers, resource advisory positions and committees as they shall

deem necessary and the incumbents thereof shall have such authority and shall perform such duties as from time to time may be described by the Board.

2. The President shall preside at all meetings of the members and of the directors. The President may sign and execute all authorized contracts, checks, or other instruments or obligations in the name of the Corporation. The President may call special meetings of the Board of Directors whenever he/she shall deem proper so to do; or whenever a majority of the members of the Board of Directors shall request him/her to so do. The President shall do and perform such other duties and have such other powers as may be assigned by the Board of Directors.

3. The Vice-President shall have such powers and shall perform such duties as may be assigned to him/her by the Board of Directors and as may be delegated by the President. The Vice-President shall possess the power and may perform the duties of the President in his/her absence or disability, unless otherwise prescribed by the Board of Directors.

4. The Secretary shall keep a record in due form of the proceedings of annual meetings, Board of Directors meetings, and also meetings of all committees that may be appointed by the Board of Directors. He/she shall attend to the giving and servicing of all notices of the Corporation. All books, papers, and correspondence shall be kept at the office of the Corporation; and all such, except as the same are specially placed in the custody of the Treasurer, shall be in the charge of the Secretary and at all times shall be open to the inspection of any of the Directors. The Secretary, with the President, or Vice-President may sign all contracts or other corporate documents as they may be authorized by the Board of Directors, shall affix the Seal of the Corporation thereto; and the Secretary shall perform the duties usually pertaining to the office and have other such duties and powers as may be assigned to him/her by the Board of Directors.

5. The Treasurer shall keep a record of all moneys received and paid out of the Corporation and of all vouchers and receipts given therefore. He/she shall have general charge of all vouchers and receipts given therefore. He shall have general charge of all books, vouchers, and papers belonging to the Corporation, except such as are under the special control powers and shall perform such duties as may be assigned by the Board of Directors.

ARTICLE VI

ELECTIONS

1. One third (not to exceed a total of five) of the Board of Directors will be elected by the members of the Corporation annually to serve a term of three (3) years. The Secretary will solicit nominations from the members of the Corporation in July. A nominating committee will be selected by the President to ascertain eligibility and suitability for election and will present their findings to the Secretary. The Secretary will compile the list of eligible nominees and prepare a ballot for distribution by mail to the membership of the Corporation. The Secretary will publish a deadline date for return of ballots to the Corporation. Ballots received after this date will not be valid.

2. The Secretary will tabulate and record the votes. Those nominees (not to exceed five) receiving the highest number of votes will be elected to the Board of Directors for a period of three years, at the end of which they may again stand for election. The Secretary will provide the election results to the President and file the ballots for a period of three (3) years.

3. The President, or his/her designee, will notify the successful candidates of their election to the Board of Directors. The Secretary will publish the results of the election.

4. Officers will be elected annually by the Board of Directors at the annual meeting in October. Officer nominees shall be members of the Board of Directors. Nominees will be submitted to the Board for the positions of President, Vice-President,

Secretary, and Treasurer. Officer nominees shall be members of the Board of Directors and these officers shall be nominated and elected by the members of the Board to serve for a period of one (1) year, at the end of which they may again stand for election. Immediately upon election to office, the officers will assume their duties for the following year. The Secretary will publish the results of the election.

ARTICLE VII

DISSOLUTION

1. Should it become necessary for the dissolution of the Corporation for whatever reason, it will be effected by a majority vote of the Board of Directors.

2. Upon dissolution, all records, documents, and other materials collected by the Corporation will be transferred by an officer to the Grand Canyon Pioneers Society Collection in Special Collections and Archives in the Cline Library at Northern Arizona University.

3. Upon dissolution, all funds held in any accounts for the Corporation will be transferred by an officer to Northern Arizona University for disposition to the scholarship fund.

4. Upon dissolution, an officer will notify the Arizona Corporation Commission in writing.

ARTICLE VIII

REPEAL, ALTERATION OR AMENDMENT

These By-Laws may be repealed, altered, or amended, or substitute By-laws may be adopted at any time only by a majority vote of the Board of Directors.

2/26/95

/s/ Carol Furey-Werhan
President

2/28/95

/s/ Jeanne C. Schick
Secretary