

SPECIAL RESOLUTION OF THE MEMBERS OF THE FOREST HISTORY ASSOCIATION OF ALBERTA (THE "SOCIETY") APPROVED AND PASSED THE 16TH DAY OF DECEMBER, 2004.

WHEREAS notice has been duly given of the meeting and the purpose thereof and a quorum has been established, BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE SOCIETY AS FOLLOWS:

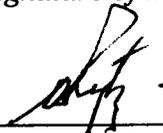
1. THAT the Objects of the Society be and the same are hereby amended and altered by deleting the existing Objects of the Society and replacing the same with the Objects attached hereto as Schedule "A".
2. THAT the By-Laws of the Society be and the same are hereby amended and altered by deleting the existing By-laws of the Society and replacing the same with the By-Laws attached hereto as Schedule "B".

APPROVED AND PASSED as a special resolution of the FOREST HISTORY ASSOCIATION OF ALBERTA this 16th day of December, 2004.

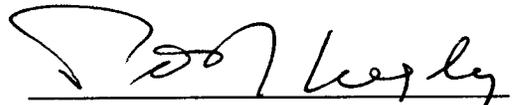
BOB DEMULDER
[print name]


[signature of member]

Arden Rytz
[print name]


[signature of member]

PETER J. MURPHY
[print name]


[signature of member]

ROBERT E. STEVENSON
[print name]


[signature of member]

Neil Shelly
[print name]


[signature of member]

Schedule "A"

**OBJECTS
OF
FOREST HISTORY ASSOCIATION OF ALBERTA**

1. The objects of the society are:
 - a) to promote, foster, develop and enhance among its members and the general public, a recognition of, and an appreciation for, and education about the importance of forestry in the life of Alberta.
 - b) to acquire, improve, collect, store, lend, display, dispose of, present, preserve and develop items, materials, documents, and other assets of value in presenting the history of forestry in the Province of Alberta, including to provide and operate facilities for the purpose of doing so.
 - c) to act, encourage and participate in those activities which will promote the recognition, preservation, display, understanding, and development of the history of forestry in the Province of Alberta. To raise funds, to join with others in such activities in order to do so.
 - d) to provide a forum for contact and communication in respect of forestry and the history of forestry, in Alberta.
 - e) to assist in the advancement of education as it relates to forestry in Alberta including but without limiting the generality of the foregoing, conducting historical research, providing and maintaining museums and public galleries and displays, providing forest history information and other materials by way of display or other distribution for the benefit of the community and in furtherance of the objects of the society.
 - f) generally to do all such things as are incidental to or conducive to the attainment of the objects and the exercise of the powers of the society."
 - g) for the purpose of this Application, the word "Forestry" shall have the widest possible definition and in the case of dispute, Forestry shall be deemed to mean: the science, art and practice of creating, managing, using, and conserving forests and associated resources for human benefit in a sustainable manner to meet desired goals, needs and values, including the milling, manufacture, transportation, distribution and sale of trees, timber, logs and wood products and the supply of goods and services thereto.

Schedule "B"

**BYLAWS
OF
FOREST HISTORY ASSOCIATION OF ALBERTA**

ARTICLE 1

1.1 NAME

1.1.1 The name of the Society (the "Association") is the Forest History Association of Alberta.

1.2 OFFICE

1.2.1 The registered office and the principal office of the Association shall be as determined by the Board of Directors from time to time.

ARTICLE 2

2.1 MEMBERSHIP

2.1.1 Any person, firm, corporation or association who subscribes to the purposes and basic policies of the Association and who pays the applicable fees and dues shall become a member of the Association.

2.2 MEMBER'S RIGHTS AND PRIVILEGES

2.2.1 Any person, firm, corporation or association who becomes a member of the Association shall have such rights and privileges as are conferred upon the membership from time to time by the Board of Directors. Each member shall have one vote. Membership shall be non-redeemable, non-transferable and non-dividend bearing. No member shall have any proprietary interest in the assets of the Association by reason of their membership. A member that is a corporation, firm or association may designate a representative who shall have and may exercise its voting power.

2.3 FEES/DUES

2.3.1 Fees and dues for all classes of membership shall be established by the Board of Directors.

Initially, the Board of Directors shall establish categories of memberships including individuals, firms and corporations, and honorary members.

The classification of memberships, the categories within said classifications and the fees and dues structure applicable thereto may be changed from time to time by the Board of Directors.

2.4 NON-PAYMENT

2.4.1 Termination of membership will automatically result from non-payment of fees and dues beyond a grace period to be established by the Board of Directors.

2.5 HONORARY MEMBERS

2.5.1 The Board of Directors may nominate and the Directors may approve from time to time the designation of any individual, firm, corporation or association as an honorary member who shall be entitled to membership in the Association but without payment of fees.

2.6 EXPELLED FROM MEMBERSHIP

2.6.1 Any member upon a majority vote of all members of the Association in good standing, may be expelled from membership for any cause which the Association may deem reasonable at a meeting properly called.

ARTICLE 3

3.1 ANNUAL MEETING

3.1.1 There shall be an annual meeting of the members each calendar year for the election of Directors and for the transaction of any other business as may properly come before the meeting. The annual meeting shall be held at such time and place as may be designated by the Board of Directors. At the annual meeting the members shall;

3.1.1.1 Elect Directors as hereinafter provided;

3.1.1.2 Receive, consider and act upon such reports of the Board of Directors, the officers, committees and staff of the Association as may be required in order fully to inform the members with respect to property, condition and affairs of the Association.

3.1.1.3 Transact all other business properly coming before the meeting. The notice of each annual meeting shall include any matters for which special notice is required.

3.2 SPECIAL MEETING

- 3.2.1 Special meetings of the members may be called for any purpose at any time by the President, by two (2) or more members of the Board of Directors or upon the written request of one-third (1/3) of the members in good standing of the Association.

Persons entitled to call a special meeting may make a written request to the President, Vice-President or Secretary to call such meeting. Directors may be elected at any special meeting called for that purpose.

3.2 NOTICE OF MEETINGS

- 3.2.1 At least thirty (30) days notice shall be given to all members for the annual meeting.
- 3.2.2 Notice of a special meeting shall be given to all members at least ten (10) days prior to the date on which such meeting is to be held and it must state the objects for which the meeting is called. No business other than that stated in the notice shall be transacted at a special meeting.
- 3.2.3 Every notice of every annual and special meeting of the members shall state the time, place and purpose of the meeting.

3.3 VOTING

- 3.3.1 A simple majority vote of all members present in person shall be sufficient to decide any motion. In the case of a tie vote, the President shall have a second or casting vote.

3.4 QUORUM

- 3.4.1 The quorum necessary for the transaction of business at a meeting shall be fifteen (15) people. If a quorum is not present at any meeting, the meeting may be adjourned from time to time without further notice until a quorum be present.

ARTICLE 4

4.1 DEFINITIONS

- 4.1.1 In this part, "Alberta Forest Industry" shall mean and include individuals who have worked

within the forest products industry or in forestry generally for a minimum of five (5) years (retired or still employed).

- 4.1.2 "Alberta Forest Service" shall mean and include individuals who have worked within the provincial agency responsible for forest protection and management within the Alberta government, for a minimum of five (5) years (retired or still employed).

4.2 BOARD OF DIRECTORS

- 4.2.1 The Board shall be the governing body of the Association, shall give instructions to the Officers in all matters pertaining to the carrying on of the Association's affairs and the pursuance of its objectives in accordance with its Constitution and By-laws.
- 4.2.2 The Board shall have power to deal with all business of the Association between meetings of the Association, except as otherwise restricted by these By-Laws.

4.3 FOUNDING BOARD

- 4.3.1 The Subscribers to the Application shall be the Founding Board of Directors of the Association, who shall serve until the first meeting of the members or until their successors are duly elected and qualified. During the first meeting of the Founding Board of Directors the Board shall adopt by-laws of the Association and complete other organizational matters.

4.4 COMPOSITION OF THE BOARD

- 4.4.1 The Board of Directors shall consist of nine (9) members, three (3) of whom shall be elected from persons having a past or present affiliation with the Alberta Forest Industry, three (3) of whom shall be elected from persons having a past or present affiliation with the Alberta Forest Service, and three (3) of whom shall be members at large but, who may come from either Alberta Forest Industry or Alberta Forest Service. In order to provide continuity, it is agreed that the first election of Directors after the filing of these By-Laws shall have three (3) Directors serving a one (1) year term, three (3) Directors serving a two (2) year term and three (3) Directors serving a three (3) year term. Thereafter, at each Annual Meeting of the Association, Directors shall be elected for a term of three (3) years.

4.5 TERM OF OFFICE

- 4.5.1 Directors elected at any meeting of the members shall hold office until expiration of their terms. A Director may resign by submitting a letter of resignation to the President which will be

effective upon receipt or at a specified, later date.

4.6 VACANCY MID-TERM

- 4.6.1 Any vacancy in the office of Director occurring otherwise than by expiration of term may be filled by the Board of Directors pending the next annual meeting of the members, or pending a special meeting of the members called to elect Directors.

ARTICLE 5

5.1 OFFICERS

- 5.1.1 The Officers of the Association shall consist of a President, a Vice-President, a Secretary and a Treasurer (or a combined office of Secretary-Treasurer). The Officers shall be chosen from the members of the Board of Directors.

5.2 TERM OF OFFICE

- 5.2.1 The Officers shall be elected annually by the Board of Directors. All Officers shall hold office for a term of one (1) year or until their successors are elected and qualified. Provided however that any Officer may be removed from office at any time at the pleasure of the Board of Directors.
- 5.2.2 In the event that a vacancy occurs in any office by reason of death, resignation, retirement, disqualification, or any other cause, such vacancy shall be filled at the option and direction of the Board of Directors for the unexpired time, until the next annual meeting of the Board of Directors and until the election and qualification of the officers' successor.

5.3 PRESIDENT

- 5.3.1 The President shall preside at all meetings of the members, meetings of the Board of Directors and shall exercise the usual functions pertaining to the office of the President and shall have such of the powers and duties as may be determined by the Board of Directors.

5.4 VICE-PRESIDENT

- 5.4.1 In the absence or disability of the President, the Vice-President shall have all the powers and perform all the duties of the President. The Vice-President shall have such other powers and duties as may be determined by the Board of Directors.

5.5 SECRETARY

5.5.1 The Secretary shall keep the minutes and records of the Association and shall perform the usual other duties pertaining to such office and shall have such additional powers and duties as may be prescribed by the Board of Directors.

5.6 TREASURER

5.6.1 The Treasurer shall be charged with the collection of all monies due and belonging to the Association, shall have the custody of all funds and securities of the Association and shall perform the usual duties pertaining to the office and such other duties as may be prescribed by the Board of Directors.

5.7 COMPENSATION

5.7.1 No Director of the Association shall receive any compensation whatsoever for and in connection with their services as such Director or as an officer of the Association, other than any reasonable travel, living and child care expenses incurred by the Director while absent from their ordinary place of residence, as may be approved by the Board of Directors.

5.8 EMPLOYEES/AGENTS

5.8.1 The Board of Directors may appoint such employees, contractors or agents as in the judgment of the Board of Directors may be necessary to carry out the objects and purposes of the Association and may determine the duties and tenure of such employees, contractors or agents. The Board of Directors may authorize payment of reasonable compensation to such employees and agents of the Association for the performance of personal services which are reasonable and necessary to carry out the purposes of the Association.

5.9 DUAL EXECUTION OF INSTRUMENTS

5.9.1 Unless otherwise authorized by the Board of Directors, all contracts, cheques and other documents shall be executed by two (2) Officers of the Association. No officer of the Association shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law, by the Application or by the By-laws to be executed, acknowledged or verified by two or more officers of the Association.

ARTICLE 6**6.1 MEETINGS OF THE BOARD**

- 6.1.1 The Board of Directors shall meet at least once a year in person or by means of a conference telephone or other similar communications device. If the meeting is conducted by means of a conference telephone or other similar communications device which allows all persons participating in the meeting to hear each other, such participation in a meeting shall be deemed present in person at such meeting. The place and dates of the meeting shall be determined by the Board of Directors.

6.2 SPECIAL MEETINGS OF THE BOARD

- 6.2.1 Special meetings of the Board of Directors may be called by the President or by any two (2) members of the Board, said call to be in writing and delivered to the Secretary stating the time, place, and purpose of such meeting.

6.3 NOTICE OF MEETINGS

- 6.3.1 Written or printed notice stating the time and place of a Board Meeting shall be delivered not less than ten (10) days before the date of the meeting.
- 6.3.2 When a meeting is adjourned for thirty (30) calendar days or more, notice of the adjourned meeting shall be given as if the meeting were an original meeting.
- 6.3.3 When a meeting is adjourned to a date less than thirty (30) calendar days subsequent to the original meeting, it shall not be necessary to give any additional notice of the adjourned meeting other than by an announcement at the original meeting.

6.4 WAIVER OF NOTICE

- 6.4.1 Written consent thereto or the attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except in the latter instance when a Director shall attend a meeting for the sole and express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

6.5 QUORUM

6.5.1 At all meetings of the Board of Directors, five (5) Directors in person shall constitute a quorum of the transaction of business. When a quorum is once present to organize the meeting it shall not be broken by the subsequent withdrawal of any of those present and a meeting may be adjourned despite the absence of quorum until a quorum is achieved.

6.6 VOTING

6.6.1 A simple majority vote of the Board of Directors present shall be sufficient to decide any motion. In the case of a tie vote, the President shall have not a second or casting vote.

6.7 ACTIONS WITHOUT A MEETING

6.7.1 Any action required by law to be taken at a meeting of Directors or any action which may be taken at a meeting of Directors or at a meeting of any committee of the Board of Directors may be taken by a majority of the Directors or members of a committee without a meeting if a consent in writing setting forth the action so taken, shall be signed by all the Directors or by all the members of such committee as that case may be, and filed with the minutes of the Board of Directors or such Committee whether done before or after the action so taken.

ARTICLE 7

7.1 COMMITTEES

7.1.1 The Board of Directors is empowered to set up any committee, including an Executive Committee, which the Board of Directors deems necessary and/or desirable to carry out the aims of the Association

7.1 RULES GOVERNING COMMITTEE MEETINGS

7.1.1 Rules governing the time and place of holding, and the method of calling, committee meetings along with rules governing the working of committees, and the conduct of proceedings therein, shall be as determined by the Board of Directors. Committee meetings are open to all members of the Board of Directors, but without voting rights.

7.2 CHAIR

7.2.1 The Chair of each committee shall be nominated by the President and the nomination shall be approved by the Board of Directors. Membership of the Committee and the composition of the committee shall be determined by the Chair of the Committee subject to the approval of the Board.

7.3 MINUTES

7.3.1 The Committee shall keep a record of its acts and proceedings and shall report thereon to the Board of Directors at or before the next meeting thereof.

7.4 REMOVAL OF MEMBER

7.4.1 Any member of the committee may be removed either with, or without cause, at any time by a vote of a majority of the Board of Directors present at any legally called meeting or by a majority of the entire Board voting by mail ballot.

7.5 VACANCIES

7.5.1 Any vacancy may be filled by the Chair of the Committee subject to approval of the Board.

ARTICLE 8

8.1 CONTRACTS/INSTRUMENTS

8.1.1 Subject to the other provisions of these By-Laws, the Board of Directors may authorize any officer, officers, agent or agents to enter into any contract and to execute and deliver any instrument including notes and bonds in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

8.2 FUNDS OF THE ASSOCIATION

8.2.1 All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select or as may be designated by any officer, officers, agent, or agents of the Association to whom such power may be delegated by the Board of Directors. Disbursement of corporate funds, whether income or principal, shall be solely as authorized by the Board of Directors.

8.3 BORROWING

8.3.1 The Board of Directors may from time to time on behalf of the Association borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as are approved by a vote of a majority of the members present at a meeting duly called.

8.4 RESTRICTIONS ON THE BOARD OF DIRECTORS

8.4.1 The Board of Directors shall not make any commitment with regard to spending or the expenditure of funds which would continue for a period of three (3) years or more or that would require or contemplate an expenditure of Twenty-Five Thousand (\$25,000.00) Dollars or more, unless specifically set out in a budget presented to and approved at the Annual General Meeting of the Association, except with the approval of the members, at a meeting duly called.

8.5 GIFTS

8.5.1 Gifts in furtherance of the corporate purposes of the Association in cash on an unconditional basis may be accepted without special authorization of the Board of Directors. Gifts which are conditional or of a non-cash nature may only be accepted by the Association with a special authorization of the Board of Directors, or a committee established for that purpose, or pursuant to a Board policy, as the case may be.

8.6 AFFILIATIONS

8.6.1 The Board may arrange for affiliation with or membership in any other association whose objects are complimentary to those of the Association.

8.7 RATIFICATION

8.7.1 The Board of Directors shall present for ratification at the Annual General Meeting in each year a motion for ratification of the acts of the Directors including a motion for ratification of the budget.

ARTICLE 9

9.1 RECORDS

9.1.1 The records of the Association shall include adequate records of:

9.1.1.1 The amount and character of the Association's assets from time to time, where located, and where and how invested;

9.1.1.2 All gifts received, showing the nature and amount thereof, the name of the donor, and the conditions, if any, applicable thereto;

9.1.1.3 All other income and sources thereof;

9.1.1.4 The amounts applied, appropriated, or expended; and

9.1.1.5 The purposes and objects for which and the parties to or for whom such applications or appropriations and expenditures have been made.

9.2 CUSTODY OF THE MINUTES

9.2.1 The Secretary of the Association shall have custody of the Minutes of Proceedings of meetings of the Association and of the Board of Directors and the various committees and of all the other books and records of the Association.

ARTICLE 10

10.1 FISCAL YEAR

10.1.1 The Association shall operate on a fiscal year basis ending on December 31st of each year and the accounts shall be audited as soon as possible thereafter by auditors appointed at the previous annual meeting.

ARTICLE 11

11.1 PARLIAMENTARY PROCEDURE

11.1.1 Parliamentary procedure shall be governed by Robert's Rules of Order (Revised)

ARTICLE 12

12.1 AMENDMENTS

12.1.1 These By-laws may be amended by a resolution passed at the annual meeting or at any special meeting of the Association by a majority of not less than 75% of the votes of all members

present in person or by proxy for this purpose only, or by way of a mail-in ballot, or by resolution consented to in writing by every member of the Association provided that at least twenty-one (21) days written notice of the proposed amendment or amendments shall have been given to the members of the Association.

ARTICLE 13

13.1 DISPUTE RESOLUTION

13.1.1 In the event that complaints or disputes are referred to the Association by members, the Board of Directors shall cause to be established a dispute resolution mechanism to consider the dispute and the decision of the established mechanism shall be final and binding on all of the interested parties.

13.2 LIABILITY PROTECTION

13.2.1 The Directors of the Association shall not be liable for any act, or conduct which was made or taken in accordance with these By-Laws and in good faith. The Association shall indemnify and protect each of the Directors of the Association in respect of any costs, claims, expenses or liabilities (including legal fees on a solicitor and his own client basis) in respect of any obligation incurred by or imposed upon any member of the Board of Directors where the act or conduct of the Director complained of was performed in accordance with the Association's By-Laws and in good faith in the best interests of the Association.

14.1 WIND-UP

14.1.1 In the event that the Association is dissolved or wound up, then the assets of the Association shall, after payment of all debts and obligations:

14.1.1.2 be returned, if practicable and to the extent possible, to the donor or provider of such assets and failing which, given to such organization or organizations which will in the opinion of the Board of Directors be best able to preserve, present, display or otherwise act in a manner consistent with the objects of the Association, having like objects, including but without restricting the generality of the foregoing, Alberta Archives, to the intent that such assets shall go to an organization or organizations which shall be a proper custodian for such assets and in the common public interest.