

**Buckskin Artists Community  
Member Information Packet  
January 1, 2023**

**Buckskin Artists Community, Inc.**  
(a non-profit Arizona Corporation)

(Amended)  
**Bylaws**

**ARTICLE I**  
**Offices**

**1.1 Principal Office**

The principal place for the transaction of the business of the Corporation in Arizona is located at Heber, Arizona.

**1.2 Other Offices**

The Corporation may have offices at other places within the State of Arizona as the Board of Directors may determine.

**ARTICLE 11**  
**Purpose and Objectives**

**2.1 Purpose**

The purpose of the Corporation shall be to serve its members by assisting said members to maintain, protect and service residential lots owned by them and to carry out any and all lawful activities for which nonprofit corporations may be formed under the laws of the State of Arizona.

**2.2 Objectives**

A statement of corporate objectives, both short term and long term, shall be created each year by the Board of Directors at the first annual meeting of the Board and communicated to members.

**ARTICLE 111**  
**Members .**

**3.1 General**

The members of the Corporation shall consist of individuals and entities qualifying pursuant to the Corporation's articles of Incorporation and these Bylaws, each to serve until membership shall terminate as hereinafter provided.

**3.2 Membership**

3.2.1 Membership in the Corporation will not be limited or restricted because of race, creed, color, nationality or political affiliation.

3.2.2 The Membership shall be constituted as belonging to two categories; "regular and auxiliary." Regular membership shall be limited to the owners of a lot or lots within Buckskin Artists Community and Buckskin Artists Community West, located in Section 25, township 12N, Range 16E, G.S.R.B.M., Navajo County, Arizona. Auxiliary membership may be granted to the owner of a lot or lots within parts of the same Section 25, but not qualifying under section (3.2.2) above as Regular Members. The Auxiliary Membership area is described in further detail in Appendix I of the Buckskin Artists Community Water Service Policy and is defined in the Navajo County Assessors map 207-18 and is the area within code 0607. Auxiliary Membership will only be granted upon such terms and conditions as the Board of Directors may prescribe, including, but not limited to, the payment of initiation fees, annual membership dues, special project assessments and any other dues and/or fees in such amount as may be approved by the Board of Directors.

3.2.3 Any Member, whether Regular or Auxiliary, meeting all requirements as may, from time-to-time be set forth by the Board, shall be termed a "member in good standing" and shall have and maintain all membership rights as specified in the Articles of Incorporation and in these Bylaws.

3.2.4 Owners within Buckskin Artists Community with individual Navajo County Assessor Parcel Numbers and physical addresses are required to become Buckskin Artists Community Home Owners Association members and pay annual membership dues on each separate piece of property.

**3.3 Application for and Admission to Membership**

Any person or entity applying for membership shall submit an application accompanied by the respective fee(s), dues and/or assessments. Membership will be granted if the applicant meets the membership criteria specified in Section 3.2 above and upon acceptance of the application by the Board of Directors or its duly appointed agent

### **3.4 Fees, Dues and Assessments**

3.4.1 Each member, in order to remain in good standing, must pay, within the time and upon the conditions set by the Board, the initiation fee(s), annual dues and special assessments in an amount to be determined, from time to time, by the Board of Directors.

3.4.2 The Board of Directors may levy an assessment, apportioned equally on the basis of each acre of land or major fraction thereof, for the purpose of providing water service, road improvements or any other Community services as provided for by the Articles of Incorporation or these Bylaws.

3.4.3 The Board of Directors shall be empowered to discontinue water service or provide for such discontinuance in any contract for such service, file assessment liens and foreclose on properties if a member is more than 30 days delinquent in payment of any dues, fees or special assessments levied by the corporation following applicable Arizona State laws relevant to Home Owners Associations.

3.4.4 Annual dues statements are sent out the first week of April. A 10% penalty will be added to annual dues assessments for those members who have not paid by May 15. After May 15 of the second year of nonpayment, accounts are sent to BAC's collection legal firm, an assessment lien is filed on the property and/or water service is shut off and locked out, and the owner is charged a \$200.00 service fee.

3.4.5 Membership in good standing, as well as member services and privileges shall be restored immediately upon payment of all delinquent accounts in full including any late fees which may be assessed.

### **3.5 Resignation and Removal of Members**

The membership of any member shall terminate upon occurrence of any one of the following:

- (i) The sale or transfer of Member's interest in that real property upon which membership was based; and,
- (ii) The occurrence of any other event which renders a member ineligible for membership.

## **ARTICLE IV Meetings**

### **4.1 Place of Meeting**

Meeting of members shall be held at any place within the State of Arizona designated by the Board of Directors.

### **4.2 Annual Meeting**

The date of the annual meeting of members shall be determined by the Directors, pursuant to authority herein granted. At the annual meeting, Directors shall be elected or approved, reports of the affairs of the Corporation considered, and any other business transacted which is within the powers of the members.

### **4.3 Special Meetings**

Special meetings of members may be called at any time by the Chairman of the Board of Directors, the President, the Board of Directors or by 20% of the members in good standing. Except where express provision is otherwise made by statute, notice of special meeting shall be given in accordance with Section 4.5.

### **4.4 Action without Meeting**

Any action required by the Arizona Revised Statutes to be taken, or any action which may be taken, at any annual or special meeting of members, except the approval of an agreement for merger or consolidation of the Corporation with other corporations, approval of the sale of all or substantially all assets of the Corporation, or a voluntary dissolution of the Corporation, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the actions taken, is signed by the members. Prompt notice of the taking of action without a meeting by less than unanimous written consent shall be given members who have not consented in writing.

### **4.5 Notice of Members' Meetings**

4.5.1 General Notice Consents – All notices of meetings of members shall be given in accordance herewith. The notice shall specify the date, time and place of the meeting, by whom called and (a) in the case of a special meeting, the general nature of the business to be transacted, and no other business may, in that case, be transacted, or (b) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving notice, intends to present for action by the members.

4.5.2 Notice of Certain Agenda Items - If action is proposed at any meeting for approval of any of the following, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice, or waiver of notice, states the general nature of the proposal(s):

- (i) Removing a Director without cause;
- (ii) The filling of vacancies of the Board by the members;
- (iii) Amending the Articles of Incorporation;
- (iv) Approving transactions in which a Director has material financial interest;
- (v) Approving a plan for distribution of assets, other than cash, in liquidation;

4.5.3 Manner of Giving Notice - Written notice of each meeting shall be given each member entitled to vote, either personally, by e-mail or by USPS mail, charges prepaid, sent to the member's address on the membership roll. If a member gives no address, notice is deemed given if mailed to that person c/o the Corporation at its then current mailing address. All notices shall be sent not less than 30 days prior to each meeting.

#### **4.6 Sufficiency of Notice**

Whenever notice is required, a waiver thereof in writing signed by persons entitled to such notice, whether signed before or after the time stated, shall be deemed equivalent to giving such notice. Attendance of a person at any meeting, either in person or by proxy, shall constitute a waiver of notice of such meeting, except where attendance is for the express and stated purpose of objecting to the transaction of business because the meeting was not lawfully called or convened.

#### **4.7 Record Date**

The Secretary/Treasurer will provide the Directors a list of members in good standing who are eligible on a specific date to receive notice to vote at any meeting or adjourned meeting, or to express or dissent from any proposal without a meeting, or to make a determination of membership for any purpose. This date shall not be more than 90, or less than 10 days before a meeting, or more than 90 days prior to any other action.

#### **4.8 Voting List**

The officer in charge of the membership roll shall prepare, at least 10 days before a meeting of members, an address list of members entitled to vote. The list shall be open to examination by any member at the principal place of business of the Corporation for a period of at least 10 calendar days prior to a meeting. The list shall be kept at the meeting, during the whole time there-of, and may be inspected by any member present.

#### **4.9 Quorum**

The presence in person, or by proxy, of 15% of members in good standing shall constitute a quorum. Members present at a duly held meeting at which a quorum is present may do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If less than a quorum is present, the affirmative vote must be such as would constitute a majority if a quorum is present. An affirmative vote of a majority then present is sufficient to adjourn a meeting.

#### **4.10 Adjourned Meeting and Notice**

Any member's meeting may be adjourned by a vote of a majority of the members which are present in person, or represented by proxy thereat, but no business may be transacted during that portion of a meeting where no quorum is present.

When any members' meeting is adjourned for 30 days or more, notice shall be given as in the case of an original meeting. In other cases, it shall not be necessary to give notice of the time and place of an adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which adjournment is taken.

#### **4.11 Proxies**

Every person entitled to vote or execute consents shall have the right to do so either in person or by a written proxy executed by him or his authorized agent and filed with the corporate secretary. Any proxy duly executed is not revoked and continues in full force and effect until an instrument revoking it, or a duly executed proxy bearing a later date, is filed with the secretary; provided, that a proxy may be revoked by the person who has executed it when such person attends a meeting and desires to vote personally; and provided further, that no such proxy shall be valid after the expiration of 10 months from date of execution, unless the length of time for which such proxy is to continue in force is specified therein.

#### **4.12 Inspectors of Election**

In advance of any meeting of members, the Directors may appoint person(s), other than nominees for office, as inspectors of election for such meeting or any adjournment thereof. If inspectors are not appointed, the chairmen of a meeting may, and upon request of any member or his proxy shall, make an appointment at the meeting. The number of inspectors shall be between 1 and 3. If appointed at the request of a member, the majority of members present shall determine whether 1 to 3 inspectors are to be appointed.

The duties of inspectors shall include:

- (i) Counting and tabulating all votes or consents and determining the results; and
- (ii) Such acts as may be proper to conduct the election with fairness to all members.

If any person appointed fails to appear or fails or refuses to act, the vacancy may be filled by appointment by the Directors in advance of the meeting, or at the meeting by the chairman. Any report or certificate made by the inspectors of election shall be prima facie evidence of the facts stated therein.

## **ARTICLE V Voting**

### **5.1 Eligibility to Vote**

Persons entitled to vote at any meeting of members shall be all members in good standing as of the record date. Voting shall be on the basis of one (1) vote per property owner and if there shall be more than one owner of such property, said owners shall be entitled to one (1) vote in the aggregate.

### **5.2 Casting of Votes**

Voting may be by voice or ballot, provided that any election of Directors must be by secret ballot or by roll call vote.

### **5.3 Majority**

If a quorum is present at any meeting of members, annual or special, the affirmative vote of the majority of members eligible to vote, and voting on any matter (other than the election of Directors) shall be the act of the members.

## **ARTICLE VI Election of Directors**

### **6.1 Nominations and Solicitations for Votes**

6.1.1 Nominating Committee - The Chairman of the Board, or President if there is no Chairman, shall appoint a committee to select candidates for election to the Board of Directors at least 45 days before the date of any election. The Secretary shall forward to each member, with the notice required by Article IV, a list of nominees, by office.

6.1.2 Nominations by Members - A petition signed by 20% of the members in good standing may nominate candidates before the 90th day preceding the election. Upon timely receipt of a petition signed by the required number of members, the Secretary shall after validating the petition, cause the names of candidates named thereon to be placed on the ballot along with those candidates named by the nominating committee.

6.1.3 Nominations from the Floor - If a meeting to elect Directors is held, any member present, either in person or by proxy, may place names in nomination.

6.1.4 Solicitation of Votes - If more people are nominated than can be elected, a procedure that allows all nominees an opportunity to solicit votes, and all members a reasonable opportunity to choose among nominees, shall be established by the Board. If, after the close of nominations, the number of nominees is not more than the number of Directors to be elected, the Directors may, without further action, declare that those nominated and qualified have been elected.

#### **6.2 Votes Required for Election**

Candidates receiving the highest number of votes shall be elected as Directors, unless the number of nominees is not more than the number of Directors to be elected.

### **ARTICLE VII Board of Directors**

#### **7.1 General Powers**

Subject to limitations in the Articles of Incorporation, the Bylaws and the Arizona Revised Statutes as to action to be authorized or approved by the members, and subject to the duties of Directors prescribed by the Bylaws, all powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. The Board shall have the power to delegate any powers exercised or exercisable by the Board to any standing or special committee, to any officer or agent, or to appoint any person as agent of the Corporation, with such powers, including the power to sub delegate, and upon such terms, as the Board deems appropriate.

#### **7.2 Specific Powers**

Without prejudice to the general powers outlined here-in, and subject to the same limitations, the Directors shall have the power to:

- 7.2.1 Select and remove officers, agents and employees of the Corporation; prescribe any powers and duties for them that are consistent with Article 7.1, the Articles of Incorporation, or with these Bylaws; and fix their compensation. Adopt or alter, make and use a corporate seal;
- 7.2.2 Change the principal business office in Arizona from one location to another;
- 7.2.3 Enter into agreements with the federal, state, county or other governmental agencies, or with public utilities, Rural Electrification Association Cooperatives, or other private or public firms or organizations for the purpose of carrying out the corporate objectives; conduct business within or without



the State of Arizona; and designate any place within the State of Arizona for the holding of any meeting including annual meetings.

- 7.2.4 Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

### **7.3 Number and Qualifications of Directors**

The number of Directors shall not be less than 3, nor more 15 as has been determined by resolution of the Board of Directors. At any given time, all Directors then serving shall be qualified as members in good standing.

### **7.4 Election and Term of Directors**

An election of Directors shall be held at each annual meeting of members but, if any such annual meeting is not held, or the Directors are not elected there-at, the Directors may be elected at any special meeting held for that purpose.

Directors shall be elected for a 3 year term with 1/3 of the Board then serving elected at each annual members' meeting. Nominations and elections shall be organized so as to conform hereto. Directors shall hold office until their respective successors are elected, or until earlier resignation or removal. No person shall serve more than 2 consecutive terms as a Director, except as per the following: A Director may remain on the Board past the sixth (6<sup>th</sup>) year of continuous service as presently allowed, if approved by seventy five percent (75%) of the total remaining Board after excluding the member who is the subject of the vote. The vote will occur annually by e-mail ballot or at a Board meeting prior to the first of April mailing of the Board member election ballots.

### **7.5 Vacancies**

Vacancies in the Board of Directors may be filled by an affirmative vote of a majority of remaining Directors, though not less than a quorum, or by a sole remaining Director. A vacancy shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased, or if the members fail, at any meeting at which Directors are elected, to elect the full authorized number of Directors to be voted for at such meeting. The members may at any time elect a Director or Directors to fill any vacancy or vacancies not filled by the Board of Directors. If the Board accepts the resignation of a Director tendered to take affect at a future time, the Board, or the members, shall have the power to elect a successor to take office when the resignation is to become effective. No reduction in the authorized number of Directors shall shorten the term of any incumbent Director.

#### **7.6 Removal**

A Director may be removed, with or without cause, by a vote of a majority of members entitled to vote at an election of Directors, or by the members at any regular or special meeting of the members.

Directors are automatically removed from the Board of Directors after two (2) consecutive, unexcused absences from properly scheduled Board meetings within one year, starting with the Board meeting that immediately follows the Annual Membership Meeting.

#### **7.7 Resignation**

A Director may resign by giving written notice to the secretary of the Corporation. Unless otherwise specified, the resignation shall take effect upon receipt, and acceptance thereof shall not be necessary to make it effective.

#### **7.8 Quorum**

One third, and a minimum of two, of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided.

#### **7.9 Action of Board of Directors**

Every decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the directors, unless a greater number is required by law, by the Articles of Incorporation or by these Bylaws. Each Director present shall have one vote.

#### **7.10 Time and Place of Meeting**

Regular meeting of the Board may be held without notice at such time and place as it shall determine. Special meetings of the Board shall be held upon notice to Directors. Written notice of the date, time and place of the special meetings shall be delivered personally to each Director or sent by mail or by other form of written communication, charges prepaid, addressed as it is shown on the records of the Corporation. If notice is mailed or telegraphed, it shall be deposited in the United States mail, or delivered to the telegraph company at least 10 days prior to the date of the meeting. If such notice is personally delivered, it shall be so delivered at least 10 days prior to the date of the meeting. Such mailing or delivery shall be due, legal and personal notice to such Director.

#### **7.11 Waiver of Notice**

The transactions of any meeting of the Board, however called and noticed, or wherever held, shall be as valid as though transacted at a meeting duly held wherever held, shall be as valid as though transacted at a meeting duly held after regular call and notice, if a quorum is present and if each of the Directors not present signs a written waiver of notice or consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be made a part of the minutes of the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

#### **7.12 Participation in Meeting by Telephone**

Members of the Board, or any committee, may participate in a meeting by means of conference telephone or similar communications equipment whereby all persons participating can hear each other. Participation pursuant to this subsection shall constitute presence in person at such meeting.

#### **7.13 Action without a Meeting**

Unless restricted by the Articles, or these Bylaws, any action taken at any meeting of the Board, or any committee thereof, may be taken without a meeting, if all members consent thereto in writing setting forth the actions taken, and the writing or writings are filed in the minutes of the proceedings of the Board or committee. Such consent shall have the same effect as a unanimous vote.

#### **7.14 Adjournment**

A quorum may adjourn any Directors' meeting to meet again at a stated day and hour; provided however, that in the absence of a quorum, a majority of those Directors present at the meeting may adjourn until the time fixed for the next regular meeting of the Board.

#### **7.15 Notice of Adjournment**

Notice of the time and place of holding an adjourned meeting need not be given absent Directors if the time and place are fixed at the meeting adjourned.

#### **7.16 Reimbursement of Expenses**

Directors and committee members may receive such reimbursement of expenses, as may be determined by the President or Secretary/Treasurer of the Board then serving, to be just and reasonable. All such expenses reimbursed to Directors shall be disclosed separately in the annual financial report of the Corporation to the members.

## **ARTICLE VIII Committees**

### **8.1 Executive Committee Constitution**

The Board of Directors may, by a resolution adopted by a three quarter (3/4) majority appoint an executive committee, consisting of at least 3 members, who must be Directors. The members of the committee shall hold office until the meeting of the Board next following the annual meeting of members after their appointment and until their successors are appointed. All or any of the committee members may be removed at any time by a majority vote of the Board. The Board of Directors may also fill vacancies in the executive committee by a majority vote.

### **8.2 Executive Committee Organization**

The members of the executive committee shall elect a chairman, who shall appoint a secretary. The committee shall fix rules of procedure approved by the Board, and meet where and as provided by such rules. But in every case, the presence of an absolute majority shall be necessary to constitute a quorum. The committee secretary shall keep minutes of all meetings, which shall be open to inspection by any Director within 10 days of any meeting held, at Heber, Arizona. Any Director may attend any meeting of the executive committee at any time. The affirmative vote of a three quarter (3/4) majority of committee members shall be necessary for the adoption of any resolution.

### **8.3 Executive Committee Powers**

The executive committee is hereby expressly vested with all the powers, duties, authority and responsibility which, under the Arizona revised Statutes, are vested in a Board of Directors except those prohibited to any committee by the Arizona Revised Statutes or the Articles of Incorporation. The executive committee has the authority to affix the Corporate seal and cause the execution of any and all written instruments, documents and other papers, by and for and as the act and deed of the Corporation, just as if done by direction of the whole Board of Directors. Any instruments, papers or documents shall be and become, when so sealed or executed, binding in all respects on the Corporation.

The Secretary of the Corporation is hereby expressly authorized to certify resolutions of the executive committee, when properly adopted pursuant to the committee's rules and procedure, as a resolution adopted by the Board of Directors or its equivalent, and further to certify this Section of the Bylaws as the authority of the executive committee so to bind the Corporation, all provided that any such resolution shall not contravene limitations of authority imposed upon this committee as herein set forth or established by the Board.

### **8.4 Executive Committee - Contracts**

No member of the executive committee shall vote on a question in which he/she is interested, but in the absence of fraud, no contract or other transaction shall be affected or invalidated because a member of the executive committee is in any way interested in, or connected with, any other party of said contract or transaction, provided that such interest shall be fully disclosed to the executive committee at the meeting at which such contract or transaction is authorized or confirmed, and provided further that at such meeting there shall be present a quorum of committee members, and said interest shall be made public in the minutes of said meeting and included in the wording of any resolution passed by the committee. The mere

ownership of a less than controlling stock ownership in another corporation by a member of the executive committee shall not disqualify him to vote in respect to any transaction between this Corporation and any such other corporation.

No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any of the members of the executive committee have interests in or are Directors or officers of such other corporation, if such contract or transaction be made, authorized or confirmed by the executive committee in the manner provided above by a majority vote of all members of the executive committee. Any member of the committee individually may be a party to or interested in any contract or transaction of this Corporation provided the transaction shall be approved by the executive committee in the manner herein set forth.

#### **8.5 Other Committees**

The Board may appoint such other committees as it deems advisable. Such committees shall have such authority and perform such duties as prescribed by the Directors. Members of such committees shall hold office until the Board meeting next following the annual meeting of members after their appointment, and until their successors are appointed, provided, however, the term of such members may be limited by resolution adopted at the time of, or subsequent to, the formation of such committee. Any member(s) of any committee may be removed by a vote of a majority of Directors. The Board of Directors may fill vacancies in such committee or committees by appointment.

### **ARTICLE IX Officers**

#### **9.1 Officers**

The corporate officers shall be President, Vice-President, Secretary and Treasurer. The Corporation may also have, at the discretion of the Directors, a Chairman of the Board, one or more additional Vice-Presidents, one or more assistant Secretaries, one or more assistant Treasurers, and such other officers as may be appointed in accordance with this Article IX. One person may hold two or more offices, except that the offices of President, Secretary or Chairman of the Board shall not be held concurrently. Such officers, except for the President, need not be members of the Board of Directors.

#### **9.2 Election**

The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Sections 9.3 and 9.4, shall resign, be removed or otherwise disqualified to serve, or his successor shall be elected.

#### **9.3 Subordinate Officers, Etc.**

The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws, or as determined by resolution of the Board of Directors.

#### **9.4 Removal and Resignation**

Any officer may be removed, with or without cause, by the Board of Directors, at a regular or special meeting of the Board, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power is conferred by the Board of Directors.

Any officer may resign by giving written notice to the Board of Directors, President or Secretary of the Corporation. Any such resignation shall take effect at date of receipt of such notice, or at any later time specified there-in; and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

#### **9.5 Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

#### **9.6 President**

The President will be the chief administrative officer and shall, subject to the control of the Board and the Chairman of the Board, if there be such an officer, have general supervision, direction and control of the business and officers of the Corporation, and see that all orders and resolutions are carried into effect, subject, however, to the right of the Directors to delegate specific powers to any other officer. The President shall preside at all meetings of the members and at all meetings of the Board of Directors. He shall have the general powers and duties of management usually vested in the office of President of a Corporation, and such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

#### **9.7 Vice Presidents**

In the absence or disability of the President, in order of their rank as fixed by the Board of Directors, or the Vice-President designated by the Board, shall perform all the duties of, and when so acting shall have all the powers of, and be subject to all the restrictions of the President. The Vice-Presidents shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

#### **9.8 Secretary**

The Secretary shall keep or cause to be kept, at the principal place of business of the Corporation, a book of minutes of all meetings of Directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, notice thereof given, names of those present at Directors' meetings, number of members present or represented at members' meetings and the proceedings thereof. In addition, the Secretary shall keep or cause to be kept at the principal office of the Corporation a membership roll containing the names, alphabetically arranged, of all persons who are members, showing their places of residence and the time when they became members. The Secretary shall also give, or cause to be given, notice of the meetings of members and the Board of Directors required by the Bylaws of by law to be given, keep the seal of the Corporation in safe custody and have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

### **9.9 Treasurer**

The Treasurer shall have care and custody of all funds and securities of the Corporation, and shall deposit said funds with a bank, trust company or other financial institution as the Directors may elect; he/she shall, when duly authorized by the Board, sign and execute all contracts in the name of the Corporation, when countersigned by the President; he/she shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the Board of Directors; he/she shall, at all reasonable times, exhibit his/her books and accounts to any Director at the corporate offices, during ordinary business hours. At the end of each year, the treasurer shall have an audit of the accounts of the Corporation made by a committee or by independent accountants appointed by Board of Directors, and shall present such audit in writing at the annual meeting of the members.

## **ARTICLE X Miscellaneous Items**

### **10.1 Checks, Drafts, Etc.**

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

### **10.2 Contracts, Etc. - How Executed**

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confirmed to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

### **10.3 Fiscal Year**

The fiscal year of the Corporation, April 30, is designated in conformance with state and Federal law and may, in accordance with said laws, be changed by resolution of the Board of Directors.

### **10.4 Corporate Seal**

The Corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Arizona." The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any manner reproduced.

### **10.5 Construction and Definitions**

Unless the contest otherwise requires, the general provisions, rules of construction and definitions contained in the Arizona General Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter; and the singular number includes the plural and the plural number includes the singular; and the term 'person' includes a corporation as well as a natural person unless otherwise required by context.

**ARTICLE XI**  
**Amendments of Bylaws**

**11.1 Power of Directors**

The Board of Directors shall have the power to amend, alter or repeal these Bylaws, and to adopt new Bylaws, by the affirmative vote of a three quarter (3/4) majority of the whole Board as then constituted, provided that notice of the proposal to make, alter, amend or repeal the Bylaws of this Corporation was included in the notice of the Directors meeting at which such action takes place.