

BY- LAWS
of
GRAND CANYON RIVER GUIDES,
INC.

INTRODUCTION

These bylaws constitute the code of rules adopted by the Grand Canyon River Guides (GCRG) for the regulation and management of its affairs.

Purpose

The Corporation is organized and shall be operated as a nonprofit corporation solely and exclusively for charitable, educational and scientific purposes including for such purposes, but without limitation thereon, the following specific purposes:

- A. To define promote and protect the interests of the Grand Canyon.
- B. To provide a forum for communication and encourage cooperation and community among Grand Canyon river guides.
- C. To give Grand Canyon River guides a unified voice in matters concerning river management of the Grand Canyon.
- D. To effect changes in River management designed to improve the quality of the River experience.
- E. To participate in studies and programs which benefit the Canyon and River.
- F. To set high standards for excellence for the guiding profession in Grand Canyon.
- G. To promote and provide better understanding of the Grand Canyon through education of guides and the public.

MEMBERSHIP

Members: The Board of Directors shall designate the form and type of information desired for each membership classification. The types of memberships are as follows:

Classification of Members:

Guide Member. To qualify for GUIDE, a person must now be or have in the past worked in the guiding profession in Grand Canyon.

General Member: Any person having interest in river running in the Grand Canyon and who subscribes to the purposes of GCRG may apply to become a GENERAL MEMBER.

Affiliate Member: The organization through its board of directors may choose to affiliate itself with other organizations whose purposes are in keeping with its own or who may assist or support the GCRG for a particular purpose.

Honorary Member: The title of Honorary Member may be conferred by the Board of Directors upon individuals who have contributed in an exceptional manner to GCRG, its interests and objectives, or who have made significant contributions to

river running in the Grand Canyon. Honorary members shall be nominated by a Guide member and approved by a majority vote of the Guide Members.

Membership Applications: Applications for membership shall be presented to the GCRG Executive Director or to the Secretary-Treasurer. The application shall include a statement of the applicant's qualifications and experience. The Board of Directors shall be responsible for enacting procedures and reviewing the process for enrollment of members and the establishment of any enrollment fee. The Board of Directors shall have the authority to determine whether an applicant meets the qualifications and experience requirements for each respective membership qualification.

Voting Members/Quorum: Only guide members are entitled to vote. Each guide member of the corporation whose membership dues are current shall be entitled to one vote on each matter submitted to a vote at a meeting of the members or, if so allowed by the Board of Directors, may vote through regular and electronic mail as long as such vote is received prior to the commencement of the duly called meeting. The voting members may act only at a properly called meeting of the membership where a quorum is present either in person, by phone or video conferencing or through regular or electronic mail as may be allowed by the Board of Directors. At such a meeting, a quorum shall consist of a majority of the guide members in attendance, either in person or through phone or video conferencing or through regular or electronic mail if such regular mail or electronic mail was allowed by the Board of Directors as a voting method. .

Annual Membership Meetings: The annual meeting of the membership shall be held once a year during the month of March, or as soon as practical thereafter, at a time and place designated by the board of directors for the purpose of electing directors and for transacting such other business as may properly come before the membership.

Notice of Annual Meeting: Written or electronic notice of the annual membership meeting shall be given not less than thirty (30) calendar days before the day that such a meeting is to be held. If an earlier notice is given, a follow-up notice must be provided at least 30 days prior to the date of the meeting. The meetings shall be adequately publicized by posting a copy of the notice and agenda in a conspicuous place at the principal office of the Corporation and the GCRG website, and by notifying all members by e-mail or such additional means as are deemed appropriate by the Board of Directors to effectuate actual notice. The written or electronic Notice shall state the place, day, and hour of the meeting.

This section concerning the notice requirements for annual meetings may be amended or repealed by a vote of a majority of the guide members present at a meeting called in accordance with the terms of these bylaws.

Special Membership Meetings: Special meetings of the members may be called at any time by the GCRG President, Executive Director, the Board of Directors, or on written or electronic request of one-fourth of the members who are entitled to vote.

Notice of Special Meetings: Notice of special meetings of the membership shall be provided in the same manner as for regular meetings, except that the timing of the

notice must be calculated in such a manner as to give each member at least two (2) days of actual advanced notice prior to the meeting.

Waiver of Notice: Attendance by a member at any meeting of the membership will constitute a waiver of notice of such meeting except where such member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.

Polling of the Membership: In matters of policy affecting GCRG, the Board of Directors may submit questions to the guide membership and/or may poll the guide membership for guidance.

BOARD OF DIRECTORS MEETINGS

Place of Board Meetings: Meetings of the board of directors, regular or special, will be held at the primary place of business for this Corporation or at any other place within or without the State of Arizona as provided or such place or places as the board of directors may designate by resolution duly adopted.

Telephone, Video, and Internet Meetings: Directors may participate in meetings of the Board of Directors by conference telephone, video-conferencing, Internet, or similar means of communication so long as all participating Directors are able clearly to hear one another simultaneously. Directors so participating in a meeting shall be deemed present at such meeting.

Action Without a Meeting: When questions arise which requires action by the Board of Directors, the President or Executive Director may poll the Directors individually by mail, in person, by email, or telephone, and shall be guided by a majority vote.

Meetings: Meetings of the Board of Directors may be called by:

- A. the Board of Directors
- B. the President
- C. the Secretary upon the written or electronic request of five directors
- D. the Executive Director

Procedure at Board Meetings: All meetings of the membership, the Board of Directors or its Committees shall generally follow Robert's Rules of Order or other similar rules adopted by the Board or Committee, these Bylaws and amendments thereto.

Quorum: A majority of the incumbent directors (not counting vacancies) shall constitute a Quorum for the conduct of business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board.

Waiver of Notice: Whenever any notice is required to be given under the provisions of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such

notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

DIRECTORS

Board of Directors: The Board of Directors is vested with the management of the business and affairs of the Corporation in accordance with Arizona law, the Articles of Incorporation, and these Bylaws. The Board of Directors shall determine the membership dues and may change the dues as deemed appropriate from time to time.

Qualifications of Directors: Only voting members shall be members of the Board of Directors. Memberships shall not be transferrable.

Number of Directors: The Board of Directors shall consist of no less than three (3) nor more than nine (9) members. As of the date that these Bylaws were adopted the number of Directors was fixed at 9 (the GCRG president, Vice-president, Secretary/Treasurer and six Directors). The specific number of Directors shall be fixed from time to time by resolution of the Board of Directors.

Terms and Election of Directors: Directors shall serve terms of two (2) years but may be re-elected to succeeding terms. There shall be staggered terms of office for directors so that one half of the directorships shall be up for election each year (or if the number of directorships does not evenly divide by half, as close to half as possible). Board members shall serve until their successors are chosen.

Nomination Process: Nominations for Directors shall be made by voting members at the annual meeting called by the Board of Directors, or at any point thereafter, prior to the election, either verbally, by email, or in writing.

Election Process: Election of the Board members will occur by majority vote of the voting membership. Ballots, together with the list of nominees, will be provided to all voting members who attend in person, by mail, or by electronic means. Each guide member shall have the right to vote for as many nominees as there are vacancies on the board of directors. The top vote getters shall fill the vacant seats (e.g. if there are five vacancies, the top five vote getters shall serve on the board). Selection in the case of a tie shall be by a run-off between the individuals who ended up tied.

Vacancies: If there are vacant seats on the board, resulting from the resignation, termination, or death of an incumbent board member prior to the natural expiration of the term, the Board of Directors shall nominate and by a majority vote, appoint director(s) to serve the remaining term(s) of the vacant seat(s).

Resignations: Any Director can resign at any time by delivering a written or electronic resignation to the President or to the Secretary of the Corporation.

Removal: Any director may be removed at any time (with or without cause) by a quorum of the voting membership at a meeting of the membership properly called in accordance with the terms of these bylaws.

OFFICERS

Roster of Officers: The Corporation shall have a President, Vice President, and Secretary/Treasurer.

Selection of Officers: Officers shall be elected by the same process as directors in these bylaws, with the exception of Secretary/Treasurer who is chosen by the Board and serves at the pleasure of the Board. Officers shall remain in office until their successor has been selected. The Board of Directors may elect a single person to any two or more offices simultaneously, except that the offices of President and Secretary must be held by separate individuals.

Term of Officers: The terms of office for the President and the Vice-President will be one (1) year. At the end of the one (1) year term, the Vice-President will become President and a new Vice-President will be elected. The position of Secretary/Treasurer will be chosen by the Board of Directors. This position will have no set term limit.

President: The President shall preside at all board meetings. The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors.

Vice President: The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board. The Vice President shall serve a one year term as Vice President and shall then serve as President of the organization for one year.

Secretary/Treasurer: The Secretary/Treasurer will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or these bylaws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws. The Secretary/Treasurer will monitor the fiscal affairs of the corporation, will render reports to the Directors as required by the Board of Directors, and will perform, in general all duties, which may be assigned from time to time by the Board of Directors.

COMMITTEES

Appointment of Committees: The Board of Directors may from time to time designate and appoint one or more standing committees as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors.

OPERATIONS

Fiscal Year: The fiscal year for this Corporation will start July 1 of each year and end on June 30 of the following year.

Inspection of Books and Records: All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written or electronic demand.

Execution of Documents: Except as otherwise provided by law, a second signer will be required on all checks, drafts, or orders over the amount of \$5,000. Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by a person who has been authorized and directed to do so by the Board of Directors.

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

Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for any purpose of the corporation so long as those purposes are authorized under Section 501(c) and Section 509(a)(1) of the U.S. Internal Revenue Code.

AMENDMENTS

The Board of Directors may amend the Articles of Incorporation and the Bylaws at anytime by a vote of the majority of directors at a meeting where a quorum is present.

INDEMNIFICATION

To the extent permitted by law, the corporation may indemnify any person who is or was a director, officer, member or other agent of the corporation against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any threatened, pending or completed proceeding.

CERTIFICATION

I hereby certify that these bylaws were adopted by a two thirds majority of a mail ballot submitted by the voting members, and that the entire membership was notified by mail at least 30 days prior.

Date: _____

Board President

Date: _____

Secretary