

By-Laws of Grand Canyon Private Boaters Association, Inc.
An Arizona non-profit Corporation
(Revised Bylaws Approved by Board Action, October 27, 2012)

ARTICLE I: GENERAL PROVISIONS

1. Name: The name of this Corporation shall be Grand Canyon Private Boaters Association, Inc. (hereafter referred to as the 'Corporation').
2. General Purpose: This Corporation is organized and operated exclusively for the charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
3. Specific Purposes: The specific purposes of this Corporation are to promote, encourage, and advocate for the interests of the non-commercial boating community on the river, including but not limited to, the Colorado River in the Grand Canyon.
4. Political Activities: No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE II: PLACE OF BUSINESS

1. Principal Office: The Corporation shall maintain its principal office at the address of its statutory agent. The present statutory agent is Richard Martin, PO Box 43, Jerome, AZ 86331.
2. Mailing Address: The mailing address of the Corporation shall be P.O. Box 2133, Flagstaff, AZ, 86002.
3. Other offices: the Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE III: MEMBERS

1. Member Qualifications: Any individual or organization supporting the specific purposes of this Corporation as set forth in Article I, paragraph 3 of these By-Laws may become a member of this Corporation by fulfillment of the requirements of membership, as those requirements may from time to time be established by the Board of Directors. The Board of Directors may establish categories of membership, and further establish dues and fee schedules for the various categories for members. Membership shall terminate on the occurrence of any of the following events:
 - a. Resignation of a member
 - b. Expiration of the period of membership, unless the membership is renewed

- c. Failure of a member to pay dues and/or fees set by the Board of Directors
 - d. Removal by a vote of 2/3 of the Board of Directors, for conduct inconsistent with the specific purposes of this Corporation and contrary to the best interests of this Corporation.
2. Annual Meetings of Members: A membership meeting shall be convened at least once each calendar year, at such place designated by the Board, for transaction of such business as may properly be brought before the members. The membership meeting shall be held immediately following the annual meeting of the Board of Directors. It shall be the duty of the Secretary to mail notice of each meeting, not less than 10, nor more than 60 days, prior to the date of the meeting to each member at the surface or email address provided by that member, as maintained in the records of the Corporation.
 3. Quorum: Those members present in person, or by proxy, 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.
 4. Voting: With respect to any issue brought before the membership in an annual meeting, each member shall have one vote. Each organizational member may name a representative to vote on behalf of the organization. A member may vote either in person or in writing.
 5. Transfer of Membership: Membership shall have no monetary value. The Corporation shall not be authorized to issue stock to its members. Membership shall not be sold, transferred, assigned or pledged.

ARTICLE IV: DIRECTORS

1. Board of Directors: The business and property of the corporation shall be managed and controlled by the Board of Directors (hereafter the Board).
2. Powers: The Board shall control and manage the affairs, funds, and property of the Corporation and shall have the power to amend the Articles of Incorporation and the power to adopt, amend, and repeal these by-laws in accordance with the by-laws, and adopt necessary rules and regulations for the conduct of the affairs of the Corporation as may from time to time seem proper. Changes to the by-laws, policies and rules and regulations can be made by a two-thirds (2/3) vote of the Board currently in office. On matters of administrative or meeting process, a majority vote of the Board present at any meeting is sufficient to make changes. Any such Board action may be taken either in person, or by regular mail, email, or conference call.
3. Qualifications of Directors: Any adult member of the Corporation demonstrating an interest in the specific purposes of this Corporation may serve as a Director.
4. Composition of the Board: The Board shall be comprised of not less than 3 (three) directors, nor more than 15 directors.
5. Election of Directors:

- a. A nominating committee composed of three Board members will develop and present to the membership a recommended slate of candidates for each upcoming election.
- b. Directors shall be elected by the members through the use of written ballots distributed to the membership by mail, with the results of the vote announced at the annual meeting. Directors shall be elected for a term of one or two years, with those terms calibrated so that at any given time approximately half the Directors stand for re-election each year. Directors shall take office effective immediately.

6. Meetings

- a. **Regular Meetings:** The Board shall hold an in-person meeting not less than once a year. Additional Board meetings shall be held on the call of the President or Secretary, on not less than 5 days notice to each Director. Notice may be given personally, by mail, by email, or by telephone. Regular Board meetings shall also be called by the Secretary at the request of one-third (1/3) of the Directors.
 - c. **Quorum:** A majority of the membership of the Board shall constitute a quorum for a Board meeting. A majority of those present shall be sufficient to conduct the business of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board, the Directors then present may adjourn the meeting to another time or place, without notice other than an announcement at the meeting, until a quorum can be present.
 - d. **Action Without Meeting:** Any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without an in-person meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.
 - e. **Waiver of Notice:** Attendance of a Director at a meeting shall constitute a waiver of notice of such meetings, except when the person attends the meetings for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any Director may waive notice of any annual, regular, or special meeting of Directors by executing a written notice of waiver either before or after the time of the meeting.
7. **Vacancies:** Vacancies resulting from resignation, removal, disability, or death of a Director may be filled by affirmative vote of a majority of the remaining Directors. The Director so chosen shall hold office until the next annual election and/or until a successor is duly elected or qualified, unless sooner displaced. The Board may make such appointments to be of one or two year duration, in the interest of maintaining approximate numerical balance in the Board's electoral process.
8. **Resignation and Removal:** Any Director may resign by filing a written resignation with the Secretary or President. Any Director may be removed from office by the affirmative vote of two thirds (2/3) of the Directors currently in office who are entitled to vote, taken at any

meeting called by the Directors. Removal can be for any reason deemed sufficient by the Directors, including failure to attend meetings, to participate in the affairs of the Corporation, and/or unethical or detrimental behavior to the Corporation, as determined by the Board of Directors and/or President.

9. Compensation: Directors shall serve without salary or other compensation. However, subject to approval of the Board of Directors, Directors may be reimbursed for expenses incurred or to be incurred on behalf of the Corporation.

ARTICLE V: OFFICERS

1. Designation of Titles: The officers of the Corporation shall be: President, Vice President, Secretary, and Treasurer, and such other officers as the Board deems necessary and appropriate. All officers shall be elected by the Board from among the currently serving Directors. Officers shall take their office immediately following their election. Each officer shall hold office for one (1) year or until earlier resignation, removal, or other termination for any reason, upon majority vote of the board of directors. Each of the officers shall perform the duties mentioned, and such other duties as may be assigned to each of them by a majority of Directors in office. Any two (2) offices may be held by the same person, except the Secretary may not serve concurrently as the President.
2. President: The President shall preside at all meetings of the Board. The President shall be an ex-officio member of all committees established by the Board. The President shall have and exercise general charge and supervision of the affairs of the Corporation and shall perform such other duties as may be assigned by the Board.
3. Vice-President: In the absence of the President, or in the event of the President's death or disability, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers and be subject to all the restrictions upon the President. The Vice-President shall have such powers and discharge such duties as may be assigned from time to time by the President or by the Board.
4. Secretary: The Secretary shall have charge of such books, documents, and papers as the Board may determine. The Secretary shall attend and keep minutes of all meeting of the Board unless otherwise assigned. The Secretary shall in general perform all the duties incident to the office of Secretary, subject to Board control, and shall perform such other duties as may be assigned by the Board.
5. Treasurer: The Treasurer shall invest and maintain the Corporation's funds in a manner approved by the Board and shall keep the Board advised of the state of the Corporation's finances. The Treasurer shall present a financial report to the members at the annual meeting of the membership and shall provide financial reports to the Board at all regular meetings of the Board, or as may be requested. At all times when the value of the assets of the Corporation exceeds \$5,000, the Treasurer shall be bonded. Bond premium for the Treasurer shall be borne by the Corporation.
6. Vacancies: A vacancy in any office shall be filled by a majority vote of the Directors then in office, and the officer so elected shall hold the office and serve until the next annual meeting of the Board.

7. Resignation and Removal of Officers: Any officer may resign at any time by giving written notice to the President or Secretary. Any officer may be removed from office with or without cause by the affirmative vote of two thirds (2/3) of the Directors currently in office at any meeting of the Board.
8. Compensation: Officers shall serve without salary or other compensation. However, subject to Board approval, officers may be reimbursed for expenses incurred on behalf of the Corporation.

ARTICLE VI: COMMITTEES

1. Committees: The President may appoint, subject to approval by a majority vote of the Directors then in office, any committee or committees, each to consist of a minimum of one (1) Director. Additional members need not be Directors. Members of any such committee serve at the pleasure of the Board.
2. Powers: Committees shall exercise such powers and authority in managing of the business and affairs of the Corporation as shall be designated by the Board.
3. Reporting to the Board: Committees are responsible to the Board, and each committee chairperson shall make a report to the Board of each of his/her committee's meetings at the first succeeding Board meeting.

ARTICLE VII: STAFF

The Board, by majority vote of the Directors, may employ an Executive Director, and such other employees as the Board deems advisable. The Board may also establish compensation and the terms of employment of any employee of the Corporation. An employee of the Corporation may not concurrently serve as a Director of the Corporation.

ARTICLE VIII: FISCAL YEAR AUDIT AND FINANCE

1. Fiscal Year: The fiscal year of the Corporation shall be the calendar year.
2. Audit: Upon request by the majority of the Board, or upon request by 10% of the membership of the Corporation, the books of the Corporation shall be audited by an independent accountant.
3. Finance: All funds of the Corporation shall be maintained in a FDIC insured account as the Board may from time to time designate. Checks drawn on the Corporations account shall require the signature of the Treasurer, or any other officer as may be designated by the Board. Checks in excess of \$750, if not previously authorized or budgeted in the regular course of business, shall be signed by two authorized officers as the Board may from time to time designate.

ARTICLE IX: INDEMNIFICATION AND EXEMPTION

The Corporation shall indemnify each of its officers, Directors, and employees, whether or not then in office (and its executors, administrators, and heirs) against all reasonable expenses actually and necessarily incurred by him or her, including but not limited to judgments, attorney's fees, and court costs in connection with the defense of any litigation or administrative proceeding to which he or she may have been made a party because he or she was or is a Director, officer, or employee of the Corporation, provided, however, he or she shall have no right to reimbursement in relation to matters which he or she has been adjudged liable to the Corporation. The private property of the members, Directors, officers, employees, and independent contractors shall forever be exempt from all Corporation debt and liabilities of any kind.

ARTICLE X: INSPECTION RIGHTS

Each Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind and physical properties. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE XI: CONFLICT OF INTEREST

1. No member of the Board, other person exercising supervisory power in the Corporation, or any of their close relatives, may individually benefit from receipt of Corporate funds or services.
2. No member of the Board shall be involved in a leadership capacity with any other Colorado River access organization except as a representative of GCPBA. The President is the designated spokesperson for the Corporation, provided that the President may delegate responsibility for communication activities to other Board members as he or she deems appropriate.
3. Directors will sign a non-disclosure document to ensure confidentiality of Corporation information.

ARTICLE XII: ROBERTS RULES OF ORDER

The then current issue of Roberts Rules of Order shall govern at all meetings of the Corporation.

ARTICLE XIII: DISTRIBUTION UPON DISSOLUTION

In the event of the dissolution of the Corporation for any reason, any assets of the Corporation (including all intellectual property and rights attaching thereto) remaining after compliance with Arizona State law shall be distributed to a related-purpose, nonprofit fund, foundation, or corporation which is operated exclusively for charitable purposes and which has established its tax-exempt status under section 501 © (3) of the Internal Revenue Code of 1986, as amended (or any successor statutes.)