

Bylaws
SKP KOFA KO-OP RETREAT INC.
3750 E County 17th Street
Yuma, AZ. 85365

NOTICE: Applicable landlord – tenant law

Under Arizona State law, KOFA KO-OP and its members are considered “landlord” and “tenants” respectively. The park’s landlord – tenant relationship is governed by the **Arizona Recreational Vehicle Long-Term Rental Space Act [A.R.S. Title 33, Ch. 19]**, which regulates the rental or lease of space in an RV park by the same resident for more than 180 days. A current copy of the Act is available in the park office.

Park bylaws / rules / regulations are intended to conform to the Act. Park documents take precedence unless the Act conflicts with a bylaw / rule / regulation.

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Article 1. DEFINITIONS

THESE DEFINITIONS ARE THE ONLY APPLICABLE INTERPRETATIONS OF THE TERMS USED IN THESE BYLAWS

ABSENTEE VOTE: The method by which an absentee member may participate in the election of Directors.

ANNUAL OPERATING FEE: A fee levied on each member to fund the projected operational and maintenance expenses and assure adequate asset replacement account funding of the Corporation.

ASSESSMENT: A charge levied on the membership for membership approved capital assets or emergency requirements.

BOARD: The KO-OP Board of Directors

COMPENSATION PAYMENT: Remuneration at termination.

DIRECTORS' MANUAL: A compilation of all documents, minutes, and information to provide an effective transfer of KO-OP government, and a handy reference for each director.

DRY CAMP AREA: Is an area reserved for guests or members to park in their self-contained RVs on sites which do not have individual hookups, but do have water and a dump station nearby.

EMERGENCY FUND: Funds not part of the Reserve Fund to cover emergencies and unexpected expenses of the Corporation.

EMERGENCY MEETING: The subject matter must qualify as one that needs immediate action to protect the well being, personal property, or assets of the KO-OP, the membership, or its residents.

ESCAPEES, INC.: A privately owned club that advocates a philosophy of sharing knowledge and pleasure.

FASB: Financial Accounting Standards Board

FEE: A charge levied by the Board and billed to applicable members.

FINE: A charge levied for infractions as determined by the Board.

GAAP: Generally Accepted Accounting Principles

GUEST: Those permitted to use the KO-OP overnight. They must either be members of Escapees, Inc. or be sponsored by a KO-OP member.

INFRACTION: A violation of Bylaws, Membership Regulations, Membership Park Rules, or Leasehold Agreement.

KOFA: An acronym for KING OF ARIZONA, the name of an old gold mine in the Yuma vicinity.

KO-OP: The SKP KOFA KO-OP RETREAT, Inc.

LEASEHOLD AGREEMENT: A contract between a KO-OP Member and the KO-OP, for use of a specific lot.

LIAISON: An avenue of communication between the Board and the committees.

MAJOR ASSET REPLACEMENT ACCOUNT: An account funded from the annual operating fee to pay the cost of repairs or replacement of specific major assets and major subcomponents. It is also referred to as reserve funds within these Bylaws.

MAJORITY VOTE: Over half of the votes cast, ignoring blanks, (which are empty or with

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information not called for), when a quorum has been ascertained.

MEMBER: The one or two adults whose name(s) appears on a Membership Certificate and Leasehold Agreement, one of whom must be fifty-five (55) years of age or older.

MEMBERSHIP: The privilege of maintaining a leased lot in the KO-OP and the use of all common use areas and facilities. Consists of a valid Membership Certificate and Leasehold Agreement.

MEMBERSHIP, (the): A term used to refer to the total number of memberships issued by the KO-OP.

MEMBERSHIP CERTIFICATE: Legal means by which membership in the KO-OP is granted to those who qualify and have entered into a leasehold agreement.

MEMBERSHIP PARK RULES: A list of rules, adopted by the membership, for members and guests to obey.

MEMBERSHIP REGULATIONS: Those regulations applicable to and adopted by the membership.

PRESENT: Members represented in person for meetings of the membership or Board. Those Board members who convene for emergency meetings by using a conference telephone system whereby each member in attendance can hear and be heard by all.

PROXY VOTE: The method by which an absentee member may participate in agenda items at a membership meeting.

QUORUM (of the Membership): Is the majority of the members eligible to vote, either present at a meeting or by proxy.

QUORUM (of Directors): Five, (5) present at a meeting.

RECREATIONAL VEHICLE (RV): A state-approved recreational vehicle, which does not exceed forty-five (45) feet in length (tongue length included), one hundred forty-four (144) inches width as measured from outside of all structures (tip-outs or slide-outs excluded), or four hundred (400) square feet (including tip-out area). It must have an RVIA, RPTIA or CRVA seal or be approved by the Board.

RESERVE FUNDS: Funds accumulated to cover the cost of repairs or replacement of major asset over its lifetime.

RESIDENTIAL VEHICLE: An RV used as living quarters, located on a lot within the KO-OP.

ROBERT'S RULES OF ORDER: The manual of parliamentary procedures for conducting orderly meetings.

SELF-CONTAINED RV: A state-approved RV (but defined and restricted by these Bylaws) with a holding tank for waste, a fresh water supply tank, and twelve (12) volt electrical services, including cooking and sleeping accommodations. The utilities must be capable of functioning for limited periods of time without hookups.

SKP: An anagram of Escapees, Inc.

SPONSORING MEMBER: A member who invites guests to stay at the KO-OP, either in the sponsoring member's RV, the dry camp area, or on a rental lot.

TRANSFERABLE PROPERTY: The additions to the terminating member's lot, which are deemed saleable, by the Lot Evaluation Committee.

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TREASURER PROCEDURES MANUAL: A manual, which directs the methods of handling KO-OP monies. It also details required procedures of accounting, financial records, and reports.

TWO-THIRDS VOTE: Two-thirds of votes cast, ignoring blanks (which are those empty or with information not called for), when a quorum has been ascertained.

VOTING MEMBER: The one member, of a membership, designated to vote.

WAITING LIST: A list of SKP members waiting for a membership.

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Article 2. NAME, STATUS AND PURPOSE

Section 2.1 Name

- A) The corporation shall be known as the SKP KOFA KO-OP RETREAT, INC., and shall be referred to herein as the KO-OP.

Section 2.2 Organizational Status

- A) The KO-OP is a nonprofit corporation organized under the laws of the State of Arizona as defined in the *Arizona Nonprofit Corporation Act*.
- B) The principal office of the KO-OP shall be located in Yuma County, Arizona.
- C) The KO-OP is designated as a “fifty-five (55) and over senior park”.

Section 2.3 Purpose

- A) The purpose of the KO-OP is to provide and maintain a quality RV Park for its limited membership, and a dry camp area for members and guests.
- B) Outside of the membership, the property and material possessions of the SKP KOFA KO-OP will not be rented, leased, loaned, or allowed to be used for a donation by any group, club, or cause, for any reason.

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Article 3. MEMBERSHIP

Section 3.1 Requirements

- A) Members are required to:
 - 1. Maintain a current membership in the Escapees, Inc.
 - 2. Abide by the Bylaws, their leasehold agreement, Membership Regulations and the Membership Park Rules.
 - 3. Pay all assessments, fees, and fines within a given payment due date.
 - 4. Memberships are limited to two persons, one of which whose name appears on the Membership Certificate and Leasehold Agreement must be fifty-five (55) years of age or older.
 - 5. No person shall hold singly or jointly, interest in more than one lease in the park at any one time.

Section 3.2 Responsibilities of Members

- A) Address: Member must have a current mailing address on file at the KO-OP office.
- B) Encumbrance: Members shall maintain their lots free of financial encumbrances.
- C) Financial Support: Member shall contribute money as necessary to maintain a solvent KO-OP.
- D) Guests: Sponsoring members are responsible for their guests' conduct and unsettled financial liabilities to the KO-OP
- E) Lot Improvement and Maintenance
 - 1. Member must contact the Lot Development Committee before any changes may be made to his/her lot.
 - 2. Members shall maintain lot and improvements in compliance with Yuma County ordinances and the KO-OP rules, regulations and guidelines.
- F) Lot Evaluation: The Lot Evaluation Committee will evaluate a leasehold lot when directed by the Lot Transfer Committee. The evaluation will follow the Evaluation Committee Guidelines as approved by the Board of Directors
- G) Participation: Members are encouraged to participate in committee and government functions, as well as to contribute time and effort to other activities, which will assist in the smooth running of the KO-OP
- H) Conduct:
 - 1. Members and their guests shall conduct themselves at all times in a manner to ensure a harmonious and smooth-running park and shall not be a disruptive influence.
 - 2. Members or their guests shall not engage in behavior which is detrimental to the reputation or is financially damaging to the park or its membership.
 - 3. Members or their guests shall not harass or abuse other members, guests, or managerial staff. All complaints about other members or guests shall be made to the Grievance

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Committee or the Board of Directors. All complaints about managerial staff shall be made to the Board of Directors and not to the managers.

Section 3.3 Rights and Privileges of Members

- A) Access to the KO-OP Reports, Books and Records: Each member entitled to vote, upon written demand stating the purpose of the examination, may examine, in person or by agent or attorney, at any reasonable time and for proper purpose, the Corporation's relevant books and records of account, minutes and record of members and make copies of or extracts from the books, records or minutes.
- B) Amending Membership
1. Membership may be amended to reflect a maximum of two (2) adults.
 - a) The person to be added must fulfill the following:
 - i. Be a current member of the Escapees Club.
 - ii. Must be fifty-five (55) years of age or older if the sponsoring member has not reached that age.
 - iii. Have reached number one position on the KO-OP Waiting List.
 - iv. Must have been notified in writing by the KO-OP Lot Transfer Committee that he/she has become eligible for membership in the KO-OP,
 - b) Spouse's name may be added at any time, except as otherwise provided in Article 3, Section 1, Paragraph A, Subparagraph (5).
 - c) Upon death of a member his or her name shall be removed from the membership. The membership will be retained by the surviving member, regardless of age.
 - d) A name may be removed from the membership by written request from the member who wishes to be removed.
- C) Grievance
- Member may submit a grievance (written and signed) to the Grievance Committee and shall receive consultation
- D) Guests and Caregivers
- Members who are present in the KO-OP may have guests and caregivers in their RV, or in self-contained RVs in the dry camp area or on rental lots.
- a) A member undergoing hospitalization or is in another type of healthcare facility may have up to two persons at least 18 years of age occupy the member's unit on a temporary basis not to exceed thirty (30) days. The physician must provide a written statement that hospitalization or other type of healthcare facility is required for the member. The written statement may be renewed for an additional thirty (30) days. The KO-OP shall not charge a fee for such persons. Such persons shall have no tenancy rights and shall comply with all KO-OP Bylaws, rules and regulations. The member shall be responsible for the acts of the caregivers.

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- b) In the event of the death of the member, a responsible relative or nominee of the member's family may occupy the member's unit and space for a period not to exceed thirty (30) days.
- E) Infractions:
- 1. Notification: A member shall receive written notification of his/her infraction from the Board of Directors or the manager.
 - 2. Procedures for infractions resulting in other than termination:
 - a) Member must utilize the Grievance Committee procedures. If not resolved by the Grievance Committee, member may appeal to the Board of Directors.
 - b) If the dispute is not settled by the procedures in subparagraph a). above, the member must submit to mediation utilizing a professional mediation service, the charges for which shall be borne equally by the member and the KO-OP.
 - c) If the dispute is not settled, it shall be submitted to mandatory binding arbitration, in which case the decision of the arbitrator shall be final. The cost of arbitration will be shared equally by the member and the KO-OP. The costs of sharing shall not include expenses of the member for witness fees, attorney fees, etc.
 - d) Any member who files a civil suit in lieu of following the above procedures will be terminated immediately.
- F) Assignment or Subletting of Leasehold Interest: The lessee shall not assign or sublet their leasehold interest, nor authorize the use of the premises, or any part thereof, except to the Lessor under a share rental agreement to an Escapee Club member. The Lessee may reassign the Leasehold to the Lessor in a transfer or termination procedure.
- G) Intra-KO-OP Lot Exchanges:
- 1. When a lot becomes available and is posted on the bulletin board in the clubhouse for seventy-two (72) hours, a member may initiate a request for the lot through the KO-OP.
 - 2. Any member shall have the right to enter into an agreement for exchange of his/her lot with any other member. Such an exchange shall not create any rights to the other members; however the KO-OP shall be paid its reasonable expenses for documentation of the exchange. If there is a permanent residential unit/structure involved, it shall be the obligation of exchanging member to settle the financial terms and adjustments for the exchange of said unit.
 - 3. Monies from exchange of lots shall be deposited through the office and any necessary checks are to be issued by the Treasurer.
- H) Meetings
- 1. Members may attend all Membership Meetings and open Board meetings.
 - 2. Members may participate in any Annual Membership Meeting by speaking or offering a motion on any matter concerning the KO-OP except motions requiring advance notification to all members (such as amendments to Bylaws, Articles of Incorporation, Membership Park Rules and Membership Regulations).

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- I) Rental Pool
 - 1. Member may enter his/her unoccupied lot into the rental pool.
 - 2. Members who entered their lot in the rental pool must be the member of record on the last day of the fiscal year to receive compensation therefore, after the annual fee has been set. Members purchasing their membership leasehold during the fiscal year may receive rental pool compensation for only those days that they personally authorized rental of the lot.
- J) Reports
 - 1. Members shall receive an annual report from the Board of Directors.
 - 2. Member may request a copy of any posted report at current copying charges.
- K) Storage: Members, employees, and registered guests may use the KO-OP storage area when space is available and after being assigned a space by the management.
- L) Suggestions:
 - 1. Members are encouraged to submit written suggestions regarding the KO-OP to any member of the Board. These will be brought to the attention of the Board at the next scheduled meeting.
 - 2. The Member shall receive a reply in writing if requested.
- M) Voting
 - 1. Members have one vote per membership
 - 2. Members shall vote for directors by mail-in electoral ballot. Voting on all other KO-OP matters must be in person or by proxy.
- N) Use of Facilities: Member may use all common use areas and facilities within the limitations of the Membership Rules and Regulations of the KO-OP.
- O) Willing of Proceeds: Member may will the proceeds from the resale of his/her current equity in the KO-OP Membership and transferable property.

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Article 4. FINANCES

Section 4.1 General Requirements

- A) Fiscal Year: The fiscal year shall begin January 1 and end December 31.
- B) Procedures: All financial accounting shall be performed using the nonprofit methods of accounting for reporting our revenue and expenses to the Federal and State Governments. The services of a Certified Public Accountant shall be used to perform the accounting function under the supervision of the Board of Directors. To provide for continuity, a Treasurer's Manual shall be developed and maintained by the Treasurer and approved by the Board.
- C) Record Security: Computer based financial records will be backed-up using currently accepted procedures on a scheduled basis and the backup copies stored in a secure off site location, as set forth in Treasurer's and Office Procedure Manuals. Non computer based financial records will be stored in a secure location as determined by the Treasurer and approved by the Board. The retention method and duration of all records will be determined following guidelines suggested by the Financial Accounting Standards Board, the Generally Accepted Accounting Principles and approved by the Board.
- D) Financial Statement and Reports
 - 1. Financial statement:
 - a) The Board shall provide an annual financial statement issued by the accountant or the treasurer to each member at the time of the annual meeting.
 - b) The accountant or the treasurer shall provide the Board and Budget Committee with monthly financial statements for the months of October through March.
 - 2. Financial reports:
 - a) The accountant or the treasurer shall provide a monthly expenditure versus budget comparison for the months October through March.
 - b) The accountant or the treasurer shall provide such other financial reports as required.
- E) Audit:
 - 1. The financial records of the corporation shall be audited as follows:
 - a) Prior to the Annual Meeting, the Audit Committee shall audit the records of the previous fiscal year.
 - b) When a new treasurer assumes office.
 - c) At the request of a majority of the membership.
 - d) At the direction of the Board.
 - e) When there is a managerial change in the KO-OP office.
 - 2. The Audit Committee may ask the Board for an outside audit if deemed necessary.

Section 4.2 Sources of Income

- A) Assessments

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1. Assessments shall be for capital improvements which will add to the value of a membership (lease).
 2. Assessments may be requested by committees or petition and signed by 16 members and presented to the Board. The Board will then present the assessment to the membership for approval.
 3. Assessments for improvements or assets required by law or in case of an emergency may be imposed on the members by the Board without members' approval.
- B) Annual Fees: Each member shall contribute an equal share to the annual fees for operating expenses and funding of Repair/Replacement funds as determined by the Budget Committee and approved by the Board. The amount so determined shall be binding to the membership and shall be due and payable upon approval by the Board
- C) Penalties: The Board may establish penalties for late or nonpayment of fees or other financial obligations due to infractions of the Membership Regulations, Membership Park Rules and Bylaws. Such financial obligations are due at the time they are levied or assessed (subject to time allowances set forth in Paragraph 9 of the Membership Regulations). If not paid prior to the end of the fiscal year, they will be added to the individual's annual maintenance fee for the following year. No penalty for infractions of the Membership Regulations, Membership Park Rules or Bylaws shall be imposed without written notification.
- D) Rental Income: Income from non-members, Escapees, and guests of members using lots rented by the corporation for those members giving permission to rent their lot.
1. Rental fees for the use of lots will be established by the Board.
 2. Income from these rental fees shall be divided: 40% shall go to the Corporation, and the 60% balance shall be retained in a rental credit fund. Credits shall be applied to the next year's annual fees and may not be more than the amount paid for the fiscal year in which earned. In the event of the death of a member or the surviving member or the return of a lease any time during the year (except as provided for in Article 3, Section 3, Paragraph I, 1 and 2), income earned by that lot shall accrue to the Corporation.
 3. The amount of refund earned by each participant shall be calculated monthly as described in the Treasurer's Manual and office procedures.
- E) Other Sources: Income may be received from other sources such as, but not limited to, gifts, cash contributions, interest, laundry, dry parking sites and pay phones.

Section 4.3 Reserves

- A) Reserve funds shall be established for repair or replacement of specific major assets. A major asset or repair must have a money value of over five thousand dollars (\$5,000.00). To qualify as a major asset, if a major asset subcomponent requires replacement or repair, it must have a money value of over five hundred dollars (\$500.00). The asset replacement reserve will be established by the Board. The fund shall be divided into specific amounts for each designated

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asset. The Board will authorize the expenditure of all repairs or replacement of assets established in the reserve account. If one asset needs more for repair or replacement than has been allocated, the necessary balance may be “borrowed” from other assets when approved by the Board. Funds so borrowed must be replaced at the earliest possible time.

- B) An Emergency Fund will be established of ten thousand dollars (\$10,000.00) to fund unforeseen operational emergencies and other unexpected expenses of the Corporation with the approval of the Board.
- C) All unexpended operating funds at the end of the fiscal year shall be carried over to the next fiscal year as income.
- D) The Board with the assistance of the Budget Committee, or other such committees as it shall appoint, will on a yearly basis perform a study of their reserve funding necessary to replace major assets at the end of their expected usable life. Each year the annual fees will include sufficient amounts to be added to the reserve funds, which will provide 100% funding of all major assets at the end of their useful life. The Board and the Budget Committee shall devise a plan to accelerate the buildup of this fund as rapidly as they determine to be economically and equitably fiscal.
- E) All bank accounts may be moved to provide the best income for the Corporation with the approval of the Board.
- F) The Emergency Fund and the Board Asset Fund will be replaced in the new budget up to the amount spent in the previous year.

Section 4.4 Budget

- A) The Budget Committee shall prepare a budget which will anticipate the expenses for the operation and maintenance of the Corporation for the coming fiscal year.
- B) The proposed budget will be submitted to the Board for their approval no later than one week after the fiscal year. A report will be presented to the membership for their information at the annual meeting.
- C) The total budget, including reserves for replacements of major assets, shall determine the annual fees for the coming year.

Section 4.5 Lease Value

Lease value may be increased only by the amount of direct assessment paid by members.

Article 5. TERMINATION OF MEMBERSHIP

Section 5.1 Types and Causes of Termination

- A) Voluntary Termination
 1. Member chooses to relinquish a KO-OP membership
 2. Death of the recorded member.
- B) Involuntary Termination – Grounds for involuntary termination include (but are not limited to), the following reasons:
 1. Infraction of the Bylaws or other membership documents as determined by the Board.
 2. Using or facilitating the use of KO-OP property for other than those purposes for which it was incorporated.
 3. Using the membership mailing list for purposes other than those approved by the Board of Directors.
 4. An action brought or caused to be brought in any court or to any government entity against the KO-OP or its membership that is determined by the Board and the membership, if an appeal is taken, to be frivolous, malicious, or unjust.
 5. Dissolution of the Corporation.
 6. For the following conduct:
 - a) The repeated refusal to comply with lawful and reasonable instructions by the Board of Directors, managerial staff or other persons with delegated authority.
 - b) Displays of violent, abusive, intemperate or obscene behavior.
 - c) Repeated use of profane and indecent language in the presence of others.
 - d) Repeated harassment of members, guests or managerial staff of the KOFA KO-OP.
 - e) Actions which damage the KO-OP or its membership.
 7. Failure to pay fees and/or assessments. If a member fails to make any payments of assumed obligations(s) within sixty (60) days of the due date, the Board of Directors shall give written notice to the member, via registered mail, that delinquent payments together with any late charges, additional interest, penalties and costs assessed by SKP KOFA KO-OP Retreat, Inc., are due with fifteen (15) days to preclude immediate termination and liquidation of subject leasehold.

Section 5.2 Notification of Termination

- A) Voluntary
 1. Member or legal representative shall request termination of membership by written notice to the KO-OP. Such notice shall include return to the KO-OP of the Leasehold Agreement and Membership Certificate properly signed in space provided therefore.
 2. The decision to terminate is irrevocable upon receipt of the documents by the KO-OP.
- B) Involuntary

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1. Notification to a member of termination shall be by certified mail, or other legal means.
2. The termination notice shall include specific infractions for which he/she is being terminated and shall have attached any prior written notification and shall notify the member of his/her right to appeal to the membership within thirty (30) days after receipt of notification.

Section 5.3 Involuntary Termination Process (Except for Dissolution).

A) Appeal Process

1. The terminated member shall advise the Board of an intent to appeal within thirty (30) days of the receipt of the termination notice.
2. The terminated member may request the Board to call a special meeting of the membership to act on the appeal
3. The terminated member shall prepare a written defense document detailing all the reasons and claims that he/she feels is necessary to secure the support of the membership for overturning the action of the Board. It shall be submitted to the Board.
4. The Board shall present to the membership: copies of the terminated member's defense document, copies of other information that the Board deems necessary to support their action, and secret ballots with the option either of supporting the Board action or rejecting it with a request for reinstatement of the terminated member.

- B) The termination action shall be upheld by a two-thirds (2/3) vote.

Section 5.4 Removal of a Terminated Member

- A) Board action of termination being final or upheld by the membership shall be followed by these actions:
1. Eviction notice to the terminated member.
 2. In the event that the terminated member fails to vacate the premises, the Board is empowered to contract the necessary legal aid to regain possession of the property on behalf of the KO-OP.
 3. All legal expenses incurred by the Board in removing a terminated member shall be deducted from the compensation payment.

Section 5.5 Compensation

A) Personal Property Value

1. Membership equity
2. Transferable Property

B) Liabilities

1. Expenses incurred by the KO-OP to complete the termination and resale will be deducted from the termination payment.

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2. All other financial obligations owed to the KO-OP will be deducted from the termination payment.
- C) Payment
1. The amount of payment shall be the total personal property value less the liabilities.
 2. Payment shall be made to the terminating member, or to that member's legal representative, within fourteen (14) days from the date of the execution of the resale of the membership.

Section 5.6 Possession of Lot

- A) A new member assumes possession and a terminating member loses right of possession of the lot on the day that the new Leasehold Agreement is issued for that lot.
- B) A voluntarily terminated member may stay on the lot thereafter only by renting, if the new member has signed a Lot Rental Agreement with the KO-OP.
- C) An involuntarily terminated member who remains on the lot retaining possession of the premises after the allocated vacate date, will be fined by the Board and removed by the legal authority of the KO-OP.

Section 5.7 Disposition of Claimed Property

When the last member is deceased, the agent of the deceased may remain in the RV until the personal property has been removed or sold, not to exceed the thirty (30) day limit.

Section 5.8 Disposition of Unclaimed Property

Personal property which has not been removed from the premises within thirty (30) days after termination will be sold at auction. Monies not claimed within one (1) year shall revert to the KO-OP miscellaneous income.

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Article 6. GOVERNMENT

Section 6.1 Governing Authority

- A) The affairs of this KO-OP are managed by its nine-member Board of Directors.
- B) The Board of Directors shall:
 - 1. Conduct the business of the KO-OP limited by the assignments of duties in this document.
 - 2. Enforce all KO-OP contracts, laws, rules and regulations, including use of legal means.
 - 3. Manage the rental pool service.
 - 4. Assess the membership for emergencies and operational and legal demands.
 - 5. Levy fees and fines.
 - 6. Be authorized to temporarily waive a rule or regulation.
- C) The following items must be submitted to the membership for their approval:
 - 1. Amendments to the Articles of Incorporation.
 - 2. Amendments to the Bylaws.
 - 3. Amendments to the Membership Regulations and Membership Park Rules.
 - 4. Assessments for capital assets or improvements.
 - 5. Expenditures for non-emergency assessments or maintenance which may exceed ten thousand dollars (\$10,000.00).

Section 6.2 Board of Directors

- A) Composition: The Board shall consist of nine (9) KO-OP members.
- B) Nomination and Election
 - 1. Prospective directors shall be nominated by the Nominating Committee.
 - 2. Directors shall be elected at the Annual Membership Meeting.
 - 3. Directors shall be elected by mail-in electoral ballot.
 - 4. Election of officers within the nine-member Board shall be by secret ballot only when two or more nominated for a position.
- C) Special Election: A director shall be elected by the membership to serve an unexpired term. The Board shall call a meeting of the membership expressly for that purpose. Nomination(s) from the floor shall be accepted, and the election of the director shall be held at that meeting.
- D) Resignation or Removal
 - 1. Any director or the entire Board may be removed by a majority vote at a special meeting of the membership called expressly for that purpose.
 - 2. If a majority of the Board resigns or is removed, nominations from the floor will be accepted and the election of directors shall be held at the same meeting.
- E) Term of Service
 - 1. The term of office for the Board of Directors is for two (2) years and until a qualified successor is elected, as prescribed in *Arizona Nonprofit Corporation Act* 'Terms of

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- Directors Generally'. Four (4) will be elected on odd years and five (5) on even years.
2. Newly elected directors take office immediately. The new Board will retire and elect officers prior to adjournment of the Annual Meeting.
 3. Each elected director, having been elected at a special meeting, shall assume office immediately after the election and shall serve the unexpired term.
 4. A director may serve any number of non-consecutive terms but is limited to six (6) years of continuous service.

F) Qualifications

1. Must be a member of the KO-OP.
2. Shall serve without compensation while performing a director's duties.
3. Shall not hold office in any other Escapee organization concurrently.
4. Only one person per membership may serve on a particular Board.
5. Must be willing to serve as an officer.
6. Must indicate in writing that they have read and are familiar with the Articles of Incorporation, Bylaws, Membership Regulations and the Membership Park Rules.
7. Must indicate in writing that he/she has not been convicted of a felony.

G) Duties

1. Each director, having been issued a copy of the Director's Manual, shall become familiar with the business and past decisions and shall update the manual periodically.
2. They shall appoint the following standing committees: Audit, Budget, Clubhouse, Election, Nomination, Grievance, Lot Development, Lot Evaluation, Maintenance, and Governing Documents.
3. They may appoint special committees and any others that become necessary.
4. They shall issue guidelines to each committee.
5. They shall hire and supervise the KO-OP managers and other employees as required.
6. They shall manage all business of the KO-OP. They shall obtain competing bids, when possible, on purchases and services, with binding contracts including performance bonds on contracts exceeding three thousand dollars (\$3,000.00). When it has been determined by the Board of Directors that engineering and county permit(s) are required for a project, the following procedures will be followed by the Board of Directors:
 - a) The Board of Directors will retain an Arizona Certified Engineer to complete all data required by the County Planning Department.
 - b) When the Board sends out the invitations for bid to the contractors, it will include a copy of the engineering required for the project.
 - c) When all bids are received, the Board will review and determine which bid to accept by a motion, a second to the motion and the vote. If the bid goes to other than the lowest bidder, the Board shall state in the minutes, the reasons for accepting this bid.
 - d) The Board President will award the contract as per instruction from the Board of Directors.

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- e) The contractor will be responsible for Yuma County permits.
- 7. On matters that are necessary or will improve the functioning of the KO-OP, they shall present resolutions to the membership for their approval.
- 8. Each director shall return the updated Directors' Manual at termination of service.
- 9. At the close of the fiscal year, the Board shall direct the Audit Committee to perform an audit and submit a written report of their findings and recommendations.
- 10. The Board shall call for an audit by the Audit Committee when necessary.
- 11. The Board shall prepare a written annual report for presentation to the membership at the Annual Membership Meeting which shall include:
 - a) A synopsis of the business conducted by the Board during the previous year.
 - b) A financial report for the past year.
 - c) A budget projection for the following year and a notification of the operating fee per membership which has been levied to cover the projected budget.
- 12. The Board shall establish the agenda for all Annual Membership Meetings. The agenda shall include a list of all proposed resolutions that require membership approval.
- 13. They shall deliver to the members the following as applicable:
 - a) Notification of a meeting.
 - b) Meeting agenda or issues to be voted on.
 - c) Ballots for election of directors.
 - d) Minutes of membership meetings.
 - e) Forms for appointment of proxy.
- 14. They shall post in the Clubhouse:
 - a) Guidelines for all committees.
 - b) Membership Park Rules.
 - c) Membership Regulations.
 - d) Financial reports.
 - e) Minutes of all current Board meetings.
 - f) Changes in State and County rules and regulations that may affect members.
 - g) Notification of Board meetings (excluding emergency meetings).
- 15. The Policy and Procedure Manual for the KO-OP office shall be maintained and retained in the office. It shall be periodically updated, dated and signed by the president and the treasurer.
- 16. The Board shall be responsible for the valuation and sale of all memberships.
- 17. They shall review all committee guidelines, permits, contracts and engineering drawings, updating as necessary.
- 18. Resignations must be submitted in writing to the Board.
- 19. The Board shall consider all members' written suggestions at their next Board meeting and shall respond in writing if requested by the member.
- 20. They shall review and adjust membership value at the end of each fiscal year. Value

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- adjustments will be based on assessments for assets and improvements.
21. They shall notify members of all amendments to KO-OP documents within thirty (30) days of the change.
 22. The Board shall secure the following insurance:
 - a) Liability for the employees, the membership, and the KO-OP.
 - b) Property damage for the KO-OP.
 - c) Fidelity assurance of employees and Board.
 23. They shall retain a statutory agent and keep him/her informed per legal requirements.
 24. Members of the Board will be assigned as liaisons between the Board and committees and other committees deemed necessary. The liaison will provide two-way communication between the Board and committees chairpersons and vice versa.

Section 6.3 Officers

- A) Nomination, Election, Appointment, and Removal
 1. Officers will be annually nominated and elected from and by the Board and shall consist of a president, vice-president, secretary and treasurer.
 2. Officers may be removed from office by an act of the Board.
 3. A Board member may not hold more than one office.
 4. An assistant for any office work may be recruited from the general membership, (i.e., recording secretary or treasurer).
 5. Vacancies will be filled promptly by Board appointments.
- B) Duties
 1. President
 - a) The president will be the Chief Executive Officer, and will supervise all business activities.
 - b) The president will execute and deliver documents in the name of the KO-OP, when authorized.
 - c) The president will call Board and membership meetings and will be the presiding officer.
 - d) The president must call a meeting at the request of two (2) or more directors.
 - e) The president will provide news releases to the Escapees, Inc., members and the public.
 - f) The president shall keep the manager informed at all times of an emergency contact telephone number.
 2. Vice-President
 - a) The vice-president shall assist the president and perform those duties as assigned by the president and/or the Board.
 - b) In the absence of the president or in the event of an inability or refusal of the president to act, the vice-president shall fulfill the duties of the president. When so acting, the

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vice-president shall have all of the authority of the president.

3. Secretary

The secretary shall be responsible for the following:

- a) Membership records. Membership Record Book and membership transfers, which include Membership Certificates and Leasehold Agreements.
- b) Supervision of the secretarial assistants.
- c) Recording and posting of all meeting minutes and actions.
- d) All notices to members.
- e) When authorized, will attest, seal, execute and deliver documents of and for the KO-OP.
- f) Maintaining and retaining all secretarial records in the KO-OP office
- g) Summarizing changes for the Directors' Manual
- h) All KO-OP correspondence.
- i) All other duties as assigned by the Board,
- j) The filing of the amended Bylaws to Escapees, Inc., our statutory agent, accountant, and our parliamentarian. Park rules and membership regulations should also be sent to Escapees, Inc.
- k) The Arizona Corporation Commission shall be notified when there is a change in address or Board officers.
- l) Issuing the current membership list and all current KO-OP documents to the statutory agent.
- m) Advising business accounts and state and local offices of organizational changes, as applicable
- n) Maintaining the membership waiting list
- o) Delivery of copies of Board meeting minutes to all Board members.
- p) Verifying annually that the KO-OP members retain their SKP membership before the Annual Meeting packet is mailed out.
- q) Posting of notice of lot transfers for seventy-two (72) hours.

4. Treasurer

The treasurer shall be responsible for the following:

- a) Keeping correct and complete financial records which conform to the KO-OP's Fiscal Procedures Manual provided by the KO-OP.
- b) Liaison to the secretary for membership transfers.
- c) Preparing financial reports.
- d) Depositing to and withdrawing money from the KO-OP accounts as approved by the Board.
- e) Updating the Asset Record Book and filing substantiating receipts for each change in asset value.
- f) Maintaining a financial history of membership equity.

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- g) Preparing, filing and paying all taxes
- h) Executing all payroll functions.
- i) Maintaining insurance policies.
- j) Setting up financial books and records for a new treasurer including a performance and task calendar.
- k) Maintaining petty cash.
- l) Supervising the treasurer's assistants.

Section 6.4 Committees and Organizations

- A) Committee members directed to enter a member's lot shall contact the resident member and inform him/her of the purpose of their visit.
- B) Committees shall be composed of KO-OP members only. Volunteer help may be solicited.
- C) Committee members shall be appointed or removed by the Board.
- D) Committees may be disbanded by the Board at any time.
- E) Disbanded standing committees must be replaced promptly.
- F) All committees shall report to the Board.
- G) Committees shall give a summary of activities at the Annual Membership Meeting.
- H) Board members may not serve on the Audit Committee.

Section 6.5 Board or Membership Actions

- A) The Board may act at any meeting where a quorum is present.
- B) The membership may act at a meeting where a quorum is present, either in person or by proxy.

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Article 7. MEETINGS

Section 7.1 Membership Meetings

- A) Types of Meetings
 1. Annual Membership Meetings shall be held on the third Tuesday of February of each year.
 2. Special meetings may be called by the Board for resolution of specific problems:
 - a) By Board action
 - b) By the request of twenty (20) percent of the membership
 3. The Election Committee upon resignation of the entire Board may call a special election meeting.
- B) Rules
 1. All meetings shall be held at the KO-OP.
 2. There may be a Board-designated parliamentarian present who shall assure that the meetings are conducted according to Robert's Rules of Order.
 3. A membership may be represented in person or by proxy.
 4. A quorum, once obtained, continues until adjournment despite voluntary withdrawal of enough members to leave less than a quorum,
 5. A majority vote will be the decision of the voting membership unless a two-thirds (2/3) vote is mandated.
 6. Written notice stating the date and time and the agenda and proxy forms will be delivered not less than thirty-five (35) or more than fifty-five (55) days before the meeting date either personally or by mail to each member. If mailed, a notice is deemed delivered when deposited in the United States mail to the address shown in the KO-OP books.
 7. Annual Membership Meetings shall be open for voting on all subjects on the agenda as well as subjects discussed under new business.
 8. Advisory motions will not be accepted.
 9. All meetings shall be electronically recorded.
- C) Voting
 1. One vote permitted per membership.
 2. Types of voting:
 - a) Secret ballot
 - b) Proxy
 - c) A show of hands on procedural matters

Section 7.2 Board of Directors Meetings

- A) Types of Meetings:
 1. Regular Meetings
 - a) The Board will hold meetings in the clubhouse the second Monday of November,

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- December, January, February and March and, at the discretion of the president, may hold a meeting in April if a quorum is present. The president will call these meetings.
- b) The Board may hold workshops for the purpose of planning and conducting routine business or member sensitive business. With the exception of member sensitive business, these workshops may be monitored by the membership, and decisions made in these workshops shall be ratified at the next regular Board meeting.
 - c) A quorum, once obtained, continues through until adjournment despite voluntary withdrawal of enough directors to leave less than a quorum but no less than three (3).
 - d) Any member absent for three (3) or more consecutive regularly scheduled meetings may be asked by the Board to resign so a new director can be appointed to fulfill the obligation of that director to the membership.
2. Emergency Meetings: In the event that an emergency situation arises and it is not possible to seat the Board, emergency business may be conducted using any agreed upon electronic means. The rules for a meeting of this type shall be:
- a) All Board members shall be advised of the purpose, schedule and the process to be used.
 - b) There must be a quorum of at least five (5) Board members participating.
 - c) Any decisions made must have the approval of a majority of the entire Board.
 - d) The secretary will collect all voting responses and record any action taken and report at the next scheduled meeting to make it a part of the minutes thereof.
3. Closed Meetings: Closed meetings may be called at the discretion of the Board. They may be held to consider sensitive personnel problems, disciplinary issues involving members or employees, or such other issues as the Board may determine is in the best interest of the KO-OP. Motions may be entertained and minutes recorded when determined by the Board to be in the best interest of the KO-OP. If minutes are recorded they will be posted for the membership's information only after the Board has determined that the sensitivity of the issue no longer exists.
4. Special Meetings: Special meetings may be called by the president or two (2) or more directors to conduct any business not specifically listed in regular, emergency, or closed meetings. Such meetings will be called for specific subjects to be resolved.

Section 7.3 Meeting Rules

- A) Robert's Rules of Order shall be used only as an authoritative reference for conducting meetings. (Strict compliance with Robert's Rules will only hinder business of such a small body). "See 'small-board rules' in Robert's Rules."
- B) All regular meetings shall be open to the KO-OP membership for observation, but not for participation unless requested by a director and recognized by the chair.
- C) Minutes of all open meetings shall be a summary record of business transacted and shall be posted in the clubhouse for a year.

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- D) All directors, who can be reached with reasonable effort, shall be notified prior to each meeting.
- E) All meetings shall be electronically recorded. (Exception: closed meetings.)
- F) The manager may attend meetings, with a voice but without a vote, by invitation of the Board.
- G) Sufficient time for deliberation shall be allocated before a motion is entertained, which may include postponement until the next meeting, if necessary.

Article 8. INDEMNIFICATIONS

Section 8.1 Eligibility

- A) Directors or those who serve the KO-OP Board in an advisory capacity shall be immune from civil liability and shall not be subject to suit directly or by way of contribution.
- B) Directors, or those who serve the KO-OP Board in an advisory capacity, shall be indemnified by the KO-OP against all legal costs and expenses incurred in connection with lawsuits purporting illegal conduct or acts.
- C) The manager and any appointed assistants shall be indemnified by the KO-OP against any and all claims and liabilities to which he/she shall become subject by reason of serving or having served the KO-OP.
- D) No person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his/her own willful misconduct or gross negligence.

Section 8.2 Payment of Indemnification

The amount paid to any director, officer, manager, or assistant by way of indemnification shall not exceed his/her actual, reasonable, and necessary expenses incurred in connection with the matter involved.

Section 8.3 Rights of the Insured

The right of indemnification herein provided shall not be exclusive of any right to which any director, officer, manager, or assistant of the Corporation may otherwise be entitled by law.

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Article 9. AMENDMENTS AND WAIVERS

Section 9.1 Articles of Incorporation

- A) Proposal and Notification
 - 1. A member may submit a written suggestion to the Board at any time for their evaluation and consideration.
 - 2. The Board may present resolutions setting forth proposed amendments to the membership for their approval, at the Annual Membership Meeting.
 - 3. Proposed amendments must be included with the notification of the meeting.
- B) Approval: Proposed amendments will be adopted by a two-thirds (2/3) vote at the Annual Membership Meeting
- C) Filing: After an amendment has been approved by the membership, the Board shall file Articles of Amendment with the Arizona Corporation Commission and follow their instructions.
- D) Effective: An amendment shall be in effect on the date the Arizona Corporation Commission responds with an approval notice.

Section 9.2 Bylaws

- A) Proposal
 - 1. A member may submit proposed amendments to the Board for their consideration. Such proposed amendments to the Bylaws, Membership Park Rules or Membership Regulations must be submitted not later than December 10, prior to the Annual Membership Meeting. The Board will furnish copies to the Governing Documents Committee for its evaluation. The committee will review them and report to the Board.
 - 2. The Board may submit recommendations for amendments to the membership.
 - 3. Members wishing to submit a proposed amendment directly to the membership shall do so only at the Annual Membership Meeting. They shall:
 - a) Submit a copy of the proposed amendment, signed by sixteen (16) voting members to the Board no later than December 10, prior to the Annual Membership Meeting. The Board will furnish a copy to the Governing Documents Committee for its evaluation. The Committee will then review it and report to the Board.
 - b) Prepare written notice, in sufficient time for delivery by the Board to each member, along with notification of the Annual Meeting.
 - 4. An amendment which has been defeated cannot be proposed at the next Annual Membership Meeting.
- B) Approval and Notification
 - 1. Amendments shall be adopted by two-thirds (2/3) vote at an Annual Membership Meeting.
 - 2. Any Bylaws amendment deemed a landlord-tenant rule change becomes effective as stated

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in section 9.3(B)(2). Otherwise, an amendment to the Bylaws goes into effect immediately upon its adoption unless the motion to adopt specifies another time or the membership has set such a time by a previously adopted motion.

3. Bylaws shall be updated either by publishing a new revised edition or by an amendment attachment, as determined by the Board.

Section 9.3 Membership Regulations and Membership Park Rules

A) Proposal

1. A member may submit proposed amendments to the Board for their consideration. Such proposals must be submitted no later than December 10, prior to the Annual Membership Meeting. The Board will furnish copies to the Governing Documents Committee for its evaluation. The committee will review them and report back to the Board.
2. The Board may present a recommendation, setting forth proposed amendments to the membership, for their approval at the Annual Membership Meeting.
3. A copy of the proposed amendment shall be included with notification to the meeting.
4. Members wishing to submit a proposed amendment directly to the membership shall do so only at the Annual Membership Meeting or at another member meeting held in accordance with Arizona law. They shall:
 - a) Submit a copy of the proposed amendment signed by sixteen (16) voting members, to the Board, no later than December 10, prior to the Annual Membership Meeting. The Board will furnish copies to the Governing Documents Committee for its evaluation. The committee will then review it and report to the Board.
 - b) Prepare written notice in sufficient time for delivery by the Board to each member, along with notification of the member meeting.

B) Approval and Notification

1. Amendments shall be adopted by a two-thirds (2/3) vote at an Annual Membership Meeting.
2. An amendment shall become effective thirty (30) days after written notice is delivered to the membership unless the motion to adopt specifies a later time or the membership has set such a time by a previously adopted motion.
3. Amendments shall be updated either by publishing a new revised edition or by amendment attachment, as determined by the Board.

Section 9.4 Waivers

There will be no undocumented waivers. Only documented temporary waivers, written, dated, and signed by at least five (5) current members of the Board will be allowed on these Bylaws, the Membership Regulations, or the Membership Park Rules. The waiver shall be for a specific member or a specific guest for a specific period not to exceed six (6) months. Grant of a waiver

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shall in no way prevent future enforcement of the waived portion(s) of the relevant governing document(s).

Section 9.5 Corrections

The Board is authorized to correct apparent typographical mistakes (errors), such as capitalization, grammar, punctuation, omissions, etc. in the Bylaws, Membership Park Rules, and Membership Regulations, provided that such changes do not affect the substance of the document.

Article 10. DISSOLUTION

Section 10.1 Voluntary Dissolution

A) Articles of Dissolution

1. The Board shall present the resolution recommending that the Corporation be dissolved, to the membership. The resolution may be adopted only by an act of the membership which requires a two-thirds (2/3) vote of approval
2. All liabilities and obligations of the Corporation must be discharged or provision made to do so.
3. Assets held by the Corporation under special conditions shall be transferred or conveyed as required. All remaining assets shall be distributed equally to the members of record at the time of dissolution.
4. After the requirements listed above have been met, the Corporation may execute the filing of Articles of Dissolution following the procedures in Arizona Revised Statutes Title 10, "DISSOLUTION-NONPROFIT CORPORATIONS".

Section 10.2 Involuntary Dissolution

The Corporation may be ordered to dissolve by the Court. Applicable stipulations in Section 1 above will apply.

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SKP KOFA KO-OP RETREAT INC. BYLAWS ADOPTION RECORD

All previous Bylaws are repealed in the entirety.

Original Bylaws Amended 03/28/85

Amended 11/18/86

Amended 02/04/88

Amended 02/10/91

Amended 01/19/93

Amended 01/18/94

Amended 01/17/95

Amended 01/16/96

Amended 01/10/98

Amended 01/19/99

Amended 02/15/00

Amended 02/20/01

Amended 02/19/02

Amended 02/18/03

Amended 02/17/04

Amended 02/15/05

Amended 02/21/06

Amended 02/20/07

Amended 02/19/08

Amended 02/17/09

Amended 02/15/11

Amended 02/21/12

Amended 02/19/13

Amended 02/27/16

Amended 02/28/17

Amended 02/26/18

Amended 02/21/19

Amended 03/03/20

Amended 04/14/22

These Bylaws were revised and adopted as dated above.

Corporate Signatures:

President

Vice-President