

**NON-PROFIT BYLAWS
OF THE
ASSOCIATION FOR THE EDUCATION OF
MANUFACTURED PARK MODEL & RV HOMEOWNERS, INC.
ESTABLISHED September 21, 2018**

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Arizona and the Articles of Incorporation of the **Association for the Education of Manufactured, Park Model, & RV Home Owners**. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Arizona (A.R.S. 10-3101 *et seq.*), said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 - NAME

Section 1.1. The legal name of the Non-Profit Corporation/Organization shall be known as the **Association for the Education of Manufactured, Park Model, & RV Home Owners**, and shall herein be referred to as **AEMPRO**.

ARTICLE 2 - DEFINITIONS

Section 2.1. The term "**Manufactured**" means a dwelling unit built on a chassis containing complete electrical, plumbing, and sanitary facilities, and designed to be situated on a temporary or permanent foundation as permanent living quarters and not less than 400 square feet when prepared for occupancy.

Section 2.2. The term "**Park Model**" means a dwelling unit built on a chassis containing complete electrical, plumbing, and sanitary facilities, and designed to be situated on a temporary or permanent foundation as permanent living quarters and of no more than 400 square feet when prepared for occupancy.

Section 2.3. The term "RV" means a recreational vehicle, motor home, or travel trailer and refers to a vehicular type unit having its own motor power or is mounted on, or drawn by, another vehicle and not designed for permanent living, but may be used for temporary or permanent living quarters

Section 2.4. The terms "Director(s)", "Member(s)", and "Officer(s)" in these Bylaws shall be used interchangeably. Other than the Board of Directors, there will be no additional Officers or Members within AEMPRO until such time as the Board determines there is a requirement for supplemental AEMPRO personnel/volunteers.

ARTICLE 3 - PURPOSE

Section 3.1. The purpose for which AEMPRO is formed is set forth in its Articles of Incorporation.

Section 3.2. AEMPRO is established within the meaning of IRS Publication 557 Section 501(c)3 Organization of the Internal Revenue Code of 1986, as amended, (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively to educate and improve the welfare, rights, and benefits of manufactured, park model, and RV home owners living on leased land.

Section 3.3. In addition, AEMPRO has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, AEMPRO shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

Section 3.4. AEMPRO shall hold and may exercise all such powers as may be conferred upon any non-profit organization by the laws of the State of Arizona and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of AEMPRO. At no time and in no event shall AEMPRO participate in any activities which have not been permitted to be carried out by AEMPRO as exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code").

ARTICLE 4 - OFFICES

Section 4.1. The principal office of AEMPRO shall be located at 2334 S. McClintock Drive, Tempe, Arizona 85282-2674. AEMPRO may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of AEMPRO may find a need for from time to time.

ARTICLE 5 - DEDICATION OF ASSETS

Section 5.1. The properties and assets of AEMPRO are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of AEMPRO, on dissolution or otherwise, shall inure to the benefit of any person or any member, Director, or officer of AEMPRO. On liquidation or dissolution, all remaining properties and assets of AEMPRO shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant of Section 501(c)3 of the Code.

ARTICLE 6 - BOARD OF DIRECTORS

Section 6.1. General Powers and Responsibilities

AEMPRO shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges, and limitations of liability of Directors of a non-profit corporation organized under the Non-Profit Corporation Act of Arizona. The Board shall establish policies and directives governing business and programs of AEMPRO and shall delegate to the President and AEMPRO staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Section 6.2. Number and Qualifications

The Board shall have up to seven (7), but no fewer than five (5), Board members. The number of Board members may be increased beyond seven (7) members or decreased to fewer than five (5) members by the affirmative vote of all of the then serving Board of Directors. A Board member need not be a resident of the State of Arizona.

In addition to the regular membership of the Board, a representative of such other organizations or individuals as the Board may deem advisable to elect, shall be *Ex-Officio Board Members*, which will have the same rights and obligations, including voting power, as the other Directors.

Section 6.3. Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving AEMPRO in any other capacity and receiving compensation for services rendered.

Section 6.4. Board Elections

When necessary, the Board Members shall present nominations for new and renewing Board members sixty (60) days prior to the start of the next fiscal year. Recommendations from the Board Members shall be made known to the full Board of Directors in writing before nominations are made and voted on. New and renewing Board members shall be approved by those Board members at a Board meeting at which a quorum (Section 6.16) is present.

Section 6.5. Term of Board

All appointments to the Board shall be for a term of 2 years. No person shall serve more than 2 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum (Section 6.16) is present, votes to appoint a Board member to 2 additional years.

To ensure continuity of AEMPRO process and direction, the President, Secretary, and Director (1) shall be elected in odd numbered years. The Vice President, Treasurer, Director (2), and Director (3) shall be elected in even numbered years.

Section 6.6. Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any Director;
- b) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgement of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standard of conduct for a Director, or has missed three consecutive meetings of the Board of Directors, or a total of four meetings of the Board during any one calendar year;
- c) An increase in the authorized number of Directors; or
- d) The failure of the Directors, at any annual or other meeting of Directors at which Director(s) are to be elected, to elect the full authorized number of Directors.

Section 6.7. The Board of Directors, by way of affirmative vote of a majority of the Directors then currently in office, may remove any Director without cause at any regular or special meeting, provided the Director to be removed has been notified in writing in the manner set forth in Article 5 - Meetings that such action would be considered at the meeting.

Section 6.8. Except as provided in this paragraph, any Director may resign effective upon giving written notice to the chair of the Board, the president of AEMPRO, the secretary of AEMPRO, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Arizona is first notified, no Director may resign when AEMPRO would then be left without a duly elected Director in charge of its affairs.

Section 6.9. Any vacancy on the Board may be filled by vote of all of the Directors then in office, whether or not the number of Directors then in office is less than a quorum, or by vote of a sole remaining Director. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 6.10. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 6.11. Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the President of the Board or Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section 6.12. Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of all of then-serving Board members.

Section 6.13. Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President of the Board or any five regular Board members may call a special meeting of the Board with three days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Section 6.14. Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event the Secretary is unavailable, the President of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to AEMPRO to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within five business days after the close of each Board meeting.

Section 6.15. Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of Directors in office must constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed on the minutes book of AEMPRO and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Section 6.16. Quorum

At each meeting of the Board of Directors or Board Committees, the presence of five (5) persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Section 6.17. Voting

Each Board member shall only have one vote.

Section 6.18. Proxy

Board members shall be allowed to vote by written proxy and submitted to the Board prior to any vote.

Section 6.19. Board Member Attendance

An elected Board Member who is absent from three (3) consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President of the Board his/her commitment to AEMPRO. The Board may deem a Board member who has missed three (3) consecutive meetings without such a reevaluation with the President to have resigned from the Board.

ARTICLE 7 - Board Members/Directors/Officers

Section 7.1. Duties

The Board shall elect officers of AEMPRO which shall include a President, Vice President, a Secretary, a Treasurer, three adjunct Directors, and such other officers as the Board may designate by resolution. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

Section 7.2. President

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of AEMPRO, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of AEMPRO, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent AEMPRO between meetings of the Board. With the agreement of a minimum of five (5) Board Members, the President shall be responsible for the hiring and firing of all personnel, if such personnel become part of AEMPRO, and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse, and account for all funds of AEMPRO, to execute in the name of AEMPRO all contracts and other documents authorized either generally or specifically by the Board to be executed by AEMPRO, and to negotiate any and all material business transactions of AEMPRO.

Section 7.3. Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

Section 7.4. Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of AEMPRO, which are required to be kept at the principal office of AEMPRO, and shall act as Secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of AEMPRO and shall see that the seal of AEMPRO, if any, is affixed to all documents, the execution of which on behalf of AEMPRO under its seal is duly authorized in accordance with the provisions of these bylaws.

Section 7.5. Treasurer

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of AEMPRO, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of AEMPRO, as may be ordered by the Board of Directors, and shall render to the President, and Directors, whenever they request it, an account of all the Treasurer's transactions as Treasurer and of the financial condition of AEMPRO.

The Treasurer shall give AEMPRO a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to AEMPRO of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. AEMPRO shall pay the cost of such a bond, if needed.

Section 7.6. Adjunct Directors

The Adjunct Directors shall be responsible for attending Board meetings and to be knowledgeable of all AEMPRO activity. These Directors shall also be crucial to the ongoing direction of AEMPRO

by being actively involved through their input to AEMPRO actions and voting as members of the Board. Adjunct Directors may also be assigned additional responsibilities as deemed necessary and approved by a Board quorum.

ARTICLE 8 - COMMITTEES

Section 8.1. Committees of Directors

The Board of Directors shall, if deemed necessary, act in itself as a Committee, provided a quorum is present, to address all issues as may pertain to this body of Articles.

ARTICLE 9 - STANDARD OF CARE

Section 9.1. General

A Director shall perform all the duties of a Director, including, but not limited to, duties as a member of any committee of the Board on which the Director may serve, in such a manner as the Director deems to be in the best interest of AEMPRO and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

Section 9.2. In the performance of duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of AEMPRO whom the Director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the Director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director deems to merit confidence,

Section 9.3. So long as in any such case the Director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Section 9.4. Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which AEMPRO, or assets held by it, are dedicated.

Section 9.5. Loans

AEMPRO shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer, unless approved by the Arizona Attorney General; provided, however, that AEMPRO may advance money to a Director or officer of AEMPRO or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 9.6. Conflict of Interest

The purpose of the Conflict of Interest policy is to protect AEMPRO's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or Directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Section 9.7. Restriction on Interested Directors

Not more than 0% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by AEMPRO for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

Section 9.8. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors who are considering the proposed transaction or arrangement.

Section 9.9. Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Section 9.10. Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The President of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether AEMPRO can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the best interest of AEMPRO for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Section 9.11. Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 9.12. Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Section 9.13. Acknowledgement of Conflict of Interest Policy

Each Director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that AEMPRO is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 9.14. Violation of Loyalty - Self-Dealing contracts

A self-dealing contract is any contract or transaction (i) between AEMPRO and one or more of its Directors, or between AEMPRO and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between AEMPRO and a corporation, firm, or association of which one or more of its Directors are Director(s) of AEMPRO. Said self-dealing shall not be void or voidable because such Director(s) of the corporation, firm, or

association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said interested Director(s));
- b) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith - without counting the vote of the interest Director(s) - and the contract is just and reasonable to AEMPRO at the time it is authorized, approved, or ratified; or
- c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable to AEMPRO at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Section 9.15. Indemnification

To the fullest extent permitted by law, AEMPRO shall indemnify its "agents," as described by law, including its Directors, officers, employees, and volunteers. This includes persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of AEMPRO, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

AEMPRO shall have the power to purchase and maintain insurance on behalf of any agent of AEMPRO, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 10 - EXECUTION OF CORPORATE INSTRUMENTS

Section 10.1. Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon AEMPRO.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of AEMPRO, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of AEMPRO, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by AEMPRO shall be execute, signed, and/or endorsed by the President and Vice President.

All checks and drafts drawn on banks or other depositories on funds to the credit of AEMPRO, or in special accounts of AEMPRO, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Section 10.2. Loans and Contracts

No loans or advances shall be contracted on behalf of AEMPRO and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of AEMPRO may enter into any contract or execute and deliver any instrument in the name of and on behalf of AEMPRO.

ARTICLE 11 - RECORDS AND REPORTS

Section 11.1. Maintenance and Inspection of Articles and Bylaws

AEMPRO shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 11.2. Maintenance of Inspection of Federal Tax Exemption Application and Annual Information Returns

AEMPRO shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 11.3. Maintenance and Inspection of Other Corporate Records

AEMPRO shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of AEMPRO. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of AEMPRO shall turn over to his or her successor or the President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of AEMPRO as have been in the custody of such officer, employee, or agent during his or her term of office.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of AEMPRO and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Section 11.4. Preparation of Annual Financial Statements

AEMPRO shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. AEMPRO shall make these financial statements available to the Arizona Attorney General and members of the public for inspection no later than 30 days after the close of the fiscal year to which the statements relate.

Section 11.5. Reports

The Board shall ensure an annual report is sent to all Directors within 30 days after the end of the fiscal year of AEMPRO, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of AEMPRO for both general and restricted purposes during the fiscal year.

- d) The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of AEMPRO that such statements were prepared without audit from the books and records of AEMPRO.

ARTICLE 12 - FISCAL YEAR

Section 12.1. The fiscal year for AEMPRO shall end on December 31.

ARTICLE 13 - AMENDMENTS AND REVISIONS

Section 13.1. These Bylaws may be adopted, amended, or repealed by the vote of all of the Directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed Bylaw revisions with explanations therefore, is given in accordance with these Bylaws. If any provision of these Bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE 14 - CORPORATE/ORGANIZATION SEAL

Section 14.1. The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of AEMPRO. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 15 - CONSTRUCTION AND DEFINITIONS

Section 15.1. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time of time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes AEMPRO as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, **Sandra McNary**, certify I am the current elected and acting Secretary for AEMPRO, and the above Bylaws are the Bylaws of AEMPRO as adopted by the Board of Directors on **September 21, 2018**, and that they have not been amended or modified since the above.

EXECUTED on this day **September 28, 2018** in the County of Maricopa in the State of Arizona.

_____ (signature)
Duly Elected AEMPRO Secretary