

BYLAWS
OF
FOUNDATION FOR MESA PARKS AND RECREATION

ARTICLE I
Offices and Corporate Seal

1.1. *Registered Office.* The registered office of the Corporation shall be in Maricopa County, Arizona, and the Corporation may have offices at such other place as the Board of Directors shall from time to time determine.

1.2. *Corporate Seal.* The Corporation shall have no corporate seal.

ARTICLE II
Membership

2.1. *Designation of Members.* The Board of Directors of this Corporation may, by amendment to these Bylaws pursuant to Section 10.1. hereof, designate one or more classes of voting and/or non-voting members in this Corporation. Any designation of members shall set forth the manner of election or appointment and the qualifications and rights of each class.

ARTICLE III
Board of Directors

3.1. *General Powers.* The property, affairs, and business of this Corporation shall be managed by the Board of Directors.

3.2. *Number, Qualifications and Term of Office.* The number of directors shall be not less than three nor more than twenty-one as may be determined by the resolution of the Board of Directors from time to time. Directors shall be elected at any Annual Meeting of the Board of Directors, and may serve an unlimited number of consecutive or non-consecutive terms unless otherwise determined by resolution of the Board of Directors. If the Board resolves to fix terms for directors, each such term shall not exceed five years. Unless a fixed term not exceeding five years is set, each of the directors shall hold office for an indefinite term until the next Annual Meeting of the Board of Directors and thereafter until their successor shall have been duly elected and qualified, or until they shall resign or shall have been removed in the manner hereinafter provided.

3.3. *Voting Rights.* Each director shall be entitled to one vote, and written proxies shall be permitted.

3.4. *Organization.* At each meeting of the Board of Directors, the President of this Corporation or, in the President's absence, any person whom the directors shall appoint by majority vote, shall preside. The Secretary of this Corporation or, in the Secretary's absence, the Assistant Secretary or any other person whom the President shall appoint, shall act as Secretary of the meeting and take all minutes.

3.5. *Resignation.* Any Director of this Corporation may resign at any time by giving written notice to the President or the Secretary. A resignation shall take effect at the time specified in such notice, unless otherwise stated therein. Acceptance of a resignation shall not be necessary to make it effective.

3.6. *Vacancy.* Any vacancy in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors, though less than a quorum, and each director so chosen shall hold office until the next election and until his successor shall be duly elected and qualified.

3.7. *Place of Meetings.* The Board of Directors may hold its meetings at such place or places within or without the State of Arizona as it may from time to time determine by majority vote.

3.8. *Time of Regular Meetings.* The Board of Directors may hold its meetings at such times as it may from time to time determine by majority vote of the members.

3.9. *Annual Meetings.* The annual meetings of the Board of Directors shall be held in November of each year for the purpose of electing officers and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be given as provided in Section 3.10. hereof for special meetings of the Board of Directors.

3.10. *Notice of Special Meetings.* Special meetings of the Board of Directors shall be held whenever called by the President or by any three (3) of the other directors. Notice of each such special meeting shall be mailed to each director addressed to the director's residence or usual place of business, at least five (5) days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purpose therefore, except as otherwise expressly provided in these Bylaws.

3.11. *Notices Excused.* Notice of any meeting of the Board of Directors need not be given to any director who shall be present at such meeting and any meeting of the directors shall be a legal meeting without any notice thereof having been given if all of the directors of this Corporation shall be present or waive such notice in writing before, at, or after such meeting.

3.12. *Quorum; Manner of Acting.* Except as otherwise provided by statute or by these Bylaws, a majority of the total number of directors shall be required to constitute a quorum for the transaction of business at any meeting. Unless otherwise provided in the Articles or Bylaws of this Corporation, the acts of a majority of the directors present at any meeting at which a quorum is present shall be the acts of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given.

3.13. *Removal of Directors.* Any director may be removed either with or without cause at any time by a vote of two-thirds (2/3) of all the directors of this Corporation at an election of directors or a special meeting for the directors called for that purpose and the vacancy in the Board of Directors caused by such removal shall be filled in the manner specified in Section 3.6. hereof.

ARTICLE IV Officers

4.1. *Number.* The officers of this Corporation shall be as follows: President, Vice President, Secretary and Treasurer.

4.2. *Election, Term of Office and Qualifications.* All officers shall be elected by a majority vote of the members of the Board of Directors and shall hold office until the next annual election of officers and until their successors shall have been duly elected and qualified or until their death, resignation or removal in the manner hereinafter provided. An officer may serve an unlimited number of consecutive or non-consecutive terms.

4.3. *Resignation.* Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the time specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4. *Removal.* Any officer may be removed either with or without cause by a vote of a majority of all the members of the Board of Directors at any annual or special meeting called for the purpose and such purpose shall be stated in the notice or waiver of notice of such meeting, unless all of the directors of this Corporation shall be present.

4.5. *Vacancy.* A vacancy in an office because of death, resignation, removal, or any other cause shall be filled by resolution of the members of the Board of Directors.

4.6. *Duties of Officers.* The duties of the officers of this Corporation shall be:

4.6.1. *President.* Shall preside at meetings of the Board of Directors; shall see that all orders and resolutions of the Board are carried into effect; and shall have general managerial responsibility and authority.

4.6.2. *Vice President.* Shall implement the orders and resolutions of the Board and shall have the management of the business affairs of the Corporation in assistance to the President. The Vice President shall have all the powers of the office of the President in the event of a vacancy or incapacity in that office.

4.6.3. *Secretary.* Shall keep minutes of all proceedings of the Board of Directors and shall give proper notice of meetings of directors.

4.6.4. *Treasurer.* Shall keep accurate accounts of all monies, drafts, and checks in the name of and to the credit of the Corporation in such banks and depositories as a majority of the whole Board of Directors shall designate from time to time. The Treasurer shall have the power to endorse for deposit all notes, checks, and drafts received by the Corporation; and shall disburse the funds of the Corporation as ordered by the Board of Directors, taking proper vouchers therefor. The Treasurer shall render to the President and the directors, whenever required, an account of all transactions as Treasurer.

ARTICLE V Executive Committee

5.1. *Executive Committee.* The Board of Directors and/or the officers of this Corporation may designate three (3) or more of its members to constitute an Executive Committee. To the extent determined by the Board or said officers, the Executive Committee shall have the authority of the Board of Directors in the management of the business of this Corporation between meetings of the full Board.

ARTICLE VI Other Committee(s)

6.1. *Committee(s).* The Board of Directors may, by resolution, establish one or more committees and may designate one or more of the members of this Corporation to serve as members of such committee(s). Such committee(s) shall, if so requested by the Board, provide recommendations, counseling, and other action or advice to the Board toward accomplishment of specific corporate objectives. To the extent determined by the Board, a Committee shall have authority in the management of the specific business purpose for which the committee was formed.

ARTICLE VII
Fiscal Year

7.1. *Fiscal Year.* The fiscal year of the Corporation shall end on December 31 in each year.

ARTICLE VIII
Waiver of Notice

8.1. Whenever any notice is required to be given by these Bylaws of any of the laws of the State of Arizona, such notice may be waived in writing signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at, or after the meeting.

ARTICLE IX
Authorization Without A Meeting

9.1. Any action that may be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting when authorized in writing, signed by all of the directors or by all of the members of the Executive Committee, as the case may be.

ARTICLE X
Amendments

10.1. Provisions of these Bylaws and the Articles of Incorporation may be altered, amended or revised at any regular or special meeting if approved by a majority of all the members of the Board of Directors present at such duly noticed meeting.