NOTICE OF MEETING OF THE SAN LUIS MUNICIPAL PROPERTY CORPORATION

In accordance with section 38-431.01 of the Arizona Revised Statutes of the State of Arizona, notice is hereby given to the Members of San Luis Municipal Property Corporation and to the general public that the Board Members of the San Luis Municipal Property Corporation will hold an **Annual Meeting on Thursday, April 26, 2018 at 5:30 p.m.** The meeting will take place at City Hall in **Council Chambers**, located at 1090 E. Union Street, San Luis, Arizona, 85349. Everyone from the public is invited to attend the open meeting.

In accordance with the Americans with Disabilities Act (ADA) and Section 504 of the Rehabilitation Act of 1973, the City of San Luis does not discriminate on the basis of disability in the admission of or access to, or treatment of employment in its programs, activities, or services. For information regarding rights and provisions of the ADA or Section 504, or to request reasonable accommodations for participation in City programs, activities or services contact: ADA/Section 504 Coordinator, City of San Luis Human Resources Department, 1090 E. Union Street, San Luis, Arizona, 85349; (928) 341-8520.

Notice is hereby given that pursuant to A.R.S. §1-602.A.9, subject to certain specified statutory exceptions, parents have a right to consent before the State or any of its political subdivisions make a video or audio recording of a minor child. Meetings of the City Council are audio and/or video recorded, and, as a result, proceedings in which children are present may be subject to such recording. Parents in order to exercise their rights may either file written consent with the City Clerk to such recording, or take personal action to ensure that their child or children are not present when a recording may be made. If a child is present at the time a recording is made, the City will assume that the rights afforded parents pursuant to A.R.S. §1-602.A.9 have been waived.

THIS NOTICE IS APPROVED BY:

/s/ Kay M. Macuil, Attorney for the San Luis Municipal Property Corporation

AVISO DE JUNTA DE LA CORPORACIÓN

De acuerdo con los Estatutos del Estado de Arizona "A.R.S § 38-431.01", se le informa a los miembros de la Corporación San Luis Municipal Property Corporation y al público en general que los miembros de la Corporación San Luis Municipal Property Corporation, tendrán una **Junta Anual jueves, el dia 26 de abril de 2018 a las 5:30 p.m.** La junta se llevará a cabo en el **Salón Del Cabildo** ubicada en el 1090 E. Union Street, San Luis, Arizona 85349. El público está cordialmente invitado a la junta.

De acuerdo con el Acta de Americanos con Discapacidades y la Sección 504 del Acta de Rehabilitación del 1973, la Ciudad de San Luis, Arizona no discrimina por causa de discapacidad la admisión y acceso a sus programas, actividades, servicios o en el trato en cuanto a empleo. Para más información referente a derechos y provisiones del Acta de Americanos con Discapacidades o Sección 504, o para solicitar adaptaciones qua sean razonables para la participación en programas, actividades o servicios de la Ciudad, contactar al: Coordinador del Acta de Americanos con Discapacidades/Sección 504, Departamento de Recursos Humanos de la Ciudad de San Luis, Arizona, ubicada en el 1090 E. Union Street, San Luis, Arizona, 85349; (928) 341-8520.

Por medio de este aviso y de acuerdo con los Estatutos del Estado de Arizona "A.R.S § 1-602.A.9", sujeto a ciertas excepciones reglamentarias, los padres de familia tienen el derecho de dar el consentimiento ante el Estado o cualquiera de sus subdivisiones políticas para hacer una grabación de audio o video de su hijo menor de edad. Las juntas del Cabildo se graban en audio y/o video y como resultado, el hecho de que haya menores presentes puede ser sujeto a que sean grabados. Para que los padres de familia puedan ejercer sus derechos pueden dar el consentimiento por escrito con la Secretaria de la Ciudad a tal grabación, o tomar acción personal para asegurarse que su hijo menor no esté presente cuando la grabación se lleve a cabo. Si un menor de edad está presente en el momento de la grabación, la Ciudad asumirá que los padres de familia están cediendo los derechos sobre una posible grabación de acuerdo con los Estatutos del Estado de Arizona "A.R.S. §1-602.A.9."

ESTE AVISO ES APROBADO POR:

/f/ Kay M. Macuil, Abogada de la San Luis Municipal Property Corporation

AMENDED AGENDA 04/25/2018

AGENDA
SAN LUIS MUNICIPAL PROPERTY CORPORATION
San Luis Council Chambers
1090 E. Union Street
San Luis, Arizona 85349
APRIL 26, 2018
5:30 p.m.

PLEASE TAKE NOTICE THAT BOARD MEMBERS MAY ATTEND THE MEETING BY TELEPHONIC COMMUNICATION

PLEASE TAKE NOTICE: *The Chair or Acting Chair may change the order of the items.*

PLEASE TAKE NOTICE: *If authorized by law and by a majority vote of a present quorum of the Board of Directors, an executive session will be held immediately following the vote in accordance with A.R.S. §38-431.03(A) and the meeting will be temporarily recessed while the Board retires to executive session which will not be open to the public.*

1. CALL TO ORDER/ROLL CALL

2. CONSENT AGENDA
All matters are considered to be routine by the Commission and will be enacted by one motion. If discussion is desired, that item will be removed from the Consent Agenda and will be considered separately.

2. A. MINUTES OF
- Meeting held October 31, 2017

3. DISCUSSION ITEMS:

3. A. Presentation on any and all matters regarding Robert's Rules. **(Kay Marion Macuil, City Attorney)**

3. B. PowerPoint presentation on any and all matters regarding Open Meeting Law. **(Kay Marion Macuil, City Attorney and Sonia Cornelio, City Clerk)**

3. C. Discussion and possible direction to staff on any and all matters regarding the Annual Report to the Arizona Corporation Commission. **(Kay Marion Macuil, Attorney)**

3. D. Discussion and possible directions to staff on any and all matters regarding the By Laws. **(Kay Marion Macuil)**

4. ADJOURNMENT

Suggested adjournment by President: “Since we have come to the end of the items on the agenda and there is no further business, the meeting is adjourned.”

MPC **2.A.**

Meeting Date: 04/26/2018

Department Head: Kay Macuil, City Attorney, Attorney's Office

Submitted By: Janet Taylor, Legal Secretary, Attorney's Office

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ITEM:

MINUTES OF

- Meeting held October 31, 2017

SUMMARY:

- Meeting held October 31, 2017.

RECOMMENDATION / SUGGESTED MOTION:

This field will be officially filled in by your Legal Department

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Attachments

MPC 2017-10-31 minutes

MINUTES
SAN LUIS MUNICIPAL PROPERTY CORPORATION
Council Chambers
1090 E. Union Street San Luis, Arizona 85349
October 31, 2017 at 5:30 p.m.

1. CALL TO ORDER/ROLL CALL Mr. Antonio Carrillo called the meeting to order at approximately 5:43 p.m.

PRESENT:
President Antonio Carrillo
Vice President Joel Castro
Director Ruben Walshe
Director Luis Cabrera

NOT PRESENT:
Director Cecilia Torres

OTHERS PRESENT:
City Attorney Kay Marion Macuil
Legal Secretary Janet Taylor
Administrative Coordinator Francia Alonso

2. CONSENT AGENDA

All matters are considered to be routine by the Board Members and will be enacted by one motion. If discussion is desired, that item will be removed from the Consent Agenda and will be considered separately.

2.A. - Approval of Minutes of Regular Meeting held January 24, 2017

MOTION: Director Luis Cabrera and Director Ruben Walshe to approve the minutes. Motion passed unanimously

3. Discussion and Possible Action on any and all matters regarding election of officers for the Municipal Property Corporation.

3.A. MOTION: Director Luis Cabrera and Director Ruben Walshe to re-elect Antonio Carrillo as President of the Municipal Property Corporation.
Motion passed unanimously

MOTION: Director Luis Cabrera and Director Ruben Walshe to re-elect Joel Castro as Vice President. Motion passed unanimously

MOTION: Vice President Joel Castro and President Antonio Carrillo to elect Luis Cabrera as Secretary/Treasurer. Motion passed unanimously

3.B Oath & Swearing in of officers to serve on the Municipal Property Corporation. Director Ruben Walshe as Director, Vice President Joel Castro as Vice President, Director Luis Cabrera as Secretary/Treasurer and President Antonio Carrillo as President, took the Oath of office and were sworn in by Notary Public Janet Taylor. Witnessed by Francia Alonso and Kay Marion Macuil.

3.C Discussion and possible action on any and all matters, regarding Resolution No. 2017-01. A Resolution of the Board of Directors of the San Luis Municipal Property Corporation (the "Corporation") authorizing the date of the annual meeting to be changed and amending the By Laws. Article lV. Section 1. (Kay Marion Macuil, Attorney for the Corporation)

Motion: Secretary/Treasurer Luis Cabrera and Director Ruben Walshe to approve changing the date for the Municipal Property Corporation's Annual Meeting to the Fourth Thursday of the month. Motion passed unanimously

3.D. Discussion and possible action on any and all matters regarding the cancellation of the annual meeting of the Municipal Property Corporation scheduled for December 5, 2017.

MOTION: President Antonio Carrillo and Director Ruben Walshe to approve the cancellation of the annual meeting scheduled for December 5, 2017.
Motion passed unanimously

4. Adjournment
Meeting adjourned by President Antonio Carrillo at approximately 6:16 p.m.

MPC **3.A.**

Meeting Date: 04/26/2018

Department Head: Janet Taylor, Legal Secretary, Attorney's Office

Submitted By: Janet Taylor, Legal Secretary, Attorney's Office

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ITEM:

Presentation on any and all matters regarding Robert's Rules. **(Kay Marion Macuil, City Attorney)**

SUMMARY:

Robert's Rule are used as a guide to conduct meetings in an orderly, and fair fashion.

RECOMMENDATION / SUGGESTED MOTION:

Presentation and discussion only, no action item.

MPC **3.B.**

Meeting Date: 04/26/2018

Department Head: Janet Taylor, Legal Secretary, Attorney's Office

Submitted By: Janet Taylor, Legal Secretary, Attorney's Office

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ITEM:

PowerPoint presentation on any and all matters regarding Open Meeting Law. **(Kay Marion Macuil, City Attorney and Sonia Cornelio, City Clerk)**

SUMMARY:

Presentation on the Open Meeting Law and how it applies to the board.

RECOMMENDATION / SUGGESTED MOTION:

Presentation and discussion only, no action item.

MPC **3.C.**

Meeting Date: 04/26/2018

Department Head: Janet Taylor, Legal Secretary, Attorney's Office

Submitted By: Janet Taylor, Legal Secretary, Attorney's Office

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ITEM:

Discussion and possible direction to staff on any and all matters regarding the Annual Report to the Arizona Corporation Commission. **(Kay Marion Macuil, Attorney)**

SUMMARY:

As required by Arizona law, San Luis Municipal Property Corporation makes an annual report to the Arizona Corporation Commission. We are providing it to the Board Members as part of the annual meeting to report that the Corporation continues to be in good standing.

RECOMMENDATION / SUGGESTED MOTION:

Discussion and possible directions to staff only, no motion/action.

Attachments

MPC Annual Report

E-FILED

STATE OF ARIZONA
CORPORATION COMMISSION
CORPORATION ANNUAL REPORT & CERTIFICATE OF DISCLOSURE

06110649

DUE ON OR BEFORE 10/30/2017

FILING FEE 10.00

PLEASE READ ALL INSTRUCTIONS. The following information is required by A.R.S. §§10-1622 & 10-11622 for all corporations organized pursuant to Arizona Revised Statutes, Title 10. The Commission's authority to prescribe this form is A.R.S. §§ 10-121(A) & 10-3121(A). YOUR REPORT MUST BE SUBMITTED ON THIS ORIGINAL FORM. Make changes or corrections where necessary. Information for the report should reflect the current status of the corporation.

01618188

1. SAN LUIS MUNICIPAL PROPERTY CORPORATION
1090 E Union Street
SAN LUIS, ARIZONA 85349

Business Phone:

(Business phone is optional.)

State of Domicile: AZ

Type of Corporation: NON-PROFIT

2. Statutory Agent: GLENN GIMBUT
Mailing Address: PO BOX 1170
1090 EAST UNION STREET
1090 E UNION ST
City, State, Zip: SAN LUIS, ARIZONA 85349

Statutory Agent's Street or Physical Address:
Physical Address: 1090 E UNION ST
City, State, Zip: SAN LUIS ARIZONA, 85349

ACC USE ONLY
Fee: 10.00
Penalty:
Reinstate:
Expedite:
Resubmit:

If appointing a new statutory agent, the new agent MUST consent to that appointment by signing below. Note that the agent address must be in Arizona.

I, (individual) or We, (corporation or limited liability company) having been designated the new Statutory Agent, do hereby consent to this appointment until my removal or resignation pursuant to law.

Signature of *new* Statutory Agent

Printed Name of *new* Statutory Agent

3. **Secondary Address:**

(Foreign Corporations are REQUIRED to complete this section).

1090 E. Union St.
P.O. Box 1170
San Luis, ARIZONA 85349

4. **Character of Business:**

OTHER

Received: 10/24/2017 7:38:26 AM

5. CAPITALIZATION: (For-profit Corporations and Business Trusts are **REQUIRED** to complete this section.)

Business trusts must indicate the number of transferable certificates held by trustees evidencing their beneficial interest in the trust estate.

5a. Please examine the corporation's original Articles of Incorporation for the amount of **shares authorized.**

Number of Shares/Certificates **Authorized**	**Class**	**Series Within Class (if any)**
0.00		
0.00		

5b. Review all corporation amendments to determine if the original number of shares has changed. Examine the corporation's minutes for the number of shares issued.

Number of Shares/Certificates **Issued**	**Class**	**Series Within Class (if any)**
0.00		
0.00		

6. SHAREHOLDERS: (For-profit Corporations and Business Trusts are **REQUIRED** to complete this section.)

List shareholders holding more than 20% of any class of shares issued by the corporation, or having more than a 20% beneficial interest in the corporation.

Name: **Name:**

Name: **Name:**

7. OFFICERS:

Name	Title	Date Taking Office
ANTONIO CARRILLO	PRESIDENT/CEO	7/29/2015
1090 E UNION ST PO BOX 1170, SAN LUIS, ARIZONA 85349		
LUIS CABRERA	SECRETARY	7/29/2015
1090 E UNION ST PO BOX 1170, SAN LUIS, ARIZONA 85349		
JOEL CASTRO	TREASURER	7/29/2015
1090 E UNION ST PO BOX 1170, SAN LUIS, ARIZONA 85349		

8. DIRECTORS:

Name	Date Taking Office
RUBEN WALSHE	7/29/2015
1090 E. UNION STREET PO BOX 1170, SAN LUIS, ARIZONA 85349	
EDUARDO VASQUEZ	7/29/2015
1090 E UNION ST PO BOX 1170, SAN LUIS, ARIZONA 85349	

9. **FINANCIAL DISCLOSURE (A.R.S.§10-11622(A)(9))**

Nonprofits – financial disclosure is no longer required. **Cooperative marketing associations** – must submit a financial statement. All other types of corporations are not required to file a financial statement.

ONLY NONPROFIT CORPORATIONS MUST ANSWER THIS QUESTION:

9A. MEMBERS (A.R.S. §10-11622(A)(6)) This corporation **DOES** [ ] **DOES NOT** [X] have members.

10. CERTIFICATE OF DISCLOSURE (A.R.S. §§10-202(D), 10-3202(D),10-1622(A)(8) & 10-11622(A)(7))

A. Has any person who is currently an officer, director, trustee, incorporator, or who, in a For-profit corporation, controls or holds more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:

1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the five year period immediately preceding the execution of this certificate?
2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the five year period immediately preceding execution of this certificate?
3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the five year period immediately preceding execution of this certificate where such injunction, judgment, decree or permanent order involved the violation of:
   (a) fraud or registration provisions of the securities laws of that jurisdiction, or
   (b) the consumer fraud laws of that jurisdiction, or
   (c) the antitrust or restraint of trade laws of that jurisdiction?

One box must be marked: **YES** [ ] **NO** [X]

If "YES" to A, the following information must be submitted as an attachment to this report for each person subject to one or more of the actions stated in Items 1 through 3 above.

1. Full birth name.
2. Full present name and prior names used.
3. Present home address.
4. All prior addresses for immediately preceding 5 year period.
5. Date and location of birth.
6. The nature and description of each conviction or judicial action; the date and location; the court and public agency involved; and the file or cause number of the case.

B. Has any person who is currently an officer, director, trustee, incorporator, or who, in a For-profit corporation, controls or holds over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a 20% interest in any other corporation on the bankruptcy or receivership of that other corporation?

One box must be marked: **YES** [ ] **NO** [X]

If "YES" to B, the following information must be submitted as an attachment to this report for each corporation subject to the statement above.
(a) Name and address of each corporation and the persons involved.
(b) State(s) in which it: (i) was incorporated and (ii) transacted business.
(c) Dates of corporate operation.

11. STATEMENT OF BANKRUPTCY OR RECEIVERSHIP (A.R.S. §§ 10-1623 & 10-11623)

A. Has the corporation filed a petition for bankruptcy or appointed a receiver? **One box must be marked:** **YES** [ ] **NO** [X]

If "Yes" to A, the following information must be submitted as an attachment to this report:
1. All officers, directors, trustees and major stockholders of the corporation within one year of filing the petition for bankruptcy or the appointment of a receiver. If a major stockholder is a corporation, the statement shall list the current president, chairman of the board of directors and major stockholders of such corporate stockholder. "Major stockholder" means a shareholder possessing or controlling twenty per cent of the issued and outstanding shares or twenty per cent of any proprietary, beneficial or membership interest in the corporation.
2. Whether any such person has been an officer, director, trustee or major stockholder of any other corporation within one year of the bankruptcy or receivership of the other corporation. If so, for each such corporation give:
   (a) Name and address of each corporation;
   (b) States in which it: (i) was incorporated and (ii) transacted business.
   (c) Dates of operation.

12. SIGNATURES: Annual Reports must be signed and dated by at least one duly authorized officer or they will be rejected.

I declare, under penalty of perjury, that all corporate income tax returns required by Title 43 of the Arizona Revised Statutes have been filed with the Arizona Department of Revenue. I further declare under penalty of perjury that I (we) have examined this report and the certificate, including any attachments, and to the best of my (our) knowledge and belief they are true, correct and complete.

Name: Antonio Carrillo Date:10/24/2017

Signature: Antonio Carrillo

Title: PRESIDENT/CEO

(Signator(s) must be duly authorized corporate officer(s) listed in section 7 of this report.)

MPC **3.D.**

Meeting Date: 04/26/2018

Department Head: Janet Taylor, Legal Secretary, Attorney's Office

Submitted By: Janet Taylor, Legal Secretary, Attorney's Office

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ITEM:

Discussion and possible directions to staff on any and all matters regarding the By Laws. **(Kay Marion Macuil)**

SUMMARY:

This item is on the Agenda so the Board can become familiar with the by-laws of the corporation.

RECOMMENDATION / SUGGESTED MOTION:

Discussion and possible directions to staff only, no motion/action.

Attachments

MPC By-Laws

AMENDED
BY LAWS OF
SAN LUIS MUNICIPAL PROPERTY CORPORATION

ARTICLE I
THE CORPORATION, OFFICE AND SEAL

Section I: The Corporation. The Corporation is a Arizona Revised Statutes, as amended.

Section 2: Office. The principal office of the corporation shall be located at 1090 East Union Street, San Luis, Arizona 85349.

Section 3. Seal. The Corporation shall have a common seal consisting of a circle having on the Circumference thereof "San Luis Municipal Property Corporation", and in the center, "An Arizona Nonprofit Corporation, Incorporated on December 23, 1983".

ARTICLE II
RIGHTS AND LIABILITIES OF DIRECTORS

Section I. Interest of Directors and Officers. No director or officer of the corporation shall have any right, title or interest in or to any property or assets of the corporation wither prior to or at the time of any liquidation or dissolution of the corporation.

Section 2. Liability of Directors and Officers for Debts. The private property of the directors and officers of the corporation shall be exempt from execution or other liability for any debts of the corporation and no director shall be liable or responsible for any debts or liabilities of the corporation.

ARTICLE III
DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by a board of five directors which shall exercise full power to conduct, manage and direct the business and affairs of the corporation.

Section 2. Election and Tenure of Office. The board of directors shall be appointed by the governing body of the City of San Luis, Arizona. The initial board of directors shall be divided into three groups of two, two and one directors, respectively, the first group to serve for three years, the second group to serve for two years and the third group to serve for one year. Upon expiration of each initial term, successor directors shall be appointed to serve for terms of three years. Each director shall be a resident of the City of San Luis, Arizona and shall hold office until the next annual meeting of the directors at which his term expires and until his successor shall have been appointed by the governing body of the San Luis, Arizona and shall have qualified. Starting January 14, 2016 the term of

office for directors shall be two (2) years and the directors shall no longer be divided into three (3) groups of terms.

Section 3. Vacancies. A vacancy in the board of directors occurring by reason of death, resignation or removal shall be filled by the governing body of the City of San Luis, Arizona. The failure to fill any vacancy on the board of directors shall not operate to reduce the size of the board of directors.

Section 4. Removal of Directors. The board of directors, or any member thereof, may be removed from office, with or without cause, by the governing body of the City of San Luis, Arizona.

Section 5. Compensation. Neither directors, officers nor close relatives of a director or an officer shall receive any salary or other compensation for their services. The term "close relative" shall mean any brother or sister of any director or officer, the forebears and descendants of a director or officer or of any such brother or sister and the spouse of a director, officer or any other person described in this sentence. Relationships of the half-blood shall be treated as being of the whole blood, adopted children shall be treated as descendants and adoptive parents as forebears.

ARTICLE IV
MEETINGS OF DIRECTORS

Section 1. Regular Annual Meeting. The regular annual meeting of the directors shall be held on the first Tuesday in December of each year, beginning with the year 1984, at such place within the City of San Luis, Arizona, or such other place within the State of Arizona, as is specified in the notice of the meeting for the purpose of appointing officers and passing upon reports for the previous fiscal year and for the purpose of transacting such other business as may come before the meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the corporation and in the event of such failure, the annual meeting shall be held within a reasonable time thereafter.

Section 2. Special Meeting. Special meetings of the board of directors may be called by the president or by any director, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as provided at Section 3 of this Article. The president or the director calling the meeting shall fix the time and place in the City of San Luis, Arizona, for the holding of the meeting.

Section 3. Notice of Directors' Meeting. (1) Written notice of the time and place of each annual meeting shall be given to each director and to the City Clerk of the City of San Luis, Arizona at least 20 days before such meeting, either personally or by mail, by the secretary or by the president or at the direction of either of them. (2) Notice of the time, place and purpose of any special meeting of the board of directors shall be delivered or given to each director and to the City Clerk of the City of San Luis, Arizona not less than forty-eight hours previous thereto either personally or by mail, by or at the direction

of the secretary or of the president. (3) If notice of a meeting is mailed, such notice shall be deemed to be delivered the second day following the day it was deposited in the United States mail, postage pre-paid, addressed to the director or to the City Clerk, as appropriate, at his address as it appears on the records of the Corporation.

Section 4. Quorum. A majority of the then members of the board of directors shall constitute a quorum, provided that if less than such majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors as to all matters.

Section 5. Participation in Meetings. The governing body of the City of San Luis, Arizona shall be entitled to make recommendations to the board of directors of the corporation with respect to any matter at any meeting thereof. Each member of the governing body of the City of San Luis, Arizona and any official of the City of San Luis, Arizona designated by the governing body of the City of San Luis, Arizona shall have the corporation with the right of debate, but they shall not be entitled to vote on any matter considered by the board of the corporation unless they are a member of the board of directors of the corporation.

ARTICLE V
OFFICERS

Section 1. Number and Qualifications. The officers of the corporation shall be a president, a vice-president, and secretary, a treasurer and such other officers as may be determined by the board of directors from time to time, each of whom shall be a member of the board of directors of the corporation and they shall perform such duties as may be designated by the board of directors.

Section 2. Election and Term of Office. The officers shall be appointed annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his successor shall have been appointed and qualified. A vacancy in any office shall be filled by the board of directors for the unexpired portion of the term.

Section 3. President. The president:

(a) Shall be the principal executive officer of the corporation, and unless otherwise determined by the members of the board of directors, shall preside at all meetings of the board of directors;

(b) May sign any deeds, mortgages, deeds of trust, notes, bonds, contracts, or other instruments authorized by the board of directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and

(c) Shall in general perform all duties incident to the office of the president and such other duties as may be prescribed by the board of directors from time to time.

Section 4. Vice-President. In the absence of the president or in the event of his or her inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the president. The vice-president shall also perform such other duties as from time to time may be prescribed by the board of directors.

Section 5. Secretary. The secretary shall:

(a) Keep the minutes of the meetings of the board of directors in one or more books provided for that purpose;

(b) See that all notices are duly given in accordance with these bylaws or as required by law;

(c) Be custodian of the corporate records and of the seal of the corporation and affix the seal of the corporation to documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws;

(d) Keep a register of the names and post office addresses of all directors;

(e) Keep general charge of the hooks of the corporation;

(f) Keep on file at all times a complete copy of the articles of incorporation and bylaws of the corporation containing all amendments thereto (which copy shall always be open to the inspection of any director); and

(g) In general, to perform all duties incident to the office of secretary, and such other duties as from time to time may be prescribed by the board of directors.

Section 6. Treasurer. The treasurer shall:

(a) Have charge and custody of and be responsible for all funds and securities of the corporation;

(b) Be responsible for the receipt of and the issuance of receipts for all moneys due and payable to the corporation and for the deposit of all such moneys in the name of the corporation in such depositories as shall be selected by the board of directors; and

(c) In general, perform all duties incident to the office of treasurer, and such other duties as from time to time may be prescribed by the board of directors.

ARTICLE VI
NONPROFIT CORPORATION

The corporation shall at all times be operated on a nonprofit basis, and no part of the income or assets of the corporation shall be distributed to, or inure to the benefit of, any director or officer.

ARTICLE VII
FINANCIAL TRANSACTIONS

Section 1. Contracts. Except as otherwise provided in these bylaws, the board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of moneys, and all notes, bonds or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, employee or employees of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such depositories as the board of directors may select.

Section 4. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July of each and every year and shall end on the last day of June of the following year.

ARTICLE VIII
MISCELLANEOUS

Section 1. Waiver of Notice. Any director may waive in writing any notice of a meeting required to be given by these bylaws. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting by such director, except in case a director shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened. Notice required to be given under Article IV hereof to the City Clerk of the City of San Luis, Arizona may be waived in writing by all members of the governing body of the City of San Luis, Arizona.

Section 2. Rules and Regulations. The board of directors shall have the power to make and adopt such rules and regulations not inconsistent with law, the articles of incorporation of these bylaws, as it may deem desirable for the management of the business and affairs of the corporation.

Section 3. Accounting System and Reports. The board of directors shall cause to be established and maintained, in accordance with generally accepted principles of accounting and appropriate accounting system.

ARTICLE IX.
AMENDMENTS

These bylaws may be altered, amended or repealed by the affirmative vote of a majority of the board of directors of the corporation, at any regular or special meeting, provided however, that no amendment to these bylaws shall be effective until such amendment shall have been approved by the governing body of the City of San Luis, Arizona in the manner provided in Article XII of the Articles of Incorporation of the corporation.

The original bylaws were adopted by resolution of the board of directors on January 11, 1984 and approved by Resolution No. 68 adopted by the governing body of the City of San Luis, Arizona on January 11, 1984. The foregoing bylaws were amended by unanimous motion of the board of directors on January 14, 2016 and approved by Resolution No. 1128 adopted by the governing body of the City of San Luis, Arizona on February 10, 2016.

President Antonio Carrillo

Attest:

Secretary Educardo Vazquez