

BYLAWS
Of
MOGOLLON AIRPARK, INC.
A Non-Profit Corporation

ARTICLE I

1. **MEMBERSHIP.** Membership in the corporation is derived from the ownership by a party of any portion of the real property, which is subject to the Declaration of Covenants, Conditions, and Restrictions, Mogollon Airpark, recorded in Docket _____, Page _____ of the records of the Navajo County Recorder (the “Declaration”). Membership shall include an undertaking by the applicant to comply with and be bound by the Articles of Incorporation, these Bylaws and amendments thereto, and the policies, rules, and regulations at any time adopted by the corporation in accordance with these Bylaws. Membership shall be accomplished by payment of the first year’s dues in advance, which shall be in a yearly sum of not less than Twenty Dollars (\$20.00) per year. Membership in this corporation shall terminate upon such member ceasing to be a beneficial owner of a residential building site, lot, or unit in or on the property described hereinbefore.

2. **ANNUAL MEETINGS.** A meeting of the members shall be held annually on the second Tuesday of the last month of the fiscal year of the corporation for the purpose of electing directors and for the transaction of any other business that may properly come before it.

3. **SPECIAL MEETINGS.** Special meetings of the members for any purpose or purposes shall be held whenever called by the Board of Directors, either by written instrument or by the vote of a majority, and shall be called whenever members holding ten percent (10% of the

voting rights of the corporation shall in writing make application therefore to the President, stating the object of such meeting.

4. **NOTICE.** Notice of the meetings of the members shall be delivered personally or mailed by an officer of the corporation to the last known address of each shareholder as the same appears on the records of the corporation not less than ten or more than fifty days before the date of the meeting.

5. **PLACE OF MEETING.** Meetings of the members shall be held at the known place of business of the corporation or at such other place as may be determined by the unanimous vote of the Board of Directors of the corporation.

6. **ORGANIZATION.** The President, or in his absence, the Vice President, and in the absence of both, a chairman appointed by the members present, shall call the meetings of members to order and shall act as chairman thereof. The Secretary of the corporation shall act as Secretary at all meetings of the members, or in his absence, the presiding officer may appoint any person to act as Secretary.

7. **QUORUM AND VOTING.** The presence of members either in person or in written proxy subscribed by such members at a meeting who as a group hold fifty-one percent (51%) of the voting rights of the corporation and who are entitled to vote shall constitute a quorum at all meetings of the members. If a quorum is present, the affirmative vote of members holding fifty-one percent (51%) of the voting rights of the members present at the meeting shall be the act of the members unless the vote of a greater number is required by law, the Articles of Incorporation, the Declaration or by specific provision of these Bylaws. The voting rights of each member is more fully set forth in the Declaration.

8. **ADJOURNMENT.** If at any annual or special meeting a quorum shall fail to attend in person or by proxy, a majority in interest of the members attending in person or by proxy at the time of such meeting may adjourn the meeting from time to time without further notice until a quorum shall attend, and thereupon any business may be transacted, which might have been transacted at the meeting as originally called, had the same been held.

9. **ACTION BY RESOLUTION.** A resolution in writing, signed by all of the members, shall be deemed to be the action of the members to the effect therein expressed with the same forces and effect as if the same had been duly passed by the same vote at a duly convened meeting, and it shall be the duty of the Secretary of the corporation to record such resolution in the minute book of the corporation under its proper date.

ARTICLE II

Board of Directors

1. **NUMBER.** The business and affairs of the corporation shall be managed and controlled by a Board of Directors. The minimum amount of members on the Board of Directors shall be two (2) and the maximum amount shall be eleven (11). The first Board of Directors shall consist of the person named in the Articles of Incorporation. Thereafter, within the limits specified in the Articles of Incorporation, the number of Directors shall be changed only by the unanimous resolution of the members present at an annual meeting. The Directors shall be elected at the annual meeting of the members and each Director elected shall hold office until his successor is elected and qualified.

2. **ANNUAL MEETING.** Immediately after the annual election of Directors, the newly elected directors shall meet for the purpose of organization, the election of officers and for the transaction of other business.

3. **SPECIAL MEETINGS.** Special meetings of the Board of Directors shall be held whenever regularly called by the President or by a majority of the members of the Board of Directors. Unless otherwise specified in the notice thereof, any and all business may be transacted at a special meeting.

4. **PLACE OF MEETING.** Meetings of the Board of Directors, annual, or special may be held either within or without the State of Arizona and may be held by means of conferences, telephone, or similar communications equipment by means of which all person participating in the meeting can hear each other, and participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

5. **NOTICE.** The Secretary shall give notice to each Director of each special meeting by mailing the same at least five days before the time of meeting or by telegraphing or telephoning not less than two days before the time of meeting.

6. **QUORUM.** A majority of the Board of Directors at the time in office shall constitute a quorum for the transaction of business, but a majority of those present at the time and place of any regular or special meeting, although less than a quorum, may adjourn from time to time without notice until a quorum be had. The vote of a majority of the Directors present at any meeting in favor of or against any proposition shall prevail except as herein otherwise provided.

7. **VACANCIES.** In case of any vacancy among the Directors through death, resignation, disqualification, or other cause, the remaining Directors, by the affirmative vote of a

majority thereof, whether or not constituting a quorum, may select a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant and until the election and qualification of his successor.

8. **COMMITTEES.** From time to time, the Board may appoint committees for any purpose or purposes, which shall have such powers as shall be specified in the resolution of appoint.

9. **COMPENSATION.** The Directors and officers of the corporation and all members of committees shall serve without salary except as may be determined by the vote of a majority of all of the Directors.

10. **ACTION BY RESOLUTION.** A resolution in writing, signed by all the members of the Board of Directors, shall be deemed to be action by such Board of Directors to the effect therein expressed with the same force and effect as if the same had been duly passed by the same vote at a duly convened meeting, and it shall be the duty of the Secretary of the corporation to record such resolution in the minute book of the corporation under its proper date.

ARTICLE III

Officers

1. **EXECUTIVE.** The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may elect. Any two or more offices may be consolidated and held by one person.

2. **TENURE OF OFFICE.** All officers and agents shall be subject to removal at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.

3. **PRESIDENT.** The President shall be the Chief Executive Officer of the corporation. He shall preside at all meetings of the members and of the Board of Directors, unless a chairman of the Board of Directors has been elected and is present. He shall sign and execute all authorized contracts or other obligations in the name of the corporation.

4. **VICE PRESIDENT.** In case of the absence or disability of the President, the Vice President shall perform the duties of that office, except as may be limited by a vote of the Board of Directors.

5. **TREASURER.** The Treasurer shall have custody of all the securities of the corporation. He shall supervise the collection and deposit of amounts due to the corporation. He shall also supervise the disbursement of funds by the corporation and the maintenance of full and accurate accounting records for the corporation.

6. **SECRETARY.** The Secretary shall keep the minutes of all proceedings of the Board of Directors and the minutes of all meetings of the members; he shall attend to the giving and serving of all notices for the corporation and, when directed by either the President or Vice President, shall execute in the name of the corporation all contracts authorized by the Board of Directors and shall affix the seal of the corporation thereto; and he shall, in general, perform all the duties incident to the office of the Secretary, subject to the control of the Board of Directors.

ARTICLE IV

Seal

1. **DESIGN.** The corporate seal shall have inscribed thereon the name of the corporation. Said seal may be used by causing it or a facsimile thereof to be impressed or

affixed or in any manner reproduced, which seal shall be in charge of the Secretary to be used as directed by the Board of Directors.

ARTICLE V

Waiver of Notice

1. **WAIVER.** Any member or director may waive any notice required to be given under the provisions of the statutes or provisions of the Articles of Incorporation or these Bylaws by delivering a waiver thereof, in writing, to the Secretary of the corporation. Attendance of a Director or member at a meeting shall constitute a waiver of notice of such meeting, except where a Director or member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the waiver of notice.

ARTICLE VI

Powers, Rights, and Duties of the Corporation and Members Thereof

1. **GENERAL.** The corporation and its members shall have all the powers, rights, duties, and obligations set forth in the respective “Declaration of Establishment of Conditions, Reservations, and Restrictions” and the “Reciprocal Covenants and Liens Running with the Land” and similar instruments of record, which refer to Mogollon Airpark, these Bylaws, rules and regulations pursuant thereto, the Articles of Incorporation, as the same may be duly adopted or amended or established and now in existence. No transfers of membership in the corporation shall be made except in respect of, and consistent with, a transfer of the lot, which such

membership represents and as may be provided by these Bylaws and any rules, regulations, and restrictions promulgated and approved by a majority vote at a meeting of the members, and no such transfer shall be made upon the books of the corporation within ten (10) days next preceding the annual meeting of the members.

2. **RULES AND REGULATIONS.** The Board of Directors shall have the power to promulgate rules and regulations, (i) concerning the use of any facility or facilities owned or operated by the corporation (ii) implementing or enforcing any recorded restrictions concerning the use of any lot in respect of which a corporation membership exists, (iii) concerning the manner of noticing, collecting, holding, and investing any assessments by the corporation and funds collected thereon, and (iv) concerning the procedures of any committee appointed by the corporation of the Board.

3. **MANAGEMENT AGREEMENTS.** The Board of Directors shall have the express authorization, right and power to engage in the services of third parties in order to facilitate efficient operation of any facility or facilities for the common benefit of members of the corporation and their guests.

4. **LOT PURCHASES AND COMMON AREA IMPROVEMENTS.** On behalf of the corporation, the Board, upon the affirmative vote of two-thirds of the members of record of the Board entitled to vote, at a meeting called for that purpose, any purchase, lease, sublease and accept a donation of any portion of the real property (improved or unimproved) described in these Bylaws. In addition, upon similar authorization of the membership, the Board may contract, on behalf of the corporation, for the construction of such recreational facility or facilities to enhance the beauty of the area described in these Bylaws, as it may deem desirable.

5. **EXECUTION OF CONTRACTS.** In addition to the provisions of these Bylaws, the Board may authorize any officer or officers, agent or agents, in the name and on behalf of the corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; except as is provided by the Section of Bylaws with respect to the powers and authority of the President, and unless so authorized by the Board or expressly authorized by these Bylaws, no officer or 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 peculiarly liable for any purpose to any amount.

6. **ASSESSMENTS.** The Board of Directors shall from time to time assess dues upon each regular members of the corporation in an amount per lot as fixed by the Board as required for the operation of any facility or facilities by the Association for the benefit of the members and their guests, for all operating expenses of the corporation and for any reserves deemed appropriate. In no event shall the dues of any member of this corporation be less than \$20 per year. Failure to pay such dues on or before the due date fixed therefore after reasonable notice thereof shall be grounds for the expulsion of any member from the corporation or the denial of any or all privileges granted to members of the corporation. Any dues assessed by the Board shall be the legal obligation of the members and shall be subject to collection in the manner of any legal obligation.

7. **CHECKS, DRAFTS, ETC.** All checks, drafts, and other orders for the payment of money of the funds of the corporation and all notes or other evidences of indebtedness of the corporation shall be signed on behalf of the corporation in such manner as shall from time to time be determined by resolution of the Board.

8. **DEPOSITS.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select or may be selected by any officer or officers, agent or agents, of the corporation to whom such power may from time to time be delegated by the Board; and, for the purpose of such deposit, the President, any Vice President, the Treasurer, the Secretary, or any other officer or agent or employee of the corporation to whom such power may be delegated by the Board may endorse; assign, and deliver checks, drafts, and other orders for the payment of monies, which are payable to the order of the corporation.

9. **IMPROVEMENTS COMMITTEE.** The Board of Directors shall appoint the members of a standing committee, to be known as the Improvements Committee, to be comprised of three or more members, as the Board shall from time to time determine. The term of any such appointment shall be as determined by the Board, and any member of the improvements Committee may be removed by the Board at any time. The Improvements Committee shall act on behalf of, and with the authority of, the corporation and the Board with respect to granting or denying approval of the corporation required by any applicable declaration of establishment of conditions, reservations, and restrictions, and the mutual and reciprocal covenants and liens running with the land, declaration of restrictions, or like recorded instrument with respect to any proposed alternative or improvement, or any matter whatsoever affecting any lot or lots whether or not the owner of said lot is a member in good standing or a member of this corporation.

The Improvement Committee shall further act on behalf of, and with the authority of, the Corporation and the Board with respect to enforcing that certain declaration of establishment of conditions, reservations and restrictions and the mutual and reciprocal covenants and liens

running with the land against any owner of any lot located within Mogollon Airpark and the property described in these Bylaws, whether or not said lot owner is a member in good standing or a member of this corporation.

ARTICLE VII

Reserve

1. **RESERVE.** The Board may determine and fix such sum or sums as the Board from time to time, in its discretion shall reasonably deem proper as a reserve fund to meet contingencies, or for repairing or maintaining any property of the corporation, or for such other purposes as the Board shall deem conducive to the best interests of the corporation.

ARTICLE VIII

Amendment

1. **AMENDMENT.** These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted by the shareholders or by the Board of Directors at any meeting, provided that notice of the proposed change is contained in the notice of such meeting; provided, however, that the provisions of these Bylaws relating to the number of person serving on the Board of Directors shall not be changed without the unanimous vote of the members present at a duly called meeting of the members.

ADOPTED this 15th day of November, 1984

Secretary