

MINUTES OF ORGANIZATIONAL MEETING
OF
GRAND CANYON PIONEERS SOCIETY
1984

The organizational meeting of the Directors of GRAND CANYON PIONEERS SOCIETY, an Arizona Non-profit corporation was held on the 30 day of August, 1984 at the hour of 10:00 o'clock a.m. at Flagstaff, Arizona.

Present at the meeting were:

BETTY BARTLETT
BUFORD BELGARD
AGNES M. ALLEN

BETTY BARTLETT called the meeting to Order, and on Motion duly made and seconded, she was appointed temporary Chairman and STEPHEN L. VERKAMP was appointed temporary Secretary.

The Chairman reported that the Articles of Incorporation of the Corporation were filed with the Arizona Corporation Commission on July 31, 1984 and that by virtue thereof, this corporation is duly organized and qualified to transact business.

At this time, upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED that the Secretary shall cause a copy of the Articles of Incorporation to be inserted in the Minute Book of the Corporation.

The Secretary presented a form of Bylaws for the regulation of the affairs of the corporation, which was read, section by section, the following resolution was unanimously adopted:

RESOLVED that the Bylaws submitted at and read to this meeting be, and the same hereby are, adopted as and for the Bylaws of this Corporation, and that the Secretary be, and is hereby instructed to cause the same to be inserted in the Minute Book of the Corporation immediately following the Articles of Incorporation.

The Chairman then advised that according to the Articles of Incorporation it was necessary to elect the initial Board of Directors to serve for the ensuing year; whereupon, upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED that the specific number of Directors for this year shall be two.

The Chairman then advised that he would accept nominations, whereupon the following individuals were nominated and unanimously elected to serve as members of the Board of Directors for the ensuing year:

BETTY BARTLETT

AGNES ALLEN

The Chairman then advised that the Directors should proceed to the election of officers to serve until the first annual meeting of Directors. The following were unanimously elected as officers:

President -- BETTY BARTLETT

VP/Sec-Trea - AGNES ALLEN

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED that STEPHEN L. VERKAMP, 308 North Agassiz, Flagstaff, Arizona is affirmed and appointed as and to be Statutory Agent for the Corporation.

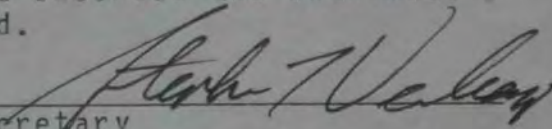
Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED that the proper officers of the Corporation be and they are hereby authorized and directed on behalf of the corporation to make and file all such documents as are necessary to enable the Corporation to conduct its business. Further, the said officers shall select an accounting system for the corporation and may hire any persons to assist in accounting for the corporation.

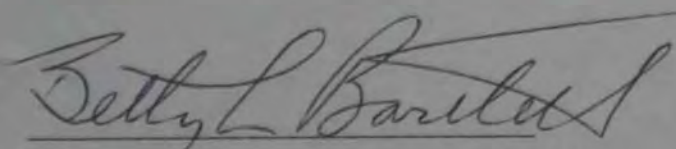
Upon motion duly made, seconded and unanimously passed, it was:

RESOLVED that the corporation hereby adopts its accounting period the fiscal year ending December 31 of each year and that the corporation books of account shall be maintained, the corporate income shall be computed, and the corporate tax returns shall be filed upon the basis of such fiscal year.

There being no further business to come before the meeting, upon motion duly made and seconded and unanimously carried, the meeting was adjourned.


Secretary

APPROVED:


Chairman

BY-LAWS
OF
GRAND CANYON PIONEERS SOCIETY

I.

OFFICES AND CORPORATE SEAL

1. PRINCIPAL OFFICE. The Corporation's principal office shall be at 1413 North Beaver, Flagstaff, Arizona.

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

SHAREHOLDERS

1. Membership in this corporation is open to any person interested in the 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 a yearly basis using the standard accounting fiscal year.

Membership dues are payable each fiscal 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 member is no longer actively and in good faith interested in the educational and charitable activities of this corporation.

ARTICLE III

MEETINGS

1. The annual meetings of the members of this corporation shall be held at the office of the corporation at Flagstaff, Coconino County, Arizona, or at such other place within the State of Arizona as the Board of Directors from time to time may determine, on the second Tuesday of October of each year commencing with the year 1984, for the election of Directors and the transaction of such other business as properly may be brought before the meeting. It shall be the duty of the Secretary to mail notice of such meeting to each member at his address as the same appears on the records of the corporation. Nevertheless, a failure to mail such notice or any irregularity in such notice or in the mailing or giving thereof shall not affect the validity of any annual meeting or of any of the proceedings at any such meeting held at the time and place herein specified.

*This will
HAVE TO
BE CHANGED
AT OUR
MEETING
IN April*

2. Quarterly meetings of the members will be held at such places within the State of Arizona as the Board of

Directors from time to time shall determine. Notice of each quarterly meeting, showing the time and place of meeting and indicating briefly the purpose or purposes thereof, shall be given by the Secretary by delivering the same personally or by depositing a prepaid notice thereof in a United States Post Office or telegraph office addressed to each member at his last known place of residence, as shown by the records of the corporation, at least ten (10) days next preceding the meeting.

3. Those members present at a properly noticed meeting in accordance with these By-Laws, irrespective of whether or not the same shall be a majority of the members, shall constitute a quorum for the disposition of any business properly before such meeting.

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

5. No notice need be given of any meeting of members at which all members are present in person, and members, in writing or by telegram, may waive notice of any meeting, both before and after the meeting thereof.

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 at the annual meeting each year for the term of two (2) years and until successors are elected and qualified.

2. The annual meeting of the Board of Directors shall be held within or without the State of Arizona upon the call of a majority of the newly elected directors as soon as practicable following adjournment of the annual meeting of members. The Board shall meet for the purpose of electing and appointing such officers other than the President, Vice President, Secretary and Treasurer, as it may deem necessary and advisable, and for the transaction of any other business that may properly come before the meeting. Whenever a vacancy shall occur in such offices, it shall be filled in like manner at a stated meeting, and due notice shall be given to each member of the Board of the proposed electors.

3. 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 until the next meeting of members, at which time the members shall elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant.

4. Regular meetings of the Board of Directors may be held within or without the State of Arizona, at such time and place as the Board from time to time may determine. No further notice shall be required for any such regular meeting of the Board.

5. Special meetings of the Board may be called at any time by the President and shall be so called at the request in writing of a majority of the members at the time and place of each special meeting by mailing the same at least ten (10) days before the meeting.

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

7. No notice need be given of any meeting of the Board of Directors at which all directors are present, and directors, in writing or by telegram, may waive notice of any meeting, both before and after the holding thereof.

8. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing and the writing is filed with 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 corpora-

tion from among the members of the Board of Directors at the annual meeting of the corporation, and such other officers as from time to time may be determined by the Board of Directors. 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 of Directors.

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 from time to time may call special meetings of the Board of Directors whenever he shall deem proper so to do; and he shall do so whenever a majority of the members of the Board of Directors, in writing, shall request him so to do. The President shall do and perform such other duties and have such other powers as from time to time may be assigned to him by the Board of Directors.

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

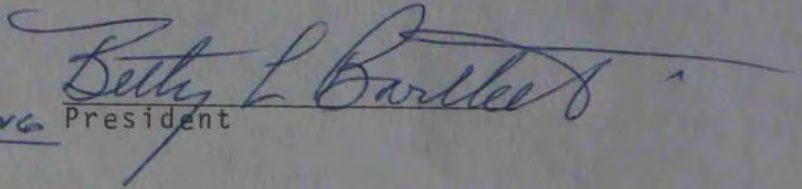
4. The Secretary shall keep a record in due form of the proceedings of all meetings of the members and of the directors, and also of all committees that may be appointed by the Board of Directors. He shall attend to the giving and serving of all notices of the corporation. All books, papers, and correspondence shall be kept in 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 such other duties and powers as may be assigned to him from time to time 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 therefor. He shall have general charge of all vouchers and receipts given therefor. 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 to him by the Board of Directors.

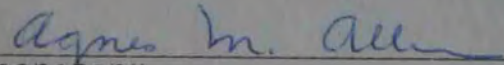
ARTICLE V

REPEAL, ALTERATION OR AMENDMENT

These Bylaws may be repealed, altered or amended, or substitute bylaws may be adopted at any time only by a majority vote of the Board of Directors.

ACTING 
President

ATTEST:

ACTING 
Secretary