

**GRAND CIRCLE ASSOCIATION, INC.
BYLAWS**

**ARTICLE ONE
GENERAL**

Section 1. Objectives & Purposes

- A. To stimulate public interest and visitation through marketing the Grand Circle area and its many activities.
- B. To provide a forum for consideration of ideas and opportunities for the organizations within the Grand Circle.
- C. To take appropriate actions designed to advance the welfare of the members and be sufficiently united to contribute the resources necessary to promote and market the Grand Circle.

**ARTICLE TWO
OFFICES**

The principle office of the Corporation shall be located at Bullfrog Marina, County of Kane, City of Hanksville, County of Wayne, State of Utah. The Corporation may have such other offices, either within or without the State of Utah, as the Board of Directors may determine from time to time.

**ARTICLE THREE
MEMBERS**

Section 1. Members. Entities eligible for membership include hotel/motels, resorts, concessions, airlines, ground transportation operations or other related attractions identified inside or within geographical proximity to the Grand Circle area which has made proper application and been accepted by the Corporation and may include the following fields: travel agents, travel and tourism associations, governmental agencies, and similar organizations. Membership for federal and state governmental organizations is at a reduced fee level. Other interested businesses are also eligible for membership. Member entities shall designate a representative who will be encouraged to attend association meetings and participate in association activities.

Section 2. Election of members. Any person interested in becoming an active member of the Corporation, shall submit a written and signed application to the Secretary of the Corporation, Membership Chairman, and/or administrator. They will be listed in the next available annual publication, but added to the Web site immediately.

Section 3. Voting Rights. The designated representative of each active member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues for the period fixed hereinafter; provided by the Board of Directors as deemed appropriate

Section 5. Resignation. Any member may resign, but such resignation shall not relieve the member so resigning of the obligation to pay other dues, assessments, or other charges theretofore accrued and unpaid.

Section 6. Reinstatement. On written request signed by the former member and filed with the secretary and/or administrator, the Board of Directors, by the affirmative vote of two-thirds (2/3) of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

ARTICLE FOUR MEETINGS OF MEMBERS

Section 1. Meetings. All meetings of the Corporation shall be conducted following Roberts Rules of Order.

Section 2. Annual Meeting. An annual meeting of the members shall be held at a location determined by the Board of Directors in the month of December in each year for the purpose of electing Directors and for the transaction of such other business. If the election of Directors is not held on the day designated for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as is convenient.

The order of business at the annual meeting shall be as follows:

- a. Call to order
- b. Reading of minutes of previous meeting
- c. Receiving communications
- d. Reports of Officers
- e. Reports of committees if applicable
- f. Unfinished business

Section 2. Special meetings. Special meetings of the members may be called by

the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights, at a place designated by the Board of Directors. Such meetings, within or outside the State of Utah, shall be valid with written, telephonic, or electronic notice and at such meeting any corporate action may be taken.

Section 3.

- A. Notice of regular Meetings.** Written, printed, or electronically generated notice, stating the place, day, and hour of any meeting of members entitled to vote at such meeting, not less than thirty (30) days before such meeting, by or at the direction of the President, Secretary or the Officers or the members calling the meeting. Written, printed, or electronically generated agenda of the meeting not less than ten (10) days before such meeting. The Annual Meeting will set these regular meetings at intervals of three (3) months at varying locations around the Grand Circle.
- B. Special Meetings.** When required by statute, by these by-laws, or special circumstances, the purpose or purposes for which the meeting is called shall be stated in the notice. Such notices may be written, printed or electronically generated, stating the place, day and hour, with as much advance notice as possible.
- C. Executive Board Meeting.** When required by statute, by these by-laws, or special circumstances, the President, Vice-President or other Board Member may notice by written, electronically generated or by telephone stating the purpose of the meeting. These may be conducted by telephone or electronically generated means if members are not able to gather in the required time.
- D.** All (Any) meetings, at the discretion of the Board, may be held via an electronic communication device.

Section 4. Quorum. Members holding twenty-five per cent (25%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting. A simple majority of the authorized voting members present at a meeting shall constitute a quorum for the transaction of business.

Section 5. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized agent. Proxies should be for agenda items only and should be executed on each agenda item separately.

Section 6. Voting by Mail/Electronic Balloting. Where Directors or Officers are to be elected by members, such election may be conducted by postal mail or electronic balloting.

ARTICLE FIVE BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Utah, but members in good standing as designated by these By-Laws.

Section 2. The number of Directors shall be nine (9). At each annual meeting, Directors shall be elected to fill available positions from among all nominees. To be eligible for nomination, the nominee must have been an active member of Grand Circle for at least one (1) year and must have attended at least two (2) of the four (4) previous meetings of the organization. Each new director will serve a three (3) year term. Any Director shall be eligible for re-election. Directors shall, upon any adjournment of the meeting at which elected, immediately enter on the performance of their duties and shall continue in office until successors shall be duly elected and qualified, or unless they resign, are removed, or are otherwise unable to fulfill an un-expired term.

Section 3. Ex Officio Board Members. The Board of Directors may appoint up to four (4) Ex Officio Board members and up to four (4) honorary board members from the member state organizations within the active membership for a one (1) year term. These positions shall be in an advisory capacity and will be non-voting. The appointments will be made at the Board meeting following the general membership session at the annual meeting or at other times throughout the year as deemed appropriate by the board.

Section 4. Governmental Members. They shall be eligible to serve as ex-officio members, without a vote, and perform such duties as education, continuing information and a liaison between the Grand Circle organization and the governmental jurisdictions within its boundaries. As ex-officio members, governmental entities (members) that pay the reduced governmental membership fee are not eligible for nor will receive any leads generated by the Grand Circle Association.

Section 5. Regular Meetings. A regular meeting of the Board of Directors shall be held without any other notice than these Bylaws immediately after, and at the same place as the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without further notice than such resolution.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors, and shall be held at such place as the Board of Directors may determine or teleconference with a quorum.

Section 8. Quorum. A majority of the Board of Directors, or their written proxies as allowed by these By-Laws shall constitute a quorum for the transaction of business at any meeting.

Section 9. Board Decisions. The act of a majority of the Directors present at a meeting 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 or by these By-Laws.

Section 10. Dismissal. Any Board member missing at least fifty percent (50%) of the regularly scheduled Board meetings shall be subject to dismissal based on Board discretion.

Section 11. Resignations. Any Board member wishing to resign must submit that resignation in writing to the President of the Association. Said resignation becomes effective immediately. If any Board member's representative status with the sponsoring member terminates, that Board position becomes vacant immediately, unless board member's representative status is transferred to another sponsoring organization in good standing, at which point the board member's position may be reaffirmed by the board.

Section 12. Vacancies. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director appointed to fill a vacancy, shall serve for the un-expired term of his predecessor (in office.?)

Section 13. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 14. Obligations. The Board of Directors shall serve the interests and objectives of the Corporation, and shall supervise, control, and direct the affairs of the Corporation. It may adopt rules and regulations for the conduct of its business and, subject to ratification by the membership, appoint an executive director and other such agents as it considers necessary.

Section 15. Friend of the Circle Award. The Board of Directors shall be responsible for the selection of a recipient of the John Warner Friend of the Circle Award. Award recipients may be nominated in August by the general membership on the approved nomination form sent to the membership in August. The Board of Directors will vote on the final selection during its September meeting. Requirements for the John Warner Friend of the Circle Award include: exceptional involvement with and commitment to the promotion of the Grand Circle Association or the Grand Circle area which includes Arizona, Colorado, Nevada, New Mexico, and Utah. Should the Board of Directors deem no qualified individual has been nominated, it may agree to forgo the presentation of the award for any given year.

Section 16. Proxy Votes. Proxy votes shall be allowed at any meeting of the Board of Directors, when a specific agenda for the meeting has been provided at least ten (10) days in advance and the proxy vote is specific for each stated agenda item only.

ARTICLE SIX OFFICERS

Section 1. Officers. The Officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other Officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other Officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor has been duly elected and qualified.

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

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the President with concurrence by the Board of Directors for the un-expired portion of the term.

Section 5. Powers & Duties. The several Officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of Officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation.

Section 6. President. The President shall preside at all meetings of the Directors and members. He/she shall have power to call special meetings of the members and Directors for any purpose. He/she may appoint and discharge the employees and agents of the Corporation and fix their compensation, make and sign contracts and agreements in the name and on behalf of the Corporation, and while the Directors and/or committees are not in session, he/she shall have general management control of the business and affairs of the Corporation.

Section 7. Vice President. The office of Vice President shall have such powers and perform such duties as shall be assigned by the Board of Directors. The Vice President shall be President Elect and, if the President is unable to act, shall perform the duties of the President, with full authority to do so.

Section 8. Secretary. The Secretary shall cause to be given written notice of all meetings of members and the Board of Directors, and all other notices required by law or by these Bylaws, and in case of his/her absence or refusal or neglect so to do, any such notice may be given by any person so directed by the President or any of the Directors. He/she shall cause to be recorded proceedings of the meetings of the members and Directors in a Minute Book to be kept for that purpose and shall perform all other duties incident to the office of the Secretary. He/she shall have the custody of the seal of the Corporation and shall affix the same to all instruments requiring it and shall perform such other duties as may be assigned to him/her by the President or the Board of Directors.

Section 9. Treasurer. The Treasurer shall have the custody of all funds, securities, evidences of indebtedness and other valuables of the Corporation. He/she shall cause to be entered in the books of the Corporation full and accurate accounts of all moneys received and paid out on account of the Corporation and, whenever required by the President or Board of Directors, he/she shall render a statement of accounts. He/she shall cause to be kept such other books as will show a true record of the expenses, losses, gains, assets and liabilities of the Corporation and shall present budget reports as needed and when requested by the President or the Board. He/she shall name an Assistant Treasurer for Utah Corporation banking, with Board approval; shall receive all funds and deposit them in accordance with the provisions in the Association bylaws; and shall ensure that authorized signature(s) are on file with the Association banks.

Section 10. Immediate Past President. The Immediate Past President shall Chair the Nominating Committee and Board elections and Serve in an advisory capacity to the President and the Board of Directors as requested.

Section 11. Board of Directors. Members of the Board of Directors are expected to attend no less than three (3) Board and membership meetings per year.

Section 12. Executive Director/Management Firm. The Board of Directors may hire qualified person/s/management company/agency to fulfill informational requests; perform day to day operations; develop trade show contacts, collateral, press leads, photo

library, and agendas with the President; work with the hosts of the membership meetings; and perform all other duties as described in a negotiated contract.

ARTICLE SEVEN COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors, may designate one (1) or more committees, each of which shall consist of at least one (1) director, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him/her by law.

ARTICLE EIGHT CONTRACT, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers of agent or agents of the Corporation, in addition to the Officers so authorized by these By-Laws, 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 may be confined to specified instances.

Section 2. Checks, Draft or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers or Agents/of the Corporation, and in such a 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 instruments shall be signed by the Treasurer or by President, Vice President of the Corporation or executive director or agent.

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 device for any purpose of the Corporation.

ARTICLE NINE BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having and exercising any of the authority of the Board of Directors, and entitled to vote. All books and records of the Corporation may be inspected by any member, or his/her

agent or attorney, for any proper purpose. Within a reasonable time and with not less than 10 days' notice. The requesting party may be billed for expenses incurred for copying and processing.

ARTICLE TEN FISCAL YEAR

The fiscal year of the Corporation shall begin on the first (1st) day of January in each year and end at midnight on the thirty-first (31st) day of December of that year.

ARTICLE ELEVEN DUES

Section 1. Annual Due. The Board of Directors shall determine from time to time the amount of annual dues or other such charges as may apply, payable to the Corporation by members of each type of membership. The Treasurer/Administrator shall cause the appropriate notice to be sent to members in a timely manner as prescribed by these By-Laws.

Section 2. Payment of Dues. Membership dues are payable in advance by the membership anniversary date each year.

Section 3. Default and Termination of Membership. When any member is in default in the payment of dues for a period of ninety (90) days from the beginning of the period for which such dues become payable, his/her membership may thereupon be terminated by the Board of Directors as provided herein above and would no longer be considered a member in good standing.

**ARTICLE TWELVE
FINANCES**

Section 1. Budget. The Board of Directors/Treasurer shall prepare a budget annually and submit it to the membership of the Corporation at the Annual meeting. It shall be approved by vote of the Active Members of the Corporation present.

Section 2. Disbursements. No obligation or expense shall be incurred and no money shall be appropriated or paid in excess of funds available unless approved by the Corporation.

Section 3. Financial Records. The Treasurer shall make a report of the financial condition of the Corporation at each meeting of the membership and of the Board of Directors or any other time when called upon to do so by the Chairman of the Board. He/she shall be prepared at all times to display to the Board of Directors for verification, inspection, or audit all funds, books, records, and/or vouchers in his hand, with the exception of confidential information which must be clearly so designated by the member in writing when furnished to the Treasurer.

**ARTICLE THIRTEEN
SEAL**

The Board of Directors may provide a corporate seal, which may be determined at a future date.

**ARTICLE FOURTEEN
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Utah Non-profit Corporation and Co-operative Association Act or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, 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.

**ARTICLE FIFTEEN
AMENDMENT OF BY-LAWS**

These By-Laws may be annually altered, amended, or repealed and new By-Laws may be adopted by a majority of the Directors present at the annual September meeting and by a vote of the members at the annual December meeting, provided at least thirty (30) day's written or electronic notice is given of the intention to alter, amend, repeal, or adopt new By-laws at each stated meeting.

**ARTICLE SIXTEEN
REFERENDA**

Upon the request in writing of twenty-five per cent (25%) of the active members in good standing, the Board of Directors shall, or upon its own initiative may, submit questions pertaining to proposed policies or projects of the Corporation by mail or electronically to the membership for a referendum vote. The ballot for that vote shall be accompanied by briefs stating both sides of the question. A twenty-five per cent (25%) vote of the membership shall constitute a referendum and a two-thirds majority of the votes cast shall control. Such referendum shall have the same effect as and no other than if it were a vote of the membership of the Corporation duly taken at a regularly called meeting of the Corporation for the purposes of considering the subject matter thereof.

**ARTICLE SEVENTEEN
DISSOLUTION**

Section 1. Procedure. Dissolution of the Corporation shall be approved by a majority of the Active Members.

Section 2. Liquidation. The Corporation shall use its funds only to accomplish the purposes specified in these By-Laws. On dissolution of the Corporation, any funds remaining, after liquidation of all obligations, shall be distributed on a pro-rata basis to the members of the Corporation based on the past three (3) years' contributions.

**ARTICLE EIGHTEEN
INDEMNIFICATION**

Each director and officer, whether then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon such person in connection with or resulting from any action, suit or proceeding to which such person may be made a party by reason of their being or having been a Director or Officer of the Corporation, except in relation to matters as to which a recovery shall be had against that person by reason of their having been finally adjudged in such action, suit or proceeding, to have been derelict in the performance of their duties as such Director or Officer.

President

Vice President

Witness: _____

Witness: _____



