

BYLAWS
OF
LIFELONG LEARNING AT PEBBLECREEK, INC.

ARTICLE I.

NAME AND OFFICES

Section 1.1 Name. The name of the Corporation is “LifeLong Learning at PebbleCreek, Inc.,” an Arizona non-profit Corporation.

Section 1.2 Business Office. The principal office of the Corporation shall be as stated in the Articles of Incorporation. The Board of Directors may at any time and from time to time change the location of its principal office.

ARTICLE II.

MEMBERS

Section 2.1 Qualification, Privileges and Election of Members. Voting members of the Corporation shall be limited to any person who is a resident of PebbleCreek, Goodyear, Arizona, upon prior application and approval by the President of the Corporation. Each voting member shall be entitled to vote in an election of directors and on any other matter requiring membership approval under the Articles of Incorporation or these Bylaws. Voting members shall not be entitled to vote on any other matter except as required under the Articles of Incorporation or these Bylaws. Voting members shall also be entitled to vote on any other matter submitted to a vote of the voting membership by resolution of the Board of Directors. If at any time there shall be no voting members, new voting members may be elected by the Board of Directors.

Section 2.2 Dues. There shall be no dues assessed for membership in the Corporation.

Section 2.3 Annual Meeting of Members. An annual meeting of the voting members shall be held during the month of April at the time and place as determined by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The President shall provide a report on affairs of the Corporation, including a financial report. Failure to hold an annual meeting as required by these Bylaws shall not for that reason cause dissolution of the Corporation or invalidate any action taken by the Board of Directors or officers of the Corporation.

Section 2.4 Special Meetings. A special meeting of the voting members for any purpose or purposes may be called by the President and shall be called by the President upon the written request of voting members having at least twenty percent of the votes entitled to be cast at such meetings. The President may present business for consideration at a special meeting regardless of whether the business pertains to a purpose described in the notice of such meeting.

Section 2.5 Notice of Meeting. Written notice of each meeting of the members stating the place, date and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered no fewer than ten days nor more than twenty

days before the date of the meeting, either personally, by mail or private carrier, or by facsimile, electronic transmission (email) or any other form of wire or wireless communication, by or at the direction of the president or co-presidents, or the secretary, or the other officer or person calling the meeting, to each member entitled to attend such meeting.

Section 2.6 Quorum and Action of the Members. Except as otherwise required by the Articles of Corporation, twenty percent of the voting members entitled to vote on a matter shall constitute a quorum of the members with respect to such matter. A majority of the votes cast by members at the meeting shall carry any action or resolution. In an election of multiple directors, that number of candidates equaling the number of directors to be elected, having the highest number of votes cast in favor of their election, are elected to the Board of Directors. When only one director is being voted upon, the affirmative vote of a majority of the members represented at a meeting at which a quorum is present shall be required for election to the Board of Directors.

Section 2.7 Committees. (a) The Board of Directors at any time and from time to time may establish one or more committees of members, and appoint a chairperson of the committee, for any appropriate purposes and may dissolve any such committee.

(b) Executive Committee. The Executive Committee of the Board of Directors shall consist of the elected officers described in Section 4.1 who are also directors of the Corporation. The Executive Committee shall have all of the power and authority of the Board of Directors between meetings of the Board.

(c) Nominating Committee. The Nominating Committee of the Board of Directors shall consist of at least five persons appointed by the Executive Committee in December of each year. Persons appointed should be qualified by knowledge of the business practices, members and their abilities and interests, and the mission objectives of the Corporation. A Chairperson shall be appointed, who will give general notice in January to the members of director positions on the Board and of the officers that are expected to become vacant for the coming fiscal year. A brief resume with a statement of qualifications will be requested from applicants. Multiple applications for any open director and officer position will be encouraged. The Chairperson of the Nominating Committee will present the recommendations for office to the Board of Directors at the March meeting of the Board. The Board of Directors after discussion shall determine a final list of candidates for the open positions, potentially including multiple candidates for any position. The list of director candidates shall be presented to the members at the Annual Meeting of members in April, for the election of directors to the Board. The Board, in turn shall elect the officers for the coming annual term as provided in Article IV of these Bylaws.

(d) Finance Committee. The Finance Committee is responsible for drafting and reviewing financial policies, overseeing budget and financial planning, reviewing financial statements, selecting the auditor and reviewing the report, ensuring compliance with government and HOA reporting, and directing investments.

(e) Strategic Planning Committee. The Strategic Planning Committee, at the direction of the president and Board of Directors, recommends mission appropriate long-term goals and intermediate organizational strategies for implementation consideration by the Board of Directors.

Section 2.8 Democratic Procedure. The Corporation shall conduct its business democratically and in accordance with the Rules of the PebbleCreek Homeowners Association.

ARTICLE III.

BOARD OF DIRECTORS

Section 3.1 General Powers. Except as otherwise provided in the Articles of Incorporation or these Bylaws, all Corporation powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by its Board of Directors.

Section 3.2 Qualifications, Number, Election and Tenure.

(a) Qualifications. Each director must be a full or part-time resident of PebbleCreek, Goodyear, Arizona. A director is not required to be a legal resident of the state of Arizona.

(b) Number. The number of directors of the Corporation shall range from a minimum of nine to a maximum of fifteen, as determined by the members or by the Board of Directors from time to time.

(c) Election and Tenure. Directors shall be elected by the voting members at each annual meeting of the members for a term of one year, commencing on July 1 of that year and ending on June 30 of the next year (the Corporation's fiscal year).

(d) Appointed Directors. Up to six director(s) may be appointed by the President at any time (the "Appointed Director(s)"), with the affirmative vote of a majority of the other directors then in office, to fill a vacant position or to fill a specific need, subject to the limitation of a total of fifteen directors as provided in paragraph 3.2(b) above. Each director so appointed shall hold office until the end of the current fiscal year of the Corporation, or until such director's earlier death, resignation or removal.

(e) Resignation; Removal; Vacancies. Any director may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Any director may be removed at any time, with or without cause, by the affirmative vote of a majority of the other directors then in office. Any vacancy of an elected director may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum.

Section 3.2.1 Immediate Past President as Honorary Director. The immediate past President may be appointed by the current President as an Honorary Director. Such person may attend meetings of the Board of Directors, participate in Board discussions, provide historical context and information, and offer advice and counsel to the Board on any issue or matter under consideration. The term of office of an Honorary Director shall begin upon appointment and expire on the date of expiration of the term of office of the current President. An Honorary Director will receive notice of board meetings and the agendas and materials provided to other elected board members in the normal course of business. An Honorary Director is not elected by the LLL members, may not propose resolutions to the Board, and may not vote in formal decisions taken by the Board. The position is not counted against the limitation on total number of directors stated above.

Section 3.3 Regular Meetings. A regular annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of the members, or as soon as practicable thereafter at the time and place determined by the board, for the purpose of electing officers

and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings.

Section 3.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any four directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meeting of the Board called by them.

Section 3.5 Notice of Meetings.

(a) Requirements. Notice of each special meeting of the Board of Directors stating the date, time and place of the meeting shall be given to each director at such director's business or residential address at least five days prior thereto by the mailing of written notice by first class mail, or at least two days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission (email) or any other form of wire or wireless communication (and the method of notice need not be the same as to each director).

(b) Waiver of Notice. A director may waive notice of any meeting before or after the time and date of the meeting stated in the notice.

Section 3.6 Quorum and Voting. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Articles of Incorporation or these Bylaws.

Section 3.7 No Compensation. The directors of the Corporation shall serve as volunteers without compensation for their duties in that office; however, the reasonable expenses of directors may be paid or reimbursed by the Corporation when approved in accordance with corporate policies.

Section 3.8 Meetings by Telephone. Members of the Board of Directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE IV.

OFFICERS AND AGENTS

Section 4.1 Designation and Qualifications. The elected officers of the Corporation shall be a President, one or more Vice-presidents, a Secretary and a Treasurer. The Board of Directors may also elect, appoint, designate or authorize such other officers, assistant officers and agents, including assistant secretaries and assistant treasurers, as it may consider necessary or useful. One person may hold more than one office at a time. Officers need not be directors of the Corporation. All officers must be persons who are full or part-time residents of PebbleCreek, Goodyear, Arizona.

Section 4.2 Election and Term of Office. The Board of Directors, or an officer or committee to which such authority has been delegated by the Board of Directors, shall elect or appoint the officers at or in conjunction with each annual meeting of the Board of Directors. If the election and

appointment of officers shall not be held at or in conjunction with such meeting, such election or appointment shall be held as soon as convenient thereafter. Accordingly, the term of office for such officers shall be for one year, commencing on July 1 of that year, and ending on June 30 of the next year (the Corporation's fiscal year).

Section 4.3 No Compensation. The officers of the Corporation shall serve as volunteers without compensation for their duties in that office; however, the reasonable expenses of officers may be paid or reimbursed by the Corporation when approved in accordance with corporate policies.

Section 4.4 Removal. Any officer or agent may be removed by the Board of Directors at any time, with or without cause, by the affirmative vote of a majority of the other directors then in office.

Section 4.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the President or to the Board of Directors. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.6 Authority and Duties of Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the President, the Board of Directors, the Executive Committee, or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law. The officers designated in paragraphs (a) through (f) shall constitute the Executive Committee of the Corporation, and shall be authorized to conduct the business of the Corporation between meetings of the Board of Directors, with the powers and authority held by such Board, except with respect to extraordinary transactions not within the ordinary course of business that may only be conducted or approved only by the members or the full Board of Directors.

(a) President. The President shall, subject to the direction and supervision of the Board of Directors: (i) be the chief executive officer of the Corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the members and of the Board of Directors and the Executive Committee; (iii) see that all resolutions of the Board of Directors are carried into effect; (iv) prepare, sign and deliver, along with one other officer, the annual report in the month of March as required by the Homeowners Corporation Rules at PebbleCreek; and (v) perform all other duties incident to the office of President and as from time to time may be assigned to such office by the Board of Directors.

(b) Vice-Presidents. The Vice-president or vice-presidents shall assist the president and shall perform such duties as may be assigned to them by the President or by the Board of Directors. The first Vice-president shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the President.

(c) Secretary. The Secretary shall (i) keep the minutes of the proceedings of the members, the Board of Directors and any committees of the members or the board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the records of the Corporation; (iv) keep at the Corporation's principal place of business a record containing the names and addresses of all members; and (v) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such office by the

president or by the Board of Directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

(d) Treasurer. The Treasurer shall (i) be the principal financial officer of the Board of Directors with general responsibility for the oversight of the financial affairs of the Corporation; (ii) present financial reports to the Board of Directors as the board may request from time to time; (iii) serve as the chief financial officer; (iv) monitor compliance with all requirements imposed on the Corporation as a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code; and (v) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the Treasurer.

(e) Director of Marketing and Communication. The Director of Marketing and Communication shall develop materials, prepare program offering materials and schedules, and distribute information via available channels to assure community participation in the various programs.

(f) Program Directors. Program Directors shall develop programs in their specific areas, to make arrangements for rooms, materials and assist with promotion of programs, as authorized and directed by the Board of Directors and Executive Committee.

ARTICLE V.

FIDUCIARY MATTERS

Section 5.1 General Standards of Conduct for Directors and Officers.

(a) Discharge of Duties. Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the Corporation.

(b) Reliance on Information, Reports, etc. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 5.2(b) unwarranted.

(c) Liability to Corporation or Its Members. A director or officer shall not be liable as such to the Corporation or its members for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Section 5.2.

(d) Limitation on Compensation. No member of the Corporation may receive compensation for services rendered in support of the activities of the Corporation from nonmembers or outside sources without approval of the Board of Directors and of the Board. This includes merchandise, services, benefits, or rebates from vendors providing services or merchandise to the

Corporation that are not provided to every member. This does not preclude reimbursement of actual expenses or reasonable compensation to Corporation members from Corporation funds for services rendered to members of the Corporation. Further, this does not preclude discounts to members for merchandise or services that are provided equally to all members or all participants in a particular activity sponsored by the Corporation.

(e) Corporation Debts. Debts of the Corporation shall be satisfied prior to any dissolution of the Corporation. See Article II of the Articles of Corporation for further provisions in the event of dissolution of the Corporation. The members of the Corporation shall be informed that they may be liable for any debts incurred by the Corporation to third parties in the event of dissolution of the Corporation. Dissolution of the Corporation requires approval by the Board of Directors (Board of Directors).

Section 5.2 Conflicts of Interest

(a) Definition. A conflict of interest arises when any “responsible person” or any “party related to a responsible person” has an “interest adverse to the Corporation.” A “responsible person” is any individual in a position to exercise substantial influence over the affairs of the Corporation, and specifically includes, without limitation, directors and officers of the Corporation. A “party related to a responsible person” includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. “An interest adverse to the Corporation” includes any interest in any contract, transaction or other financial relationship with the Corporation, and any interest in an entity whose best interests may be impaired by the best interests of the Corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the Corporation, an entity in which the Corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the Corporation.

(b) Disclosure. If a responsible person is aware that the Corporation is about to enter into any transaction or make any decision involving a conflict of interest, (a “conflicting interest transaction”), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the Corporation of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the Corporation entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

(c) Approval of Conflicting Interest Transactions. The Corporation may enter into a conflicting interest transaction provided either:

(i) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or to a committee of the Board of Directors that authorizes, approves or ratifies the conflicting interest transaction, and the board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the board or committee, even though the disinterested directors are less than a quorum; or

(ii) The material facts as to the responsible person's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

(iii) The conflicting interest transaction is fair as to the Corporation.

ARTICLE VI.

RECORDS OF THE CORPORATION

Section 6.1 Minutes, Etc. The Corporation shall keep as permanent records minutes of all meetings of the members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation, and a record of all waivers of notices of meetings of the members and of the Board of Directors or any committee of the Board of Directors.

Section 6.2 Accounting Records. The Corporation shall maintain appropriate accounting records.

Section 6.3 Membership List. The Corporation, or its agent, shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order.

Section 6.4 Records In Written Form. The Corporation shall maintain its records in written form, electronic form, or in another form capable of conversion into written form within a reasonable time.

Section 6.5 Records Maintained at Principal Office. The Corporation shall keep a copy of each of the following records at its principal office:

- (a) The Articles of Incorporation;
- (b) These Bylaws;
- (c) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of the members or any class of the members;
- (d) The minutes of all meetings of the members, and records of all action taken by the members without a meeting, for the past seven years;
- (e) Significant written communications within the past seven years to the members that documents governance matters of the Corporation;
- (f) A list of the names and business or home addresses of the current directors and officers;
- (g) All financial statements prepared for periods ending during the last seven years that a member of the Corporation could have requested under section 6.6;

(h) The Corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and

(i) All other documents or records required to be maintained by the Corporation at its principal office under applicable law or regulation.

Section 6.6 Inspection of Records by Members. A member shall be entitled to inspect and copy at the member's expense, during regular business hours at the Corporation's principal office, any of the records of the Corporation described in Section 6.5, provided that the member gives the Corporation written demand at least two business days before the date on which the member wishes to inspect and copy such records.

ARTICLE VII

AMENDMENT OF BYLAWS

Section 7.1 Amendment of Bylaws by the Board of Directors.

Subject to the specific requirements for amendment of certain Bylaws as set forth herein, the Board of Directors may amend the Bylaws at any time to add, change, or delete a provision, unless:

(a) The Articles of Incorporation reserve such power exclusively to the members in whole or part; or

(b) A particular provision of these Bylaws expressly prohibits the Board of Directors from doing so.

Section 7.2 Amendment of Bylaws by Members.

Subject to the specific requirements for amendment of certain Bylaws as set forth herein, the members may amend the Bylaws even though the Bylaws may also be amended by the Board of Directors. In such an instance, the amendment shall be adopted as follows:

(c) Proposal. The Board of Directors may propose an amendment to the Bylaws for submission to the members, or twenty-five percent of the members may propose an amendment on their own initiative.

(d) Procedure for Adoption.

(i) Recommendation by Board of Directors. The Board of Directors shall recommend the amendment to the members unless the amendment is proposed by the members or unless the Board of Directors determines that, because of conflict of interest or other special circumstances, it should make no recommendation and communicates the basis for its determination to the members with the amendment.

(ii) Approval by Members. Proposals recommended by the Board of Directors pursuant to Section 7.2(b)(i) and proposals made by the members shall be submitted to the members for action. The members may approve, reject or take no action on the proposed amendment. A majority of the members voting on a proposal for amendment shall be required for approval of the proposed amendment.

(iii) Notice. The notice of the meeting of the members at which the amendment will be proposed shall state that the purpose, or one of the purposes, of the meeting is to consider the amendment, and the notice shall contain or be accompanied by a copy of the amendment.

ARTICLE VIII.

MISCELLANEOUS

Section 8.1 Fiscal Year. The fiscal year of the Corporation shall be as established by the Board of Directors.

Section 8.2 Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance.

Section 8.3 Designated Contributions. The Corporation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the Corporation's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to, and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the Corporation's tax-exempt purposes.

Section 8.4 References to Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 8.5 Principles of Construction. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words "pay" and "distribute" shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these Bylaws.

Section 8.6 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

Section 8.7 Annual Report to HOA. The President shall prepare and file the annual report due to the PebbleCreek Homeowners Corporation annually, by the date due under its Rules (currently March 31).

Section 8.8 Instructor Fees Reports to HOA. The Treasurer shall prepare and file all required Instructor Fee reports due to the PebbleCreek Homeowners Corporation, by the date due under its Rules. LifeLong Learning at PebbleCreek will keep and maintain copies of all such Instructor Fee reports in its files in accordance with its record retention policies.

BYLAWS CERTIFICATE

The undersigned certifies that he/she is the Secretary of LifeLong Learning at PebbleCreek, Inc., an Arizona nonprofit Corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective Bylaws of said Corporation, as amended and adopted by the Board of Directors at a regular board meeting on September 20, 2018.

Dated: This 20th day of September, 2018.

Nancy Wilson Smith
Secretary
