

BYLAWS OF FRIENDS OF BIG BUG MESA ROAD, INC.

An Arizona Nonprofit Corporation

ARTICLE I NAME, OFFICES, AND PURPOSE

Section 1.1 Name. The name of the corporation is Friends of Big Bug Mesa Road, Inc. (the “Corporation”).

Section 1.2 Principal Office. The principal office of the Corporation shall be located in Yavapai County, Arizona, at such place as the Board of Directors may determine.

Section 1.3 Purpose and Public Benefit. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), as more fully set forth in its Articles of Incorporation. The specific charitable purpose of the Corporation is to lessen the burdens of government and promote public safety, public recreation, and public access by maintaining, repairing, improving, and supporting the public usability of Forest Service Road 670 (Big Bug Mesa Road) in the Prescott National Forest, Yavapai County, Arizona.

Forest Service Road 670 is a public road that serves as a critical access route for the general public and for governmental functions. It provides primary access to the main staging ground at Five Points for fire suppression activities in the Bradshaw Mountain Range. It also provides public access to remote dispersed campgrounds on and around Big Bug Mesa, the fire watch tower on Mount Union, forest maintenance and fuels-reduction operations (including brush clearing and logging), and a wide range of public recreational users, including hikers, backpackers, UTV riders, motorcyclists, and bicyclists. A well-maintained Road ensures continued safe access for the public, the United States Forest Service, and emergency vehicles engaged in fire prevention, fire suppression, and rescue of sick or injured visitors.

The Corporation shall operate exclusively for the benefit of the general public. Any benefits that may incidentally accrue to owners of property served by the Road are secondary to, and necessary for the accomplishment of, the Corporation’s public charitable purposes. The Corporation shall not maintain, repair, or improve private roads or any roads other than the specific public Forest Service Road 670 segment described in its Articles of Incorporation, except to the extent such work is incidental to and necessary for the public purpose of maintaining Forest Service Road 670.

ARTICLE II MEMBERSHIP

Section 2.1 Eligibility and Mission Protection. Membership in the Corporation is available only to the owner(s) of record of those certain parcels of real property that are served by Big Bug Mesa Road (Forest Service Road 670) and that are listed in Exhibit A attached hereto (each an “Eligible

Parcel”). Membership is intentionally limited to owners of these specific Eligible Parcels in order to protect and preserve the Corporation’s exclusive public charitable mission. There are dozens of unmaintained roads in the surrounding area, some private and some Forest Service roads. Open or unrestricted membership could result in pressure or mission creep to divert resources toward the maintenance of other roads, including private roads, which would undermine the Corporation’s public purpose of supporting this specific public Forest Service road for the benefit of the general public, fire suppression, and public recreation. By limiting membership to the owners of parcels served by this particular public road, the Corporation ensures that its resources and governance remain focused on its stated charitable purpose.

Section 2.2 Voting Shares. Each owner of an Eligible Parcel is eligible to purchase voting membership shares (“Voting Shares”) with respect to that parcel. The maximum number of Voting Shares that may be purchased with respect to any Eligible Parcel is the lesser of (a) the number of Voting Shares set forth for that parcel in Exhibit A (which reflects the parcel acreage rounded up) or (b) twenty (20) Voting Shares. To be a member, one must purchase a minimum of one (1) Voting Share. Voting rights are allocated on the basis of one (1) vote per Voting Share owned and in good standing. Owners of Eligible Parcels are not obligated to become members.

Section 2.3 Initiation Fees. The initiation fee is One Thousand Dollars (\$1,000.00) per Voting Share purchased. Initiation fees are non-refundable and are due at the time of purchase of the Voting Share(s).

Section 2.4 Annual Dues. Annual dues are Fifty Dollars (\$50.00) per Voting Share. Annual dues are assessed on May 1 of each year, irrespective of the date on which the initiation fee for such Voting Share was paid. Annual dues are non-refundable.

Section 2.5 Late Fees and Delinquency. Annual dues not paid by May 15 shall be delinquent and shall be assessed a late fee of Twenty-Five Dollars (\$25.00). An additional late fee of Twenty-Five Dollars (\$25.00) shall be assessed if the dues and prior late fee(s) are not paid by June 15. A further late fee of Twenty-Five Dollars (\$25.00) shall be assessed if the dues and prior late fees are not paid by July 15.

Section 2.6 Lapse of Membership. If annual dues and all applicable late fees with respect to a Voting Share are not paid in full by August 1, the membership represented by such Voting Share shall lapse. Upon lapse, the holder shall cease to be a member in good standing and shall lose all voting and other membership rights associated with that Voting Share.

Section 2.7 Reinstatement and Appeal. If a membership lapses, a new initiation fee shall be required to reinstate the lapsed membership, unless the lapse is timely appealed to the Board of Directors. Upon appeal, the Board shall review the circumstances and vote on whether to (a) restore the membership upon timely payment of all outstanding dues and late fees (without requiring a new initiation fee) or (b) require a new initiation fee as a condition of reinstatement. The decision of the Board on any such appeal shall be final.

Section 2.8 Founding Members. A “Founding Member” is any person or entity that becomes a member of the Corporation on or before October 31, 2026, by purchasing one or more Voting Shares and paying the applicable initiation fee(s).

Section 2.9 Good Standing. A member is in “good standing” if the member is current on all initiation fees, annual dues, and late fees with respect to all Voting Shares held by such member and is not otherwise suspended under these Bylaws or applicable law.

Section 2.10 Voting Rights. Only members in good standing shall have the right to vote. Each Voting Share in good standing entitles the holder to one (1) vote on all matters submitted to a vote of the members, including but not limited to: (a) the election of directors; (b) approval of the annual budget and maintenance plan; (c) amendments to these Bylaws that affect membership or voting rights; (d) major transactions as may be reserved to the members; and (e) such other matters as may be required by law or these Bylaws.

Section 2.11 Proxy Voting. Members entitled to vote may vote in person or by proxy. A proxy must be in writing, signed by the member or the member's duly authorized attorney-in-fact, and filed with the Secretary before or at the time of the meeting. A proxy is valid for eleven (11) months from the date of its execution unless a longer period is expressly provided in the proxy (but in no event longer than three (3) years). A proxy is revocable by the member at any time by written notice to the Secretary or by the member's attendance and voting in person at the meeting. No proxy shall be valid after the member ceases to be a member in good standing. The Board may establish reasonable procedures for the form, delivery, and verification of proxies, including electronic proxies to the extent permitted by Arizona law.

Section 2.12 Non-Member Contributions. Any person or entity may make contributions to the Corporation without becoming a member. All contributions that are not initiation fees, annual dues, or late fees are intended to be tax-deductible charitable contributions to the extent permitted by law. Initiation fees, annual dues, and late fees are not tax-deductible as charitable contributions because they confer membership benefits. The Corporation shall provide appropriate written acknowledgments for deductible contributions in accordance with IRS requirements.

Section 2.13 Transfer of Membership. Membership and Voting Shares are associated with ownership of an Eligible Parcel. Upon transfer of ownership of an Eligible Parcel, the membership and any associated Voting Shares may be transferred to the new owner of record, subject to the new owner's assumption of any outstanding dues or fees and compliance with these Bylaws. The Board may adopt reasonable procedures for documenting transfers.

ARTICLE III

MEETINGS OF MEMBERS

Section 3.1 Annual Meeting. An annual meeting of the members shall be held on or about Memorial Day Weekend of each year (or on such other date as the Board may designate with reasonable notice), beginning in 2027, for the purpose of electing directors (as positions become open under the staggered schedule), approving the annual budget and maintenance plan, receiving reports from the Board and officers, and transacting such other business as may properly come before the meeting. During the annual meeting, the members shall vote on the budget and any other matters required by law or these Bylaws.

Section 3.2 Special Meetings. Special meetings of the members may be called by the Chairman, by the Board of Directors, or by members holding at least thirty percent (30%) of the Voting Shares then in good standing.

Section 3.3 Notice. Written or electronic notice of each meeting of members shall be given to each member entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice shall state the place, date, and time of the meeting and, in the case of a special meeting, the purpose(s) for which the meeting is called.

Section 3.4 Quorum. The presence in person or by proxy of members holding a majority of the Voting Shares then in good standing shall constitute a quorum for the transaction of business at any meeting of members. If a quorum is not present, the members present may adjourn the meeting from time to time without further notice.

Section 3.5 Voting. Each Voting Share in good standing shall be entitled to one (1) vote. Action on a matter (other than the election of directors) is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless a greater number is required by law or these Bylaws. Directors shall be elected by a plurality of the votes cast. Voting may be conducted in person, by proxy (in accordance with Section 2.11), or by written or electronic ballot as permitted by Arizona law and as determined by the Board.

Section 3.6 Tie Votes. In the event of a tie affecting the election of a director, the tie shall be broken by the drawing of lots under the supervision of the Secretary. The result shall be final.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Number and Composition. The Board of Directors shall consist of seven (7) directors: a Chairman, a Vice Chairman, a Secretary, a Treasurer, and three (3) Members at Large. The Chairman, Vice Chairman, Secretary, and Treasurer shall also serve as the officers of the Corporation.

Section 4.2 Qualifications. To be eligible to run for or serve on the Board of Directors, a candidate must be either (a) a Founding Member or (b) a member in good standing who has been a member in good standing for at least two (2) consecutive years immediately preceding the election or appointment.

Section 4.3 Initial Board. The initial Board of Directors shall be appointed by the Incorporator(s) of the Corporation and shall serve until their successors are elected and qualified in accordance with the staggered election schedule set forth in Section 4.4. The initial Board shall have full authority to manage the affairs of the Corporation, including the establishment of financial systems, collection of initiation fees and dues, coordination with the United States Forest Service, and preparation of the first budgets and maintenance plans for member approval.

Section 4.4 Staggered Elections and Terms. Directors shall serve two-year terms commencing on July 1 following their election. Elections shall be staggered as follows:

- (a) On Memorial Day Weekend 2027 (or at the annual meeting held on or about that date), the members shall elect the Vice Chairman, the Secretary, and one (1) Member at Large. The terms of the directors so elected shall commence on July 1, 2027, and expire on June 30, 2029.
- (b) On Memorial Day Weekend 2028 (or at the annual meeting held on or about that date), the members shall elect the Chairman, the Treasurer, and the remaining two (2) Members at Large. The terms of the directors so elected shall commence on July 1, 2028, and expire on June 30, 2030.
- (c) Thereafter, elections for the positions whose terms are expiring shall be held at the annual meeting on or about Memorial Day Weekend of each year, with terms commencing on the following July 1 and continuing for two (2) years.

Section 4.5 Powers and Duties. The Board of Directors shall manage the business, property, and affairs of the Corporation and may exercise all powers of the Corporation except those reserved to the members by these Bylaws, the Articles of Incorporation, or applicable law. The Board shall prepare

and recommend to the members an annual budget and detailed road maintenance and improvement plan focused exclusively on Forest Service Road 670; implement the approved plan; oversee finances; coordinate with the United States Forest Service; and ensure all activities further the public charitable purposes of the Corporation and comply with Section 501(c)(3) of the Code.

Section 4.6 Board Meetings. The Board shall meet at least quarterly and at such other times as the Chairman or a majority of the directors may determine. Meetings may be held in person, by telephone conference, or by other electronic means. A majority of the directors then in office shall constitute a quorum. Action shall be taken by majority vote of the directors present at a meeting at which a quorum is present.

Section 4.7 Vacancies and Removal. Any vacancy occurring on the Board may be filled by the remaining directors for the unexpired portion of the term. A director may be removed, with or without cause, by the affirmative vote of a majority of the Voting Shares present and entitled to vote at a meeting of members called for that purpose. A director may be removed, with cause, by the affirmative vote of a super-majority (defined as two-thirds (2/3) of the Board of Directors).

ARTICLE V

OFFICERS

Section 5.1 Officers. The officers of the Corporation shall be the Chairman, Vice Chairman, Secretary, and Treasurer, each of whom shall be a director.

Section 5.2 Duties. The Chairman shall preside at meetings and provide general supervision. The Vice Chairman shall act in the Chairman's absence. The Secretary shall keep minutes, maintain membership records, and give notices. The Treasurer shall have custody of funds, maintain financial records, and oversee the budget process. Officers shall have such additional duties as the Board may assign.

ARTICLE VI

COMMITTEES

Section 6.1 Committees. The Board may establish committees as it deems appropriate, including an Executive Committee, Finance Committee, and Road Maintenance/Operations Committee. Committees may include non-director members with relevant expertise and shall report to the Board. No committee shall have authority to approve the annual budget, amend these Bylaws, or take action reserved to the members or full Board.

ARTICLE VII

FISCAL MATTERS

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end on June 30 of the following calendar year.

Section 7.2 Budget and Maintenance Plan. The Board shall prepare and present to the members at the annual meeting a proposed annual operating budget and a detailed plan for the maintenance, repair, and improvement of Forest Service Road 670 for the upcoming fiscal year. The plan shall be

limited to work that furthers the public charitable purposes of the Corporation. The members shall vote to approve, modify, or reject the budget and plan. Once approved, the Board is authorized to expend funds consistent with the approved budget and plan. Material deviations shall require further member approval or, in genuine emergency, subsequent ratification.

Section 7.3 Financial Records and Reports. The Corporation shall maintain accurate books and records of account. The Treasurer shall provide financial reports to the Board at least quarterly and to the members at the annual meeting.

ARTICLE VIII

CONFLICT OF INTEREST

Section 8.1 Conflict of Interest Policy. The Corporation shall adopt and maintain a written Conflict of Interest Policy consistent with the requirements for organizations exempt under Section 501(c)(3) of the Code. Any director, officer, or committee member who has a direct or indirect financial interest in a transaction under consideration shall disclose the interest and recuse himself or herself from discussion and voting. The remaining disinterested directors shall determine whether a conflict exists and whether the transaction is fair and in the best interests of the Corporation.

ARTICLE IX

INDEMNIFICATION

Section 9.1 Indemnification. The Corporation shall indemnify its directors and officers to the fullest extent permitted by Arizona law (including A.R.S. §§ 10-3850 through 10-3858), subject to any limitations in the Articles of Incorporation, these Bylaws, or applicable federal tax law. The Corporation may purchase and maintain directors' and officers' liability insurance.

ARTICLE X

AMENDMENTS

Section 10.1 Amendments. These Bylaws may be amended by the affirmative vote of a majority of the Voting Shares present and entitled to vote at a meeting of members at which a quorum is present, provided that notice of the proposed amendment has been given with the notice of the meeting. Amendments that affect the rights of members or the voting structure shall require member approval.

ARTICLE XI

GENERAL PROVISIONS

Section 11.1 Governing Law. These Bylaws shall be governed by the laws of the State of Arizona and the applicable provisions of the Internal Revenue Code governing organizations exempt under Section 501(c)(3).

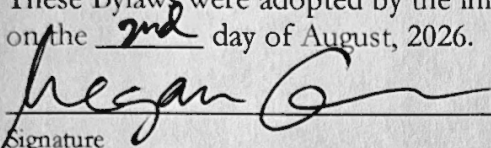
Section 11.2 Dissolution. Upon dissolution of the Corporation, assets shall be distributed as provided in the Articles of Incorporation, exclusively for one or more exempt purposes within the

meaning of Section 501(c)(3) of the Code, or to the federal government or to a state or local government for a public purpose.

Section 11.3 Construction. If any provision of these Bylaws is held invalid or unenforceable, the remaining provisions shall continue in full force and effect.

ADOPTION

These Bylaws were adopted by the initial Board of Directors of Friends of Big Bug Mesa Road, Inc. on the 2nd day of August, 2026.



Signature

Printed Name: Megan German

Title: Secretary

EXHIBIT A

SCHEDULE OF ELIGIBLE PARCELS AND VOTING SHARE ELIGIBILITY

The following parcels, any derivatives of these parcels, or any other parcels not yet identified but later determined by the Board of Directors to use Forest Service Road 670 to access their property are Eligible Parcels for purposes of membership. The number shown under “Voting Share Eligibility” is the maximum number of Voting Shares that may be purchased with respect to that parcel (subject to the overall maximum of twenty (20) Voting Shares per parcel as set forth in Section 2.2).

Parcel Number	Voting Share Eligibility
104-06-020H	3
104-06-020U	3
104-06-020V	5
104-06-020P	3
205-27-039	7
205-27-037C	3
205-27-033A	2
205-27-033D	2
205-27-033G	2
205-27-034C	2
205-27-034B	2
205-27-034A	2
205-27-035A	3
205-27-036B	3
205-27-035C	3
205-27-036A	2
205-27-035E	3
205-27-036D	2
205-27-033F	2
205-27-033H	2
205-27-034D	2
205-27-034G	3
205-27-035H	3
205-27-035G	3
205-27-036G	2
205-27-036F	2
205-27-037G	3
205-27-037E	3
205-27-037Y	4
104-06-023	21
205-13-306F	23
205-13-307	2
205-13-304	1
205-13-306A	6
205-13-305	1
205-13-374A	41
205-13-373	138
205-13-318N	11
205-13-319P	8
205-13-422A	5
205-13-424A	5
205-13-319N	2
205-13-425E	3
205-13-425C	3
205-13-519A	2
205-13-519E	2
205-13-519F	6
205-13-425B	3

205-13-425D	3
205-13-532A	3
205-13-414A	2
205-13-532	3
205-13-414	6
205-13-421C	3
205-13-519D	2
205-13-318G	4
205-13-430D	3
205-13-430J	4
205-13-430A	2
205-13-430K	3
205-13-313C	2
205-13-313D	4
205-13-313E	3
205-13-313F	4
205-13-316	16
205-13-315	13
205-13-314T	5
205-13-527B	6
205-13-314Z	4
205-13-314W	3
205-13-317W	5
205-13-317U	4
205-13-342B	9
205-13-317D	3
205-13-317E	3
205-13-342A	8
205-13-317Y	5
205-13-317J	21
205-13-317H	3
205-13-534	4
205-13-522G	3
205-13-534A	3
205-13-521Y	3
205-13-521X	3
205-13-521K	2
205-13-521L	2
205-13-521G	2
205-13-521E	2
205-13-521V	3
205-13-522A	2
205-13-397A	4
205-13-397M	2
205-13-397N	2
205-13-522E	2
205-13-522C	2
205-13-525R	5
205-13-525P	3
205-13-397Q	3
205-13-397P	3
205-13-397R	7
205-13-397C	4
205-13-525J	3
205-13-525K	2
205-13-518U	3
205-13-518L	3
205-13-518V	2
205-13-518C	2
205-13-518J	3
205-13-518Q	3
205-13-518N	3
205-13-518E	3

205-13-518T	1
205-13-518A	2
205-13-518G	3
205-13-420B	2
205-13-420D	3
205-13-421A	3
205-13-519C	4
205-13-366F	20