

BYLAWS
OF
KACHINA PEAKS AVALANCHE CENTER, INC.
kachinapeaks.org

As adopted the 10th day of October, 2005.

ARTICLE I
GENERAL PROVISIONS

Section 1. Corporation/Association. "Corporation" or "Association" shall mean and refer to Kachina Peaks Avalanche Center, Inc., a nonprofit corporation organized and existing under the laws of the State of Arizona.

Section 2. Offices. The known place of business of the Corporation is at 212 Dunnam Street, Flagstaff, Arizona 86001. The office may be changed from time to time by the board of Directors, and the Corporation may have additional offices as the Board of Directors may designate or as the activities of the Corporation may require from time to time.

ARTICLE II
PURPOSE

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III
MEMBERS

Section1. Not a Membership Corporation. The Corporation shall not be a membership corporation and shall have no members.

Section2. Stock. The Corporation shall have no capital stock.

Section 3. Affiliate Designations. The Board of Directors may designate as "members," of the Corporation such as institutions or other persons or entities which support the objectives of the Corporation or which are affiliated with the Corporation. Such institutions,

persona, or entities shall not have any rights to vote, control, or advise the Corporations nor shall they have any interest in the Corporation or any of its assets.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Composition of Board of Directors. The initial members of the Board of Directors shall be those persons named in the Articles of Incorporation. Thereafter, the Board of Directors of the Corporation shall consist of not less than one (1) Directors nor more than fifteen (15) Directors. Until the first annual meeting, new or replacement Directors shall be named by the members then serving on the Board of Directors. All Directors shall serve until their terms shall expire or until their successors are elected or appointed. All Directors shall have equal and full voting responsibilities as members of the Board of Directors. No decrease in the number of Directors shall have the effect of shortening the term of office of any incumbent Director. A newly-created seat on the Board shall be filled in the same manner as a vacancy on the Board.

Section 2. Removal of Directors. Any Director may be removed from the Board, without cause, by a vote of 51 % of the total number of Directors.

Section 3. Absence From Meetings. In the event any Member of the Board of Directors of the Association is absent from two (2) Meetings without good cause, the Board may declare the office of the absent Director vacant. Any vacancy shall be filled by a vote by the Board of Directors. Any Director appointed by the Board shall serve for the unexpired term of his/her predecessor.

Section 4. Compensation of Directors. A Director who is not also an employee of this corporation or any affiliated corporation may be paid reasonable compensation for the value of the time spent by the director in service to the corporation. A Director who is also an employee of the corporation or an affiliated corporation may not receive any additional compensation for his services as member of the Board. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties. By resolution of the Board of Directors expenses of attendance of all Directors, if any, may be allowed for attendance at annual or special meeting of the Board.

Section 5. Quorum. 3 of the Directors actually serving shall constitute a quorum for the transaction of business of any meeting of the Board. The Directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of Directors, if any action is approved by at least two-thirds of the required quorum for that meeting.

Section 6. Regular Meetings of the Board. Annual meetings of the Board of Directors, commencing with the year 2006, shall be held in the month of December, at the exact time and location as determined by the Board of Directors. At the annual meeting, the directors

shall elect directors to serve for the coming year and shall transact such other business as may come before the meeting. The annual meeting shall be in the place and at the time specified in the notice of the meeting. Regular Meetings of the Board shall be held at least annually and additional Meetings may be called by the President if desired or necessary to conduct the business of the Association.

Section 7. Special Meetings of the Directors. Unless otherwise provided by resolution of the Board of Directors, all meetings of the Board of Directors other than annual meetings shall be special meetings. Special meetings of the Board of Directors may be called by or at the request of a majority of the Board of Directors, by the President, or by two (2) members, and shall be held at such place and time as a person or persons calling such meeting shall specify four days notice to each Director.

Section 8. Notice of Meetings The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise required by law or specified by the Articles of Incorporation or the Bylaws, neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or the waiver of notice of such meeting. Notice of any meeting may be waived by any or all of the Directors.

Section 9. Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 10. Action Without a Meeting. Unless the Articles of Incorporation or these Bylaws provide otherwise, to the extent not prohibited by law action required or permitted by ARS §10-3101, *et seq.*, through ARS §10-31701, *et seq.*, to be taken at a Directors' Meeting may be taken without a Meeting if the action is taken by all of the Directors. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the Minutes filed with the Corporate records reflecting the action taken.

Section 11. Participation in Meetings by Means of Conference Telephone. Members of the Board of Directors, or any committee of the Board, may participate in a meeting of the Board or of such committee by means of a conference telephone or similar communications device whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence of the person at such meeting.

Section 12. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors. Such actions by written consent shall have the same force and effect as an unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 13. Manner of Acting. The act of a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors,

unless the act of a greater number is required by law, by the Articles of Incorporations or by these Bylaws.

Section 14. Powers of the Board of Directors. Subject to the limitations of these Bylaws, the Articles of Incorporation and the laws of Arizona, the affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of its Board of Directors. The Board of Directors shall have all the powers of a board of directors of an Arizona nonprofit corporation allowed by law. No Director, officer or agent of the Corporation shall authorize or allow any corporate funds to be expended for any purpose other than as set forth in the Articles of Incorporation or for any purpose reasonably incidental thereto. The Board has the power to do any and all lawful acts which may be authorized by the Articles and these Bylaws and any acts which may be necessary or incidental to the exercise of any of the express powers of the Association. The Directors need not be residents of Arizona.

Section 15. Election. At the annual meeting of the Board of Directors, the outgoing members of the board shall elect the new Board of Directors. Each Director so elected shall serve elected to successive terms on the Board of Directors.

Section 16. Resignation. Any Director may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof, at any time to the President or the Secretary of the Corporation. Such resignation shall take effect prospectively at the time specified therefore and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 17. Vacancies. A majority of the Directors then in office, through less than a quorum, or a sole remaining Director, may fill vacancies and newly created directorships. A Director so chosen shall hold office until a successor is elected and qualifies, or until such Director's earlier resignation or removal. A Director elected to fill vacancy occurring in the Board of Directors shall be elected for the unexpired term of his predecessor in office, unless that Director sooner resigns or is removed.

Section 18. Personal Liability of Director. No Member of the Board of Directors shall be personally liable for any damage, loss, or prejudice suffered or claimed on account of any act or omission of the Association or its representatives or employees provided that such Board Member has, upon the basis of such information as may be possessed by him/her, acted in good faith.

Section 19. Duties of the Board of Directors. The Board of Directors has the duty to: (a) prepare the Annual Operating Budget for the Association and determine the amount of the Annual Contribution for the next fiscal year; (b) maintain a record of all actions taken by the Board; (c) supervise all officers, agents, and employees of the Association; and (d) do everything necessary and proper for the sound management of the Association.

Section 20. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such actions with the person

acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by certified mail to the Secretary of the Corporation, immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV OFFICERS

Section 1. Titles. The Officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer. The Association may also have, at the discretion of the Board of Directors, such other Officers as may be appointed in accordance with these Bylaws. Any two or more offices may not be held by the same person, except the offices of President and Secretary.

Section 2. Election of Officers. The initial officers shall be elected by the initial Board of Directors. Thereafter, the officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors. No officer(s) shall serve for a fixed term, but shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officers under any contract of employment.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, without cause, whenever in its Judgment the bests interests of the Corporation would be served thereby, but any removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President or Secretary. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract of which the officer is a party.

Section 5. President. The President shall be the chief executive officer of the Corporation and has the general powers of supervision and control usually vested in the office of president of an association. The President shall preside at all Meetings of the Board, shall perform such other duties as may be assigned by the Directors and is subject to the control of the Board of Directors.

Section 6. Vice-President. The Vice-President, if any is elected by the Board of Directors, shall perform such duties as may be assigned to him or them by the President or the Board of Directors.

Section 7. Secretary. The Secretary shall keep a record of the minutes of the meetings of the Directors, shall give notice, or cause to be given, of the meetings as provided by these Bylaws, shall have custody of all books, records and papers of the Corporation, except those in custody of the Treasurer or some other person authorized to have charge thereof by the

Board of Directors, and shall perform such other duties as may from time to time be assigned to him by the Board of Directors. The Secretary shall also have the power to attest and affix the corporate seal to any contract, deed or other instrument executed in the name of the Corporation. An assistant secretary shall also have power to attest and affix the corporate seal to any contract, deed, or other instrument executed in the name of the Corporation. The Secretary shall perform such other duties as may be assigned by the Board of Directors.

Section 8. Treasurer. The Treasurer shall have the custody of the Association's funds and shall keep a full, accurate and detailed account of receipts and disbursements in books belonging to the Association. The Treasurer shall deposit all monies in the name and to the credit of the Association, in such depositories as designated by the Board. The Treasurer shall disperse the funds of the Association as may be ordered by the Board and shall render to the Board whenever requested an account of all transactions as Treasurer and of the financial condition of the Association. All checks, drafts, notes, or orders drawn against the accounts or funds of the Corporation shall be signed by the President, Secretary, Treasurer or such other officer, agent, or employee authorized by resolution of the Board of Directors. The Treasurer shall also perform such other duties as may be assigned by the Directors.

Section 9. Additional Officers. Officers and assistant officers, in addition to those hereinabove described, who are elected or appointed by the Board of Directors, shall perform such duties and shall be assigned to them by the President or the Board of Directors.

Section 10. Compensation and Expenses. An officer who is not also an employee of this corporation or any affiliated corporation may be paid reasonable compensation for the value of the time spent by the officer in service to the corporation. An officer who is also an employee of the corporation or an affiliated corporation may not receive any additional compensation for his services as an officer. Expenses incurred in connection with the performance of their official duties may be reimbursed to officers upon approval by the Board of Directors.

Section 11. Vacancies. Any vacancy, for any cause, may be filled by a vote of the Board of Directors. Any Officer so appointed by the Board shall serve for the unexpired term of his /her predecessor .

Section 12. Employees. The Board of Directors may establish such positions of employment as it deems desirable from time to time and shall fix the compensation for such positions. The Board of Directors may also delegate such functions to specified officers. Subject to the control and direction of the Board of Directors, the President shall hire and discharge employees necessary for the proper conduct of the business of the corporation.

ARTICLE V COMMITTEES

Section 1. Committees. The Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint one or more committees, each of which shall consist of one or more Directors and such number of persons who are members who are not

Directors as the Board may determine, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except no such committee may exercise the authority of the Board of Directors in reference to the following matters: (1) filing vacancies on, or increasing or decreasing the number of the Board of Directors or any committee of the Board of Directors; (2) adoption, amendment or repeal of these Bylaws; and (3) fixing compensation of Directors, officers or employees.

Section 2. Removal. Any member of a committee established under this section may be removed by the Board of Directors whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3 Term. Each member of a committee established under this section shall continue as such until the next regular annual meeting of the Board of Directors and until his successor is appointed, unless the committee shall be sooner terminated or unless any such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Secretary or the Treasurer (or an assistant of either one) and countersigned by the President or Vice-President of the Corporation.

Section 3. 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.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Corporation.

Section 5. Loans to Directors and Officers. No loan shall be made by or to this corporation and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to any of its Directors or officers.

ARTICLE VII MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on January 1 and terminate December 31 of each year, except that the first year shall be the start year commencing on the date of delivery of the Articles of Incorporation to the Arizona Corporation Commission and ending December 31.

Section 2. Notices. Notices to the Corporation shall be given to its Statutory Agent at the address reflected with the Arizona Corporation Commission for the Statutory Agent, to the Secretary at the Corporation's Principal Office reflected with the Arizona Corporation Commission, or at such other address as the Corporation may designate in writing.

2.1. Written/Oral Notice. Notice under **ARS §10-3101, et seq.**, through **ARS §10-11701, et seq.**, must be in writing unless oral notice is reasonable under the circumstances. Oral notice is not permitted if written notice is required under **ARS §10-3101, et seq.**, through **ARS §10-11701, et seq.**

2.2. Communication of Notice. Notice may be communicated in person, by telephone, telegraph, teletype, facsimile, or other form of wire or wireless communication, by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published or by radio, television, or other form of public broadcast communication.

2.3 Effective Date of Notice. Except as provided otherwise herein, written notice, if in comprehensible form, is effective at the earliest of the following:

- (a) When received.
- (b) Five (5) days after its deposit in the United States mail as evidenced by the postmark if mailed post-paid and correctly addressed.
- (c) On the date shown on the return receipt if sent by registered or certified mail, return receipt requested, and if the receipt is signed by or on behalf of the addressee.
- (d) Oral notice is effective when communicated if communicated in a comprehensible manner.

**ARTICLE VIII
AMENDMENTS**

These Bylaws may be amended at any Regular or Special Meeting of the Association by a vote of the majority of the Members present at a duly held Meeting at which a quorum is present, provided that all amendments are consistent with the articles of Incorporation of the Association.

**ARTICLE IX
CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in Title 10 of Arizona Revised Statutes, shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural includes the singular, and the term "person" includes both a corporation or other organization and a natural person. The rules contained in the current edition of Roberts' Rules of Order govern the corporation in all cases in which they are applicable, and in which they are not inconsistent with these bylaws, the Articles of Incorporation, or any existing law.

IN WITNESS WHEREOF, the Association, a nonprofit corporation, has executed these Bylaws by the signature of its duly authorized Officers as of the 10th day of October, 2005.

Byron J. Boyle, Director

David W. Lovejoy, Director

Angelo Kokenakis, Director

ATTEST THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of Kachina Peaks Avalanche Center, Inc., a nonprofit corporation, and that the foregoing Bylaws were adopted as the Bylaws of said Corporation as of the 10th day of October, 2005.

David W. Lovejoy, Secretary