

BYLAWS
OF
BIG PARK REGIONAL COORDINATING COUNCIL, INC.

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ARTICLE I DEFINITIONS

Section 1. BIG PARK REGIONAL COMMUNITY shall mean residents, property owners, business owners and investors within the boundaries of the Big Park Community Plan adopted by the Yavapai County Board of Supervisors on June 15, 1998, including subsequent amendments thereto (“Community Plan”), and with such other adjacent areas as may be approved by the Corporation for inclusion from time to time.

Section 2. BIG PARK REGIONAL COORDINATING COUNCIL, INC., sometimes referred to as the Corporation, shall mean that nonprofit Arizona corporation composed of (i) associations of owners of real property and (ii) any business owners’ association, located within the Big Park Regional Community which have qualified for membership under the terms and conditions of these Bylaws.

Section 3. RESIDENTIAL ASSOCIATION MEMBER shall mean any group, sometimes referred to as a RAM, organized by, and representing, at least three (3) different residential real property owners located within the Big Park Regional Community which has been admitted to membership in the Corporation under the terms and conditions of these Bylaws.

Section 4. BUSINESS OWNERS’ ASSOCIATION MEMBER shall mean any business owners’ association consisting of at least three (3) different business owners, sometimes referred to as BOA, within the Big Park Regional Community, which has been admitted to membership in the Corporation under the terms and conditions of these Bylaws.

Section 5. REPRESENTATIVES shall mean those persons selected by RAM Members and BOA Members to be their respective representatives on the Council of Representatives.

Section 6. ALTERNATES shall mean those persons selected according to the provisions of ARTICLE III, Section 4 of these Bylaws.

Section 7. COUNCIL OF REPRESENTATIVES, shall mean the governing body of the Corporation responsible for conducting the affairs of the Corporation. The Council of Representatives shall perform the functions of the Corporation's board of directors but shall formally be called the Council of Representatives.

Section 8. EXECUTIVE BOARD shall mean the officers of the Corporation as described in ARTICLE VI, Section 6 of these Bylaws.

ARTICLE II - MEMBERSHIP

Section 1. Any RAM may become a RAM Member upon its election by a majority vote of the Council of Representatives provided it meets the following conditions:

- a. A majority of the property owners of the RAM are individuals, other than the developer, who collectively have a controlling vote in their RAM including a sufficient majority to amend bylaws, CC&R's and deed restrictions;
- b. The RAM submits a letter of application for membership in the Corporation listing its officers and directors and certifying that the RAM accepts and approves the Articles of Incorporation and the Bylaws of the Corporation;
- c. The RAM submits as part of its application for membership, a copy of its current and valid Articles of Incorporation or other organizing document, Bylaws, CC&R's and deed restrictions;
- d. The RAM submits as part of its application for membership a plat showing (i) the area over which the RAM has jurisdiction, and (ii) the number of real properties owned by the homeowners and the number of real properties owned by the developer respectively, at the time of the application; and
- e. The RAM submits as part of its application for membership a statement signed by an authorized officer of the RAM and by the developer, if any real properties are still owned by the developer, to the effect that the RAM, and the developer, if applicable, intend to comply with the exemption provisions of the Federal Fair Housing Act, as enacted and amended from time to time (422 U.S.C. 3601 et seq) and corresponding Arizona statutes.

Section 2. Any BOA whose primary interest is in the Big Park Regional Community and which desires to be represented on the Council of Representatives may become a Business Owners' Association Member upon its approval and acceptance of the Articles of Incorporation and the Bylaws of the Corporation, and upon election by a majority of the Council of Representatives. There shall not be more than three (3) BOA Members of the Corporation at any one time.

Section 3. The membership of a RAM Member or a BOA Member may be terminated as follows:

- a. Membership of any Member may be terminated at any time by the Member upon thirty (30) days written notice to the Secretary of the Corporation.
- b. Membership of any Member may be terminated at any time by a three-fourths (3/4) vote of the entire Council of Representatives in a special meeting called and noticed for that purpose.
- c. Membership of any Member may be suspended by a majority vote of the Council of Representatives for nonpayment of dues or other assessments upon sixty (60) days written notice to the Member that said dues or other assessments are delinquent.

During any period of suspension, all membership and voting privileges on the Council of Representatives shall be revoked. Failure to pay the delinquent dues or other assessments within one hundred twenty (120) days after the written notice provided above shall result in termination of the membership of said Member.

ARTICLE III - COUNCIL OF REPRESENTATIVES

Section 1. The Council of Representatives shall be the governing body of the Corporation responsible for conducting the affairs of the Corporation. The Council of Representatives shall perform the functions of the Corporation's board of directors but shall formally be called the Council of Representatives. The Council of Representatives shall consist of one Representative for each Member of the Corporation.

Section 2. A Representative shall be selected by each Member as the governing body of each such Member may determine. The Representative selected shall be accredited to the Secretary of the Corporation in a letter signed by an authorized officer of the Member promptly after being selected. Any vacancy shall be filled by action of the Member as the governing body of each such Member may determine.

Section 3. Each Representative shall serve for a term as may be determined by each such Member. Members are encouraged, but are not required, to select different Representatives at least every four (4) years to help broaden the experience and participation base of the Council of Representatives and the Big Park Regional Community.

Section 4. In addition to selecting a Representative, each Member may designate one (1) or more Alternates. The Alternate may substitute for the Representative at any regular or special meeting of the Council of Representatives at which the Representative cannot be present. The Alternate selected shall be accredited to the Secretary of the Corporation in a letter signed by an authorized officer of the Member promptly after being selected. Any vacancy shall be filled by action of the Member as the governing body of each such Member may determine.

Section 5. The Council of Representatives reserves unto itself the right to exercise all powers vested in the Corporation. It may delegate some of its powers to the Executive Board, to its officers or to any of its committees, subject to prior approval by the Council of Representatives of all actions proposed to be taken.

Section 6. The powers and responsibility of the Council of Representatives shall include, without limitation, approval or disapproval of the following:

- a. Implementation of the goals of the Community Plan;
- b. The annual operating budget of the Corporation and any amendments thereto;
- c. Non-budgeted expenditures that exceed two hundred fifty dollars (\$250.00);
- d. Expenditures in any amount not directly related to the operation of the Council of Representatives;
- e. Proposed amendments to the Community Plan prior to adoption by Yavapai County;
- f. Amendment of the Corporation's Articles of Incorporation and Bylaws;
- g. Applications for membership in the Corporation;
- h. Any legislation, ordinances, rules or regulations to be proposed to the federal, state (Arizona) or county (Yavapai) government;

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- i. Any matter presented by the Executive Board seeking approval by the Council of Representatives;
- j. Approval of nominating committee appointed by the President and not to exceed seven (7) members.
- k. Communication and cooperation with Yavapai County officials with regard to issues brought before the Council of Representatives and its committees.

Section 7. The Council of Representatives shall elect, appoint or engage all of its officers by majority vote.

ARTICLE IV - MEETINGS

Section 1. The Annual Meeting of the Corporation shall be held by the Council at the Regular Meeting of the Council of Representatives in January of each year.

Section 2. A Regular Meeting of the Council of Representatives, which shall each be considered a meeting of the Corporation, shall be held each month at a time and place within the Big Park Regional Community as designated by the President and approved by the Council of Representatives.

Section 3. A Special Meeting of the Council of Representatives, which shall be considered a meeting of the Corporation, shall be held at any time at the request of the President or Vice President or any four (4) Representatives. At least ten (10) days' prior written notice shall be provided to each Representative by email, personal delivery or mailing to the address listed for that Representative on the Roster of the Corporation maintained by the Corporation's Secretary. A written statement signed by the Secretary of the Corporation setting forth the time and manner of service of the written notice shall be prima facie proof of service.

Section 4. A quorum for any Regular or Special Meeting of the Council of Representatives shall be constituted by a simple majority of the Representatives or, in the absence of any Representatives, their Alternates who are eligible to vote pursuant to these Bylaws.

Section 5. The transaction of any business at any Regular or Special Meeting of the Council of Representatives, shall be valid if a quorum is present and said Meeting has been properly called and noticed in accordance with these Bylaws. In the event of a challenge to the validity of any such Meeting, any defect thereto may be cured by all absent Representatives signing a written waiver of notice or other form of consent to the holding of the Meeting or by written approval of the minutes of said Meeting.

Section 6. The Executive Board will meet prior to the Regular Meeting of the Council for the purpose of creating the agenda for the following meeting. When the agenda is prepared, the Vice President or designee shall distribute the agenda to each Representative, Alternate and such other interested parties who request an agenda. The agenda shall be distributed the same day as the Executive Board meeting whenever practical but no later than the Monday prior to the next regularly scheduled Council of Representatives meeting and may be by electronic means, website or other posting or personal delivery at the discretion of the Vice President. Matters not on the agenda may still be considered at the Meeting after an affirmative vote of two-thirds (2/3) of the Representatives or, in the absence of any Representative, their Alternates attending the Meeting. Any resident or business owner of the Big Park Regional Community may be heard at such Meeting providing the remarks are directed to a matter on the agenda then under consideration before the Council of Representatives. If a resident or business owner of the Big Park Community desires to

address the Council of Representatives on any matter not on the agenda, five (5) minutes shall be allocated at the end of the regular agenda for such statements. The President shall determine whether such statement requires a vote by the Council of Representatives at a future meeting and whether to refer such matter to a committee of the Council of Representatives for investigation and recommendation for action at a future Meeting. All persons desiring to place an item on the agenda that requires a vote by the Council of Representatives are encouraged to provide the Council of Representatives with as much lead time as possible to allow Representatives to consult with their Members.

Section 7. Unless otherwise required by the Corporation's Articles of Incorporation or Bylaws, the rules contained in the latest revised "Robert's Rules of Order" shall govern all meetings of the Council of Representatives, the Executive Board and all committees of the Council of Representatives.

ARTICLE V - PRIVILEGES OF MEMBERSHIP

Section 1. Each Representative of an RAM or a BOA, present at a meeting of the Council of Representatives, in person or by his/her Alternate, shall have one (1) vote on matters brought before the Council of Representatives for a vote. There shall be no proxy voting by any Representative.

Section 2. Unless otherwise provided in these Bylaws or the Corporation's Articles of Incorporation, all matters decided by vote of the Council of Representatives or any of its committees, shall be decided by a simple majority of the votes cast on such matter.

ARTICLE VI - OFFICERS

Section 1. The Corporation shall have a President, a Vice President, a Secretary, and a Treasurer. Each candidate for an officer position shall be a Representative or Alternate of the Council. All officers shall be elected by the Council at the Regular Meeting immediately preceding the Annual Meeting. The newly elected officers shall assume office on the January 1st immediately following their election. All officers shall serve for a one (1) year term. The President and Vice President may not serve more than two (2) consecutive one (1) year terms in the same position. The Secretary and Treasurer shall not serve more than four (4) consecutive one (1) year terms in the same position. The presiding Executive Committee will meet with the incoming Executive Committee in a joint meeting each January. No Bylaw provision changing the allowed term of any officer shall take effect until an election of officers shall have intervened. The Immediate Past President shall be a voting member of the Executive Board.

Section 2. The President shall be the Chief Executive Officer of the Corporation. The powers and duties of the President shall include, without excluding those not mentioned, the following: a) preside over all Meetings of the Corporation and the Council of Representatives; b) serve as chair of the Executive Board; c) be a member ex officio of all committees of the Council of Representatives; d) with the approval of the Executive Board, appoint all chairpersons to the committees of the Council of Representatives; e) designate the particular areas in which the Vice President shall serve in a liaison capacity; f) implement and sign documents on behalf of the Corporation as may be required by the Council of Representatives; g) with the approval of the Executive Board, appoint members of the Council of Representatives to serve as liaison in service and planning categories with Yavapai County, the State of Arizona, and/or the United States of America.

Section 3. In the absence of the President, the Vice President, or in the absence of the Vice President, the Recording Secretary shall preside at Meetings of the Council of Representatives and the Executive Board and assume such duties of the President as may be deemed necessary to conduct the business of the Corporation and the Council of Representatives.

Section 4. The Treasurer shall have charge of all financial records of the Corporation. The Treasurer shall deposit all funds received by the Corporation into a financial institution approved by the Executive Board. Except as specifically authorized by the Executive Board, the Treasurer shall submit all items for payment exceeding \$250 to the Executive Board for approval and countersignature by another officer. When payment must be made in a timely manner prior to approval by the Executive Board, the President may provide such approval and report such approval to the Executive Board at its next meeting.. The Treasurer shall prepare, according to common and customary accounting practices, and submit to the Council of Representatives, a written financial statement of the Corporation's financial status at each Regular Meeting. The Treasurer shall serve as chair of the Budget Committee.

Section 5. The Secretary shall be the Recording Secretary of the Corporation and shall prepare and distribute draft minutes of all meetings to the Executive Board, the Council Representatives and Alternates. Upon approval of minutes by the Council, the Secretary shall distribute the approved minutes to the Executive Board, the Council Representatives and Alternates and other parties upon request, and post them on the Council website for public review. The Secretary shall maintain the official records of the Corporation and confirm those official such actions of the Council of Representatives and Executive Board that require official notification to government, other organizations or individuals.

Section 6. There shall be an Executive Board composed of the President, Vice President, Treasurer, Secretary and Immediate Past President of the Corporation. The Executive Board shall exercise all powers, responsibilities and duties not specifically reserved to the Council of Representatives during the intervals between Regular Meetings. The Executive Board shall have authority to approve expenditures for the operation of the Corporation not to exceed two hundred fifty dollars (\$250.00) per item when such expenditures, in the judgment of the Executive Board, clearly promote the objectives and purposes of the Corporation as set forth in the Corporation's Articles of Incorporation. Past Presidents of the Corporation, other than the Immediate Past President, who reside in the Big Park Regional Community shall be entitled to serve as ex-officio members of the Executive Board but shall have no vote on the Executive Board.

Section 7. If any officer of the Corporation is unable to complete his/her term of office, that office shall be filled for the unexpired portion of the term within thirty (30) days by a vote of the Council of Representatives.

Section 8. A Corresponding Secretary shall be appointed by the Executive Board from Representatives or their alternates. The Corresponding Secretary shall receive all correspondence addressed to the Corporation, the Council of Representatives or the Executive Board and reply as authorized by the Council of Representatives or the Executive Board. Such correspondence shall be reported at the next Regular Meeting of the Council of Representatives.

ARTICLE VII - COMMITTEES

Section 1. The Council of Representatives shall establish such committees as it deems necessary to carry out the purposes of the Corporation as set forth in its Articles of Incorporation. The Council of Representatives shall approve the purpose and goals of each committee. The chair or the vice chair of each committee shall be a Council Representative or Alternate. Each committee shall designate a vice chair who shall serve as the chair of the committee in the absence of the chair. Membership on all committees shall be voluntary and open to interested persons. Any qualified applicant may apply for a committee position and all applicants will be given due consideration. The Council of Representatives encourages a broad representation from the Big Park Regional Community to serve on committees and also recognizes the need to maintain some continuity of experience from year to year.

Section 2. There are three (3) Standing Committees: Transportation, Planning & Zoning, and Parks & Recreation. The President, with the approval of the Executive Board, shall appoint Standing Committee chairs annually at the Annual Meeting. The term of each Standing Committee chair shall be one (1) year and it is suggested that no Standing Committee chair shall serve more than four (4) consecutive terms. The Standing Committee chairs shall, at the Annual Meeting, appoint members and any Alternates of their committees for the year and such members and Alternates shall be subject to approval by the Council of Representatives. The following guidelines shall be applicable to all Standing Committees:

- a. The chair or vice chair of each Standing Committee are responsible to attend meetings of the Executive Board and present reports from the committee;
- b. Any Standing Committee may ask Representatives or others to attend a committee meeting on an ad hoc basis without such attendees becoming voting members of the Standing Committee;
- c. The suggested size for each Standing Committee is five (5) to ten (10) members. It is also suggested that no member of a Standing Committee should serve more than four (4) consecutive years on the same committee;
- d. Standing Committee members are expected to actively participate in the business of the committee. Any such member who misses three (3) consecutive meetings of a committee is subject to being removed from the committee by majority vote of the remaining members;
- e. Standing Committees may set regularly scheduled monthly meetings or schedule meetings as necessary at the call of the chair. Unless meetings are regularly scheduled, Committee members are to be provided at least a week's notice prior to a meeting;
- f. All Standing Committees shall take minutes of each meeting and provide a copy of such minutes to the Secretary of the Corporation and such minutes shall be reasonably available to the Council of Representatives and Alternates;
- g. A quorum for any meeting of a Standing Committee is a majority of the total current members. All Committee action shall be decided by majority vote.
- h. All Standing Committees shall act through the Council of Representatives and may not act or hold themselves out as being authorized to act on behalf of the Council of Representatives unless such action has been duly authorized at a Regular or Special Meeting of the Council of Representatives.
- i. Every Standing Committee shall submit in writing to the Council of Representatives

for approval Policies & Procedures applicable to its respective committee. Such Policies & Procedures are effective upon approval by a majority vote of the Council of Representatives. Amendments to such Policies & Procedures may be submitted as necessary. The Council of Representatives may exempt any Standing Committee from such requirement.

Section 3. The purpose of the Transportation Committee is to help coordinate all matters concerning roads and streets and their signage throughout the Big Park Regional Community. The goals of the Transportation Committee are: a) To identify the transportation issues affecting the Big Park Regional Community, primarily those issues identified in the Transportation Guidelines section of the Community Plan; and b) To make recommendations for action to the Council of Representatives based upon the Committee's research and discussion of the issues involved.

Section 4. The purpose of the Planning & Zoning Committee is to help coordinate all matters concerning planning and zoning issues in the Big Park Regional Community. The goals of the Planning & Zoning Committee are: a) To identify the planning and zoning issues affecting the Big Park Regional Community, primarily those issues identified in the Land Use Guidelines of the Community Plan; b) To make recommendations for action to the Council of Representatives based upon the Committee's research and discussion of the issues involved.

Section 5. The purpose of the Recreation/Youth Activities Committee is to help coordinate and encourage recreation opportunities within the Big Park Regional Community, with an emphasis on such opportunities for school-age children. The goals of the Recreation/Youth Activities Committee are: a) To identify recreational opportunities in the Big Park Regional Community, especially for school-age children, primarily those opportunities compatible with the goals identified in the Parks, Recreation and Schools Guidelines of the Community Plan; and b) To make recommendations for action to the Council of Representatives based upon the Committee's research and discussion of the issues involved.

Section 6. There shall be a Budget Committee chaired by the Treasurer of the Corporation. The Budget Committee will consist of three (3) members in addition to the Treasurer, two (2) of whom shall not be members of the Executive Board. Members of the Budget Committee shall be appointed at the Annual Meeting by the Treasurer with the approval of the Executive Board. The duties of the Budget Committee shall be: a) To prepare the Annual Operating Budget of the Council of Representatives which shall be presented to the Council of Representatives at the Regular Meeting each December and approved by the Council of Representatives at its Regular Meeting in January; and b) To present to the Council of Representatives for approval at its Regular Meeting in June the items, if any, the Committee suggests for inclusion in the Yavapai County budget for the upcoming County fiscal year.

Section 7. There shall be an Audit Committee consisting of at least three (3) persons appointed by the President of the Corporation. The Audit Committee shall be chaired by one (1) officer of the Corporation other than the Treasurer. The Treasurer may not serve on the Audit Committee. The additional members shall include one (1) or more Representatives. The purpose of the Audit Committee is to examine and conduct an internal review of the Treasurer's records, including all bank accounts of the Corporation, at the end of each calendar year and report to the Executive Board and the Council of Representatives within sixty (60) days of the beginning of the following year. If any Treasurer leaves office for any reason prior to the end of his/her term of office, the Audit Committee shall conduct an internal review of the records of that Treasurer up through the last date when such Treasurer served in office and a report shall be made to the Executive Board and Council of Representatives

within thirty (30) days.

Section 8. There shall be a Nominating Committee consisting of three (3) Representatives who are not officers of the Corporation and who shall be appointed by the President and approved by the Council of Representatives at the Regular Meeting of the Council of Representatives each October. The Nominating Committee shall present its proposed candidates for all offices at the Regular Meeting of the Council of Representatives each November.

ARTICLE VIII - PAYMENT OF FEES AND ASSESSMENTS

Section 1. The Corporation operates on a calendar year, beginning January 1 and ending December 31.

Section 2. The activities of the Corporation shall be funded by dues from the RAM and BOA Members. There shall be a regular assessment of dues levied annually and special assessments may be levied from time to time. These assessments shall be paid to the Treasurer of the Corporation.

Section 3. The regular assessment of dues shall be one hundred twenty-five dollars (\$125.00) for each RAM Member and each BOA Member. In subsequent years, the Council of Representatives shall not impose a regular assessment that is more than ten percent (10%) greater than the immediately preceding year's assessment without the approval of two-thirds (2/3) of the Council of Representatives. The regular assessment is due on the first of February of each year. It shall be considered delinquent on the first of March of that year.

Section 4. The Council of Representatives may levy special assessments from time to time to cover costs that may arise from unusual situations. The approval of two-thirds (2/3) of the Council of Representatives is required to establish a special assessment. The special assessment is due thirty (30) days after the approval vote of the Council of Representatives and will be considered delinquent sixty (60) days after the approval vote.

Section 5. In the event that either the regular assessment or a special assessment is delinquent, a delinquency fee shall be levied on the delinquent Member. This fee shall be the greater of fifteen dollars (\$15.00) or ten percent (10%) of the unpaid assessment. Any monies paid by a Member for an unpaid assessment shall be applied first to the delinquency amount and then to the assessment fee.

Section 6. A newly admitted Member to the Council of Representatives shall pay a regular assessment that is pro-rated on a daily basis, using a 365 day year, from the date that the Member is admitted until December 31. New Members shall not be liable for special assessments approved prior to the date of admission, but shall be liable for the full amount of any special assessment approved subsequent to their admission. The regular assessment is due thirty (30) days after admission or December 31, whichever comes first, and is delinquent sixty (60) days after admission or December 31, whichever comes first.

Section 7. In the event of termination of a Member, there shall be no refund of dues previously paid.

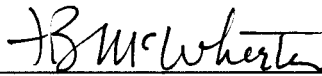
ARTICLE IX - AMENDMENTS/EFFECTIVE DATE

Section 1. These Bylaws may be amended by an affirmative two-thirds (2/3) majority vote of the Council of Representatives or, in the absence of any Representative, their Alternate, present at any Regular Meeting or at a Special Meeting called for that purpose, provided that the proposed amendment(s) shall have been introduced in writing and in proper form at a previous meeting at least a month prior to the adoption of the amendment(s).

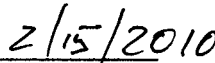
Section 2. These Bylaws and their amendments shall become effective within thirty (30) days following their acceptance and approval by the Council of Representatives as recorded in the minutes of the Council.

Approved by the requisite vote of the Council at its meeting of February 11, 2010.

As Corporate Secretary, I certify that the preceding Nine Articles are a true and accurate copy of the Corporation's Bylaws as of February 11, 2010.



Fran McWherter, Secretary



Date