ANCHOR

Arizona Network for Conservation, Heritage, Open-space & Rural Lands, Inc.

CONSOLIDATED MASTER BYLAWS v4

County-based governance designed for long-term conservation continuity and resistance to institutional capture

FORMATION SET v4 - COUNSEL REVIEW RECOMMENDED - NOT YET ADOPTED

September 27, 2026

Purpose of this revision. This document preserves ANCHOR's county-based, voting-member and anti-capture governance design while making formation possible with Thomas Casanova as the sole initial director. It establishes a lawful variable board build-out, a twenty-four-month Founder Transition appointment window, delayed activation of statutory voting membership until election controls are ready, and a lock against using a small transitional board to take Protected Actions. It is intended to be adopted after Arizona formation and reviewed with the Articles of Incorporation as one integrated governance package.

TABLE OF CONTENTS

I. Name, Status, Purpose and Permanent Mission
II. Membership
III. Foundational County Representation
IV. County Director Elections and Fifteen-Year Terms
V. Changes in Arizona County Structure
VI. Director Qualifications and Mission Independence
VII. Director Disclosure and Certification
VIII. Director Qualification Review and Alternative Dispute Resolution
IX. Recall and County Control of County Seats
X. Vacancies and Interim Appointments
XI. Election Certification
XII. Initial Board and Founder Transition
XIII. Board Authority, Meetings and Action
XIV. Officers
XV. County and Specialized Advisory Councils
XVI. Conservation Asset Protection
XVII. Conservation Project Acceptance
XVIII. Lean Administration, Automation and Compensation
XIX. Financial Governance
XX. Conflicts of Interest and Insider Transactions
XXI. Records, GIS, Technology and Information Security
XXII. Public Transparency
XXIII. Political and Legislative Activity
XXIV. Landowner Integrity and Voluntary Participation
XXV. Conservation Protectors
XXVI. Protected Actions, Amendments and Anti-Capture Voting
XXVII. Dissolution, Succession and Transfer
XXVIII. Anti-Circumvention and Controlling Law
XXIX. Adoption and Initial Organization
Appendix A. Initial Fifteen-Year Election Rotation
Appendix B. Legal Basis and Counsel Review Notes

ARTICLE I — NAME, STATUS, PURPOSE AND PERMANENT MISSION

1.1. Name

The name of the corporation is Arizona Network for Conservation, Heritage, Open-space & Rural Lands, Inc. (the "Corporation" or "ANCHOR"). ANCHOR may use lawfully adopted trade names and abbreviations.

1.2. Charitable Status

ANCHOR shall be organized and operated exclusively for charitable, educational, scientific, conservation and related purposes within the meaning of Internal Revenue Code §501(c)(3), as amended. ANCHOR intends to qualify and remain qualified as a public charity to the extent supported by its activities and sources of support.

1.3. Conservation Mission

ANCHOR exists to conserve and protect Arizona's rural lands, natural resources, open space, agricultural landscapes, habitat, water resources, scenic resources, historic and cultural resources, and related conservation values.

ANCHOR may accomplish this mission through voluntary recorded restrictive covenants, conservation easements, other lawful conservation interests, stewardship and monitoring, enforcement, research, education, geographic and parcel analysis, technical assistance to landowners and communities, acquisition or acceptance of interests in real property, conservation planning, and other lawful charitable activities providing public conservation benefit.

1.4. Voluntary Land Protection

ANCHOR shall obtain conservation interests only through lawful and voluntary means. An inquiry, donation, membership, petition signature, application, request for information, community activity or other preliminary participation does not constitute consent to burden real property. A landowner becomes subject to a recorded restriction only through legally sufficient execution and authorized recordation of the applicable instrument.

1.5. Core Restrictions

1. Prohibition against further division or subdivision of a protected parcel except as expressly permitted by the recorded instrument.
2. Prohibition against privately increasing the parcel's use, density, intensity or development rights above the baseline zoning and development ceiling established by the recorded instrument.

For ANCHOR's standard rural-land protection model, these Core Restrictions are intended to function as an integrated land-protection package.

1.6. Continuing Conservation Obligation

Protection, stewardship, administration and enforcement of conservation interests lawfully accepted by ANCHOR constitute continuing charitable obligations. They are not discretionary programs that future leadership may abandon, materially weaken or disregard merely because of convenience, development opportunity, financial or political pressure, donor pressure, change in leadership, change in organizational philosophy, change in technology or change in strategic priorities.

1.7. Recorded Instruments Control

No corporate vote, membership vote, Board action, officer action, policy or amendment to these Bylaws shall create authority to release, waive, terminate or materially weaken a conservation restriction when the applicable recorded instrument does not grant ANCHOR such authority. Corporate governance authority and title-level authority are separate. No internal corporate action may manufacture a land-release power withheld by the recorded instrument.

1.8. Institutional Independence

ANCHOR originated as an initiative of the Model State Project but shall remain a separate legal and financial entity. ANCHOR shall maintain its own governing body, corporate records, bank accounts, payment systems, donor records, membership records, contracts, conservation records, stewardship funds, technology accounts and legal obligations. No affiliated entity, including Model State Project or Kestrel, possesses governance authority over ANCHOR merely because of affiliation, financial support, technology support or historical relationship.

1.9. Institutional Economy

ANCHOR shall direct the greatest reasonably practicable portion of its resources toward conservation, stewardship, enforcement, landowner services, permanent records and charitable programs rather than unnecessary managerial hierarchy or executive overhead. Nothing in this Section prohibits prudent expenditure for legal services, insurance, accounting, cybersecurity, technology, litigation, enforcement, professional expertise, reserves, records preservation or other activities reasonably necessary to protect ANCHOR or fulfill its obligations.

ARTICLE II — MEMBERSHIP

2.1. Supporting Members and Voting Conservation Members

ANCHOR may recognize account holders, subscribers, donors, volunteers, participating landowners, conservation supporters and other persons as Supporting Members. Supporting Membership shall be available without any required donation and does not create statutory voting rights. Voting Conservation Members constitute the statutory voting membership of ANCHOR and possess only those governance rights established by the Articles of Incorporation, these Bylaws and applicable law. No person becomes a Voting Conservation Member merely because the person creates an account, becomes a Supporting Member, donates, volunteers, subscribes to communications, owns unprotected real property, owns protected real property without satisfying this Article, or participates in an ANCHOR program. Statutory voting membership begins only upon satisfaction and certification of the qualifications established by this Article.

2.2. Donations Do Not Purchase Votes

No donation, contribution, sponsorship, payment, membership-recognition level, value of property, acreage owned, number of parcels owned, or amount contributed to ANCHOR shall create, increase or multiply governance voting power. Membership in ANCHOR may be maintained without making any donation. Every qualified Voting Conservation Member possesses exactly one membership vote regardless of the number, acreage, value or type of qualifying properties owned.

2.3. Voting Conservation Membership Eligibility

A natural person is eligible to become and remain an Active Voting Conservation Member only while all of the following requirements are satisfied:

(a) The person is at least eighteen years of age.

(b) The person maintains a verified principal residence in Arizona.

(c) The person has completed ANCHOR's required membership registration, identity-verification and residency-verification processes.

(d) The person is an owner of a qualifying interest in at least one Qualifying Protected Parcel.

(e) The person's designated Qualifying Protected Parcel is located in the same Arizona county as the person's verified principal residence.

(f) The person is the certified Voting Parcel Representative for that Qualifying Protected Parcel.

(g) No other person is simultaneously certified as Voting Parcel Representative for that same Qualifying Protected Parcel.

(h) The person is not simultaneously certified through any other parcel for an additional vote.

(i) The person affirms support for ANCHOR's charitable conservation mission and continuing conservation obligations.

(j) The person agrees not to use membership rights for the purpose of voluntarily weakening existing ANCHOR conservation obligations.

(k) The person satisfies the continuous-membership period required by this Article and any uniformly applied election record-date requirements.

(l) The person remains an Active Voting Conservation Member.

2.4. Qualifying Protected Parcel

A "Qualifying Protected Parcel" means a separately identifiable parcel of real property that: (a) is located within Arizona; (b) is subject to an ANCHOR-held, ANCHOR-administered or otherwise ANCHOR-qualifying recorded conservation restriction accepted under ANCHOR's governing documents; (c) has a conservation restriction whose final recordation has been independently verified by ANCHOR; (d) has a claimed ownership interest of the proposed Voting Parcel Representative reasonably verified from authoritative title, recording, judicial, trust, estate or other legally sufficient records; and (e) remains subject to the qualifying conservation restriction on the applicable election record date. A parcel undergoing application, verification, execution, notarization, submission or recording does not become a Qualifying Protected Parcel until ANCHOR has verified final recordation of the conservation restriction.

2.5. One Parcel - One Voting Representative

Each Qualifying Protected Parcel may support the voting eligibility of no more than one natural person at any given election record date. When two or more natural persons possess qualifying ownership interests in the same parcel, those persons may designate one otherwise eligible owner as the Voting Parcel Representative according to procedures established by ANCHOR. No ownership interest, however divided, shall permit more than one vote to arise from the same Qualifying Protected Parcel.

2.6. One Natural Person - One Vote

No natural person may exercise more than one ANCHOR membership vote regardless of the number of Qualifying Protected Parcels owned; ownership interests in multiple parcels; ownership through multiple forms of title; membership in multiple households; donations or financial support; proxies, assignments, beneficial interests, entities, trusts or contractual arrangements; or any combination thereof. A person who owns multiple Qualifying Protected Parcels may designate only one parcel as the person's Voting Parcel.

2.7. County Constituency and County Alignment

Each Active Voting Conservation Member shall be assigned to exactly one County Constituency. The member's County Constituency shall be the Arizona county in which both (a) the member maintains the member's verified principal residence and (b) the member's designated Qualifying Protected Parcel is located. Ownership of protected or unprotected property in another county does not create voting eligibility in that county. A person may never vote in more than one County Constituency simultaneously.

2.8. Multiple Parcels and Multiple Members of a Household or Family

Nothing in these Bylaws prohibits two or more members of the same household or family from separately qualifying as Voting Conservation Members when each person independently satisfies all eligibility requirements and each person's voting eligibility is supported by a different Qualifying Protected Parcel. Family, marital, household or other personal relationships shall neither create nor eliminate voting eligibility. Actual qualifying ownership, parcel qualification, principal residence, individual membership eligibility, the one-parcel/one-representative limitation and the one-person/one-vote limitation control.

2.9. Ownership Changes; Divorce; Sale; Succession; Death

A transfer, divorce, dissolution, inheritance, probate event, trust change, entity change, judicial decree, deed transfer or other ownership event affecting a Qualifying Protected Parcel does not alter the identity, conservation status or historical record of the parcel. ANCHOR shall preserve prior ownership and voting-assignment history and shall update current ownership only after reasonable verification. Loss of a qualifying ownership interest may affect future voting eligibility but shall not terminate Supporting Membership. No disputed ownership change shall automatically delete or rewrite historical voting, membership, parcel, conservation or election records. Any suspension or termination of statutory membership shall comply with applicable law and with the notice, review and due-process procedures established by these Bylaws or Board policy consistent with these Bylaws.

2.10. Change of Residence

When a Voting Conservation Member changes principal residence, the member's voting eligibility and County Constituency shall be re-evaluated after reasonable verification. The member may vote only in a county where the member's verified principal residence and designated Qualifying Protected Parcel are both located. A move that

causes those counties to differ suspends voting eligibility until the member again satisfies all requirements of this Article. Supporting Membership is unaffected.

2.11. Election Record Date

For each election or other membership vote, ANCHOR shall establish a record date in accordance with applicable law. Voting eligibility for that election shall be determined from the certified membership, residency, parcel, ownership and Voting Parcel Representative records applicable on that record date. A subsequent transfer of ownership, change of residence, change of parcel designation, marriage, divorce, death or other event shall not retroactively alter the certified electorate for an election whose record date has passed, except to correct fraud or a material clerical or factual error under procedures established by ANCHOR.

2.12. Membership Seasoning Period

Except during the Initial Organizational Enrollment Period, a person shall maintain continuous qualifying membership for at least twelve months before exercising a statutory vote. The Board may open the Initial Organizational Enrollment Period only after formation and after reasonable identity-verification, residence-verification, parcel-qualification, membership-record and election controls are operational. The period shall be announced statewide, remain open for at least sixty days, impose no donation requirement and apply uniformly across counties. Qualified persons admitted during that period may exercise voting rights for initial organizational elections and governance after certification by the Secretary. The Board may delay opening the period until the necessary controls are ready.

2.13. Active Voting Status

Voting membership shall be maintained through a reasonable annual confirmation process that does not require a donation. A member who fails to confirm after reasonable notice may become inactive until reactivated pursuant to Board policy. Inactive members do not count toward active voting thresholds while inactive. Membership administration shall not be manipulated to remove voting rights immediately before a contested vote.

2.14. Entity Supporters

Corporations, LLCs, partnerships, associations, trusts and other entities may support ANCHOR and may own protected property, but shall not themselves be Voting Conservation Members unless a future Protected Amendment expressly provides otherwise. A natural person shall not derive a vote merely from management, agency, beneficiary, fiduciary or ownership status in an entity or trust unless that person independently satisfies the qualifying-ownership requirements established by this Article.

2.15. No Proxy Accumulation

No person may accumulate multiple membership votes by proxy, assignment, beneficial ownership, sponsorship, payment or other arrangement. Voting procedures may permit legally valid proxies only if expressly authorized by a Protected Amendment, and any such proxy may transmit only a vote already lawfully held by an eligible Voting Conservation Member; it may not create additional voting power.

2.16. Membership and Voting Records

ANCHOR shall maintain auditable membership and County Constituency records sufficient to establish, for each statutory vote, the identity of the voter; membership status and membership start date; verified principal residence and County Constituency; designated Qualifying Protected Parcel; verified ownership basis; Voting Parcel Representative status; applicable election record date; voting eligibility status; and sufficient historical information to reconstruct eligibility as of prior election record dates. Personal and property information shall be protected from unnecessary public disclosure to the fullest extent consistent with applicable law and lawful member inspection rights.

ARTICLE III — FOUNDATIONAL COUNTY REPRESENTATION

3.1. Equal County Representation

ANCHOR shall be governed through equal geographic representation of Arizona's legally existing counties. Each legally existing Arizona county constitutes one County Constituency and is entitled to exactly one County Director and one Board vote.

ONE ARIZONA COUNTY = ONE COUNTY DIRECTOR = ONE BOARD VOTE

3.2. No Weighted Representation

(a) Population.
(b) Number of ANCHOR members.
(c) Number or value of donations.
(d) Number of Protected Properties.
(e) Protected acreage.
(f) Assessed property value.
(g) Economic output.
(h) Degree of urbanization.
(i) Program expenditure or fundraising volume.
(j) Any other demographic, financial, political or property-based measure.

No factor listed above shall increase or decrease a county's representation on the Board.

3.3. Number of Directors

During the Initial Board Build-Out Period, the Board has a variable range of one to fifteen directors. The Board begins with one director. Each lawful appointment or election of a qualified County Director to a not-yet-activated county office increases the prescribed Board size by one. A county office is not counted as an occupied Board seat or vacancy until it is first activated by a qualified director taking office. "Statewide Board Activation" occurs when all fifteen county offices existing as of adoption have first been occupied. Upon Statewide Board Activation, the Board size becomes fixed at fifteen, subject thereafter to adjustment under Section 3.4 if Arizona changes the legal number of counties.

3.4. Automatic Adjustment

After Statewide Board Activation, creation, division, consolidation, abolition or lawful reorganization of Arizona counties adjusts the number of Authorized County Director Offices so that each legally existing county is entitled to one County Director and one Board vote. During the Initial Board Build-Out Period, any change in Arizona county structure shall be implemented by a conforming amendment or organizational resolution consistent with the Articles and applicable law.

3.5. Equal Board Votes

Every County Director possesses exactly one vote. The Chair, President or any other officer receives no additional tie-breaking Board vote by reason of office.

ARTICLE IV — COUNTY DIRECTOR ELECTIONS AND FIFTEEN-YEAR TERMS

4.1. Election by County Constituency

Each County Director shall be elected exclusively by the Active Voting Conservation Members assigned to the represented county. County Directors shall not be elected statewide at large. Members of one county do not vote in the regular election of another county's director.

4.2. Residency

A County Director must maintain the director's principal residence within the county represented. County residency is a continuing qualification.

4.3. Fifteen-Year Terms

After completion of the initial transitional term for a County Director office, each County Director elected to a regular term shall serve fifteen years. Directors may seek reelection unless otherwise disqualified.

4.4. One Regular Election Per Year While Arizona Has Fifteen Counties

While Arizona consists of exactly fifteen counties, the regular election schedule shall be structured so that exactly one County Director office ordinarily completes its regular term each year.

4.5. Initial Transitional Terms

The initial staggered election cycle begins on the "Election Transition Date," which is the first January 1 following Statewide Board Activation unless the Board, by unanimous written action taken before that date, selects another January 1 not more than twelve months later. The County Director offices are assigned transitional terms of one through fifteen years measured from the Election Transition Date according to Appendix A. A director serving in an initially appointed or first-filled county office continues until the successor for that office is elected and qualifies, subject to resignation, removal, disqualification or other lawful termination.

4.6. No Reset Through Vacancy

A special election or interim appointment does not reset the fifteen-year election cycle. A person elected to fill a vacancy serves only the unexpired remainder of that County Director office's existing term.

4.7. No Election Manipulation

(a) Change a county's scheduled election year for the purpose of changing Board control.

(b) Extend an incumbent's term to protect the incumbent.

(c) Shorten an incumbent's term to disadvantage the incumbent or a candidate.

(d) Postpone a regular election to preserve a preferred officeholder.

(e) Reassign election classes for the purpose of affecting control or composition of the Board.

4.8. County Growth Beyond Fifteen

If Arizona has more or fewer than fifteen counties, regular elections shall be distributed across fifteen-year terms as evenly as mathematically practicable. Existing terms shall not be shortened merely to preserve exactly one election every year. When more than fifteen County Director offices exist, more than one regular election may occur in some years.

4.9. Nominations

Candidate nomination procedures shall be open, published in advance and applied uniformly within each County Constituency. Reasonable signature, membership-duration and filing requirements may be established by Board policy but shall not be designed to protect an incumbent or exclude a qualified challenger.

4.10. Election Method

Unless a Protected Amendment establishes another method, the qualified candidate receiving the greatest number of valid votes cast in the County Constituency election is elected. If the top candidates tie, a runoff shall be held between the tied candidates.

4.11. Ballot Integrity

ANCHOR may use secure electronic, paper or hybrid voting methods. Election systems shall provide reasonable voter authentication, ballot secrecy, auditability and preservation of final election records.

ARTICLE V — CHANGES IN ARIZONA COUNTY STRUCTURE

5.1. New County

When a new Arizona county legally comes into existence, a new County Constituency and Authorized County Director Office automatically come into existence. Voting Conservation Members affected by the boundary change shall be re-evaluated and assigned only after ANCHOR verifies that each member's principal residence and designated Qualifying Protected Parcel are both located within the same resulting county. A special initial election shall ordinarily be conducted within 120 days after a sufficient qualified electorate exists.

5.2. Initial Term of New County Seat

The initial term of a newly created county seat may be shorter than fifteen years solely to place that seat into an election schedule that distributes elections as evenly as reasonably possible. Thereafter, regular terms are fifteen years.

5.3. County Division

If an existing county is divided into two or more legally existing counties, each resulting county receives one director and one Board vote. Affected Voting Conservation Members shall be re-evaluated under Article II so that voting eligibility follows the county in which both the member's verified principal residence and designated Qualifying Protected Parcel are located. Newly created seats are filled through their respective qualified county electorates.

5.4. Continuing County

If the original county remains legally in existence after territory is removed, the sitting director remains in the original seat only if the director’s principal residence remains within that county.

5.5. Abolished County

If a county ceases to exist, its County Director office ceases to exist. An incumbent does not automatically inherit a seat in a successor county.

5.6. Boundary Changes

When boundaries change without creation or abolition of a county, members and director residency shall be determined according to the new legal boundaries.

5.7. County Consolidation

If counties consolidate, the resulting county receives one County Director and one Board vote. Former directors do not automatically receive the consolidated seat.

ARTICLE VI — DIRECTOR QUALIFICATIONS AND MISSION INDEPENDENCE

6.1. General Qualification

(a) Satisfy applicable Arizona legal requirements.

(b) Maintain principal residence in the represented county.

(c) Support ANCHOR’s charitable conservation purposes.

(d) Exercise independent fiduciary judgment.

(e) Accept ANCHOR's Articles of Incorporation and Bylaws.

(f) Acknowledge ANCHOR's continuing conservation obligations.

(g) Remain free of Disqualifying Development Interests.

6.2. Continuing Qualification

Director eligibility is continuous and is not determined only on election day.

6.3. Disqualifying Development Interest

A person is ineligible to serve while possessing a material direct or beneficial ownership interest, profit participation, development interest, option, contractual development right, management interest, employment relationship, consulting relationship, fiduciary position, agency relationship, paid lobbying relationship, government-affairs position, governing position or substantially equivalent material economic relationship with an enterprise substantially engaged in acquisition, subdivision, rezoning, entitlement, conversion or development of rural or undeveloped land for materially increased urban, residential, multifamily, commercial or industrial development.

6.4. Rural Development Enterprises

Disqualifying interests include material relationships with enterprises substantially engaged in subdivision of rural land; conversion of rural or agricultural land to urban development; increased-density entitlements; speculative acquisition of rural land for development; master-planned development of rural land; materially increased development intensity; or transactions dependent upon weakening conservation restrictions.

6.5. Apartment and Multifamily Development Interests

A person may not serve while holding a material direct or beneficial development, ownership, management or profit interest in apartment or multifamily development enterprises where that interest could reasonably create divided loyalty concerning zoning, density, urban expansion or rural conservation.

6.6. Development Advocacy Organizations

A person may not serve while acting as a member, director, officer, employee, paid consultant, lobbyist, government-affairs representative or governing committee participant of a trade association, advocacy organization or other entity whose substantial purposes or actual activities include advocating for increased subdivision of rural land; conversion of rural land to urban development; materially increased rural development density; expansion of development entitlements affecting rural land; weakening conservation restrictions; or policies materially inconsistent with ANCHOR's rural-land conservation mission. No particular organization need be named. Actual purposes, activities and material policy positions control.

6.7. Cooling-Off Period

A person who during the preceding three years served as a director, officer, executive employee, principal, partner, compensated lobbyist, government-affairs representative or materially compensated consultant of an organization described in Sections 6.3 through 6.6 is ineligible until the cooling-off period expires. Ordinary membership in a conflicting organization must terminate before candidacy but does not alone trigger the three-year period unless accompanied by leadership, employment, lobbying or material compensation.

6.8. Passive Investments

A diversified mutual fund, broad index fund, pension fund, diversified retirement vehicle or comparable investment over which the person does not control individual investment selection does not by itself create a Disqualifying Development Interest.

6.9. Incidental Interests

A person is not disqualified merely because the person owns or leases a personal residence, rents an apartment, has an ordinary residential mortgage, or possesses a remote and economically immaterial interest incapable of reasonably influencing judgment.

6.10. Substance Over Form

A prohibited interest may not be concealed through a controlled corporation, LLC, partnership, nominee, controlled trust, intermediary, affiliated entity, household arrangement designed substantially for the director's benefit, or another arrangement having substantially equivalent economic effect.

ARTICLE VII — DIRECTOR DISCLOSURE AND CERTIFICATION

7.1. Candidate Certification

Before appearing on a County Director ballot or accepting appointment, each candidate shall complete a Director Independence and Mission-Compatibility Certification.

7.2. Required Disclosure

The certification shall disclose material business ownership, management interests, real-estate development interests, multifamily development interests, rural-land development holdings, land-development options, employment or consulting relationships, lobbying relationships, trade and advocacy organization memberships, fiduciary positions, controlled entities or trusts, and other circumstances reasonably relevant to mission independence.

7.3. Annual Certification

Every director shall update the certification annually.

7.4. Continuing Disclosure

A new potentially disqualifying interest shall be disclosed within thirty days after acquisition or discovery.

7.5. Intentional Nondisclosure

Knowing falsification or intentional material omission constitutes grounds for disqualification and may support a future period of ineligibility.

ARTICLE VIII — DIRECTOR QUALIFICATION REVIEW AND ALTERNATIVE DISPUTE RESOLUTION

8.1. Purpose

The qualification process determines whether a director satisfies objective eligibility requirements. It shall not be used to punish lawful policy disagreement, criticism of leadership, independent fiduciary judgment, personality conflicts or unpopular Board votes.

8.2. Objective Loss of Qualification

Undisputed objective events may result in automatic loss of qualification, including loss of county residency; admitted prohibited employment; admitted Disqualifying Development Interest; admitted prohibited organizational affiliation; legal disqualification; or persistent refusal to provide a required certification after notice and opportunity to cure. Disputed material facts proceed through ADR.

8.3. Standing to Challenge

(a) At least five Voting Conservation Members of the affected county.

(b) At least three County Directors representing three different counties.

(c) An officer responsible for compliance when credible documentary evidence indicates a violation.

A single disgruntled person acting alone cannot force an elected director into a contested qualification proceeding.

8.4. Written Challenge

The Challenge must identify the exact qualification allegedly violated, material supporting facts, reasonably available evidence, and a certification of good-faith belief.

8.5. Facial Sufficiency

A limited preliminary review shall determine whether the allegations, if true, would violate an express qualification. Facially insufficient challenges are dismissed. No discovery, deposition or evidentiary hearing is required at this stage.

8.6. Notice and Response

A challenged director shall receive the complete allegations and evidence and ordinarily at least twenty-one days to respond. No adverse determination may rely materially upon secret evidence.

8.7. Mandatory Mediation

Every contested qualification matter shall first proceed to mediation. Possible resolutions include corrected disclosure, recusal, divestiture, resignation from a conflicting organization, cure within a defined period, voluntary resignation or an agreed determination that no conflict exists. Mandatory qualifications may not be waived through mediation.

8.8. Neutral Mediator

The mediator must be independent, need not be an attorney, may possess mediation, nonprofit, fiduciary, accounting, governance, judicial, conservation or comparable experience, and shall have no material relationship with either side or the relevant development interest.

8.9. Neutral Selection

The parties shall first attempt to agree upon a mediator. If they cannot agree, a neutral ADR administrator shall supply a list from which each side receives equal strikes and the remaining neutral is selected by a neutral method. These Bylaws shall not permanently require use of a particular commercial ADR provider.

8.10. Expedited Binding ADR

If mediation fails, the exclusive internal adjudicatory remedy shall be expedited binding ADR before one independent neutral, subject to any non-waivable rights provided by controlling law.

8.11. Narrow Jurisdiction

The neutral may determine only necessary material facts, whether an express qualification has been violated, whether a permitted cure is effective, and whether the person remains eligible. The neutral cannot establish policy, amend governing documents, appoint a successor or modify conservation restrictions.

8.12. ANCHOR Pays Neutral Costs

ANCHOR shall pay reasonable ordinary costs of the mediator, neutral decision-maker and neutral ADR administration. Personal wealth shall not determine access to the qualification process.

8.13. No Financial Arms Race

Proceedings shall be primarily documents-based. Absent extraordinary necessity there shall be no civil-style discovery, interrogatories, depositions, extensive motion practice, duplicative experts or irrelevant discovery into private finances. Submissions and hearing time shall be reasonably limited and substantially equal.

8.14. Attorneys

The process shall be designed to permit participation without an attorney. Nothing prohibits counsel where applicable law provides that right. A participant voluntarily retaining counsel bears that cost except where controlling law requires otherwise.

8.15. No Contractual Loser-Pays Rule

ANCHOR shall not create an internal prevailing-party attorney-fee rule for qualification disputes.

8.16. Standard of Proof

Permanent disqualification of an elected director requires clear and convincing evidence of failure to satisfy an express mandatory qualification. Corrupt intent need not be proved when the disqualifying relationship itself is objectively prohibited.

8.17. No Automatic Suspension

Filing a Challenge does not automatically remove, suspend or eliminate the director's Board vote. The director shall temporarily recuse only from matters directly and materially affected by the alleged conflict.

8.18. Written Decision

The neutral shall issue written findings identifying material facts, governing provisions, applicable standard, conclusion, available cure and effective date.

8.19. Effect

Upon final disqualification, the seat becomes vacant. The neutral does not appoint a replacement.

8.20. Exclusive Internal Remedy

Mediation followed, if necessary, by expedited binding ADR is ANCHOR's exclusive internal process for contested qualification determinations. Nothing in this Article eliminates a judicial or governmental remedy that controlling law does not permit ANCHOR to waive.

ARTICLE IX — RECALL AND COUNTY CONTROL OF COUNTY SEATS

9.1. Recall Distinguished From Qualification

Qualification asks whether a person is eligible to serve. Recall asks whether the county's members still want an otherwise qualified person representing them. The two processes are separate.

9.2. Recall Petition

A recall election may be initiated by a petition signed by at least twenty percent of Active Voting Conservation Members of the affected county, provided that the requirement shall not exceed twenty-five members and shall never be fewer than three members where at least three Active Voting Conservation Members exist.

9.3. Recall Vote

A County Director may be recalled by at least two-thirds of votes cast in a properly conducted county recall election, provided that at least twenty-five percent of Active Voting Conservation Members of the county participate.

9.4. Statewide Board Cannot Recall Politically

The statewide Board shall not remove an otherwise qualified County Director merely because the Board disagrees with that director.

ARTICLE X — VACANCIES AND INTERIM APPOINTMENTS

10.1. County Electorate Controls Permanent Replacement

A permanent replacement for an elected County Director shall be chosen by the Voting Conservation Members of that county.

10.2. Special Election

A special election shall ordinarily occur within 120 days after a vacancy.

10.3. Interim Director

Pending the special election, the President and Chair may jointly appoint a qualified resident of the affected county as Interim County Director.

10.4. Same Person Holding President and Chair

If the President and Chair are the same individual, interim appointment additionally requires concurrence of two disinterested County Directors representing two different counties.

10.5. Qualifications Apply

An Interim County Director must satisfy every qualification applicable to an elected director.

10.6. Limited Duration

An interim appointment ends automatically when the elected successor qualifies. The President, Chair or Board shall not delay a special election to preserve an interim appointee.

10.7. Unexpired Term

A person elected in a special election serves only the remainder of the existing fifteen-year seat term.

10.8. No Board Capture Through Vacancy

The Board shall not permanently fill an elected county seat. A vacancy cannot be used to convert a county-elected office into a Board-controlled office.

ARTICLE XI — ELECTION CERTIFICATION

11.1. Presumption in Favor of Result

The properly determined winner of a County Director election is presumptively entitled to take office.

11.2. No Preference Override

The President, Chair or Board may not substitute a preferred candidate merely because of personal preference, policy disagreement, criticism of leadership, donor pressure, political pressure or disagreement about program priorities.

11.3. Temporary Withholding for Objective Concern

The President and Chair may temporarily withhold certification only upon credible evidence of residency failure, legal ineligibility, prohibited development interest, materially false disclosure, material election fraud, material election irregularity or another mandatory qualification failure.

11.4. ADR Controls Disputed Eligibility

A genuinely disputed qualification question shall proceed through Article VIII. The President, Chair and Board do not make the final contested determination.

ARTICLE XII — INITIAL BOARD AND FOUNDER TRANSITION

12.1. Initial Directors

Thomas Casanova is the sole initial director identified in the Articles of Incorporation. The Articles separately designate him under A.R.S. §10-3804(A)(3) as the first Maricopa County Director so that his County Director service continues without interruption if his statutory term as an initial director expires under A.R.S. §10-3805(A). He serves in the Maricopa County Director office until a successor for that office is elected and qualifies, or until his earlier resignation, removal, disqualification or other lawful termination.

12.2. Initial Statewide Representation

The organizational objective is to build toward one qualified County Director resident in each Arizona county as promptly as practicable without delaying incorporation solely to locate a complete statewide Board. The Initial Board Build-Out Period begins on legal formation and continues until Statewide Board Activation.

12.3. Initial Unactivated County Offices

During the Initial Board Build-Out Period, a county office that has never been filled is an unactivated County Director office, not a vacancy in an already prescribed fixed-size Board. Each office becomes activated when a qualified director is lawfully appointed or elected and takes office. After Statewide Board Activation, any unoccupied County Director office is a vacancy and remains part of the Authorized County Director Office denominator as otherwise provided in these Bylaws.

12.4. Founder Transition Authority

During the Founder Transition Period, Thomas Casanova, as Founder and Incorporator, may appoint a qualified person to a not-yet-activated County Director office under the alternative appointment method established by the Articles and A.R.S. §10-3804(A)(3), subject to all residency, independence, disclosure and qualification requirements. Each appointment shall be in a signed written instrument identifying the county office and effective date. The appointment activates that county office and increases the prescribed Board size by one. Founder appointment authority does not include authority to remove an elected County Director or to fill a vacancy in a previously activated elected office contrary to Article X.

12.5. Sunset

Founder appointment authority terminates upon the earliest of twenty-four months after legal formation, written relinquishment by the Founder, or Statewide Board Activation. If one or more county offices remain unactivated when Founder appointment authority ends, those offices shall thereafter be first filled through the county election system established by these Bylaws as qualified Voting Conservation Members and candidates become available. The Board remains within the variable build-out range until Statewide Board Activation.

12.6. Election Supremacy After Transition

After Founder appointment authority ends, no permanent County Director office may be first filled by Founder appointment. Permanent County Director offices are thereafter filled through the applicable County Constituency election procedures, except for lawful interim or vacancy procedures expressly authorized by these Bylaws and applicable law.

ARTICLE XIII — BOARD AUTHORITY, MEETINGS AND ACTION

13.1. Authority

Except as limited by the Articles of Incorporation, these Bylaws, member rights, binding conservation instruments and applicable law, corporate affairs shall be managed under the direction of the Board.

13.2. Prescribed Board Size and Authorized County Director Offices

During the Initial Board Build-Out Period, the prescribed Board size for ordinary quorum and voting purposes is the number of directors lawfully in office immediately before the meeting,

within the variable range established by Section 3.3. After Statewide Board Activation, "Authorized County Director Offices" means the number of County Director offices generated by the number of legally existing Arizona counties, and a vacancy remains an Authorized County Director Office.

13.3. Ordinary Quorum

During the Initial Board Build-Out Period, a majority of the directors then in office constitutes a quorum for ordinary Board business. After Statewide Board Activation, a majority of all Authorized County Director Offices constitutes a quorum for ordinary Board business, and vacancies do not reduce that requirement. No provision of these Bylaws authorizes a quorum below the minimum permitted by applicable law.

13.4. Ordinary Action

Except where a greater vote is required, Board action requires a majority of votes cast at a meeting having quorum.

13.5. Regular Meetings

The Board shall meet at least annually and may establish a regular meeting schedule. Special meetings may be called as permitted by the Articles, these Bylaws and applicable law.

13.6. Remote Participation

Directors may participate through lawful communications technology permitting simultaneous participation.

13.7. Written Action

The Board may act without a meeting only to the extent permitted by applicable law and these Bylaws.

13.8. Protected-Action Denominator and Formation Lock

Before Statewide Board Activation, ANCHOR shall not voluntarily take a Protected Action except a narrowly limited Formation Compliance Action unanimously approved by all directors then in office and limited to: (a) correcting a filing, clerical or drafting defect; (b) making a change required by the Arizona Corporation Commission, Internal Revenue Service, a court or controlling law to form, qualify or preserve the Corporation; or (c) dissolving the Corporation before it has accepted any recorded conservation interest. A Formation Compliance Action may not materially weaken the Core Restrictions, charitable-purpose and asset-dedication provisions, statutory voting-member structure, county-equality principle, private-inurement protections or the future Protected Action architecture. If Voting Conservation Members then exist, any approval required from them by law or the Articles also applies. After Statewide Board Activation, Protected Action Board thresholds are calculated from all Authorized County Director Offices, not merely occupied seats or directors present; vacancies, resignations and strategic absences do not lower the denominator.

13.9. Annual Governance Review

At least annually the Board shall review conservation obligations, stewardship capacity, finances, restricted funds, conflicts, insurance, regulatory filings, membership governance, election schedule, records continuity, cybersecurity, backups and major automation systems.

ARTICLE XIV — OFFICERS

14.1. Officers

ANCHOR shall have a President, Chair of the Board, Secretary, Treasurer and any additional officers reasonably established by the Board.

14.2. Chair

The Chair shall be selected by the Board from among County Directors. The Chair coordinates Board governance but receives no additional Board vote.

14.3. President

The President is the principal operational officer of ANCHOR. The President may, but need not, be a County Director. A President who is not a County Director has no Board vote.

14.4. Initial President

Thomas Casanova shall serve as initial President unless otherwise determined in the organizational resolutions.

14.5. Secretary

The Secretary is responsible for corporate minutes, governing documents, election records, membership governance records and other permanent corporate records.

14.6. Treasurer

The Treasurer oversees financial reporting, controls, stewardship-fund accounting and financial compliance.

14.7. Multiple Offices

One person may hold multiple officer positions when legally permissible, but ANCHOR should distribute financial, governance and review functions among different persons as reasonably practicable.

14.8. Delegation

The Board and officers may delegate operational tasks to employees, volunteers, contractors and technology systems, but nondelegable fiduciary responsibility remains with the legally responsible human decision-maker.

14.9. No Supremacy Over Valid Elections

No officer title creates a general power to overturn a valid County Director election or permanently appoint a preferred county representative contrary to Articles X and XI.

ARTICLE XV — COUNTY AND SPECIALIZED ADVISORY COUNCILS

15.1. Advisory Councils

ANCHOR may establish advisory councils for counties, regions, technical fields or program areas.

15.2. County Stewardship Councils

A County Director may recommend creation of a County Stewardship Advisory Council to assist with monitoring, conservation planning, community relationships, local rural and agricultural issues, GIS and records, enforcement recommendations, scientific and technical matters, and long-term stewardship planning.

15.3. Other Councils

Advisory bodies may address finance, law and compliance, conservation science, agriculture, water, GIS, technology, cybersecurity, community engagement, fundraising, records preservation and governance.

15.4. No Governing Authority

An Advisory Council is not the statutory Board and may not amend governing documents, bind ANCHOR, release conservation restrictions, dispose of assets, incur material debt, elect or remove County Directors, exercise member powers, or dissolve or restructure ANCHOR.

15.5. Volunteer Character

Advisory service is ordinarily voluntary and uncompensated. Reasonable expense reimbursement and separately contracted bona fide professional services remain permissible subject to conflict and compensation rules.

ARTICLE XVI — CONSERVATION ASSET PROTECTION

16.1. Mission-Critical Assets

Mission-critical assets include conservation easements, recorded restrictive covenants, third-party enforcement rights, protected real property, restricted stewardship funds, baseline documentation, GIS and project records, and other legally dedicated conservation assets.

16.2. No Voluntary Weakening of Core Restrictions

ANCHOR shall not voluntarily approve, execute or facilitate an amendment, waiver, release or termination whose purpose or material effect is to permit prohibited subdivision or materially increase private development rights above the protected baseline when the governing recorded instrument withholds such authority.

16.3. No Development Bargaining

ANCHOR shall not trade weakening of a Core Restriction for money, donations, substitute property, political support, development concessions, unrelated settlement benefits or private advantage.

16.4. Administrative Corrections

ANCHOR may execute lawful corrective or administrative instruments necessary to correct clerical error, correct legal description, confirm ownership, reflect governmental renumbering or boundary information, preserve enforceability or resolve comparable administrative defects, provided the correction does not materially weaken a Core Restriction.

16.5. Assignment

A conservation interest may be assigned only to a Qualified Conservation Successor legally capable of holding and enforcing it and reasonably capable of fulfilling the applicable stewardship obligations.

16.6. Restricted Stewardship Assets Follow Obligation

Restricted stewardship or enforcement assets associated with transferred conservation obligations shall follow those obligations to the extent required by law, donor restriction or governing instrument.

16.7. No Collateralization of Release Power

ANCHOR shall not pledge a conservation interest as collateral in a manner giving a creditor unilateral authority to release or materially weaken the restriction.

16.8. No Deliberate Non-Enforcement

ANCHOR shall not deliberately use prolonged non-enforcement as an indirect method of accomplishing a release it could not lawfully approve directly. This provision does not require futile litigation or disproportionate expenditure where competent review concludes that enforcement is unavailable or imprudent.

ARTICLE XVII — CONSERVATION PROJECT ACCEPTANCE

17.1. Acceptance Decision

No conservation interest shall be accepted solely because an owner desires restriction. ANCHOR shall determine that the project advances charitable conservation purposes, provides public conservation benefit, is legally feasible, can be responsibly administered and is suitable for ANCHOR stewardship.

17.2. Project File

Before acceptance, the project file should contain appropriate ownership and vesting information, legal description, title and encumbrance review, baseline information, conservation-purpose analysis, reserved-rights analysis, stewardship plan, funding assessment, execution authority, recording readiness and required consents.

17.3. Stewardship Capacity

ANCHOR may decline or defer a project where adequate stewardship or enforcement capacity is unavailable.

17.4. Legal Review

Before the first recording under any materially new model, ANCHOR shall obtain appropriate Arizona legal review of the instrument and recording procedure.

ARTICLE XVIII — LEAN ADMINISTRATION, AUTOMATION AND COMPENSATION

18.1. Conservation Before Bureaucracy

ANCHOR shall avoid unnecessary permanent managerial hierarchy and direct resources toward mission activities.

18.2. Uncompensated Board Service

County Director service is voluntary and uncompensated. No director receives director fees, salary for merely serving as director, bonuses or commissions for Board service, deferred compensation for Board service, severance for leaving the Board, or retirement contributions merely for Board service. Reasonable documented expense reimbursement is permitted.

18.3. No Economic Right to Office

A Board seat is not property, cannot be sold or pledged, cannot be inherited, cannot be transferred for consideration, creates no employment right and creates no entitlement to consulting work.

18.4. Separate Bona Fide Services

A director may be compensated for separate bona fide professional or operational services only when reasonably necessary, actually performed, independently reviewed, reasonable in amount, approved without the director's vote, and compliant with the Compensation Ceiling.

18.5. Compensation Ceiling

No officer, executive employee, director receiving permitted separate compensation, or other person exercising substantial managerial authority shall receive Total Annual Compensation from ANCHOR exceeding one hundred percent of the Arizona Median Earnings Benchmark for the applicable year.

18.6. Arizona Median Earnings Benchmark

The Benchmark means the median annual earnings for full-time, year-round civilian workers in Arizona reported in the most recently available one-year estimate of the United States Census Bureau American Community Survey, or a substantially equivalent successor federal statistical measure.

18.7. Ceiling Is Not an Entitlement

The Compensation Ceiling is a maximum, not a target or minimum. Compensation must still be reasonable for the actual services performed.

18.8. Total Annual Compensation

Total Annual Compensation includes direct and indirect wages, salary, bonuses, consulting payments, deferred compensation, employer-funded retirement contributions, taxable fringe benefits, personal-use benefits, payments through controlled entities attributable to services and substantially equivalent remuneration. Proper business-expense reimbursement is excluded.

18.9. No Circumvention

The ceiling may not be evaded through multiple titles, employment plus consulting, controlled entities, deferred arrangements, excessive benefits, related-party contracts or affiliated payments made in consideration for ANCHOR services.

18.10. No Percentage-Based Insider Compensation

No director, officer or substantial manager may receive compensation calculated as a percentage of donations, protected-property value, conservation-restriction value, relinquished development rights, stewardship assets or enforcement proceeds.

18.11. No Conservation-Weakening Incentives

No person shall receive compensation conditioned upon rezoning, subdivision, termination, weakening or release of a conservation restriction.

18.12. No Golden Parachutes

ANCHOR shall not provide extraordinary change-of-control bonuses, transaction bonuses or golden parachutes to directors, officers or executives.

18.13. Automation Preference

ANCHOR may use artificial intelligence, software automation, rules engines, GIS, electronic records, self-service systems, automated communications and future technologies where doing so reliably lowers administrative burden without impairing legal compliance, stewardship quality, information security or fiduciary responsibility.

18.14. Human Accountability

No automated system becomes a director, officer, fiduciary or legal decision-maker. Material legal, fiduciary, enforcement, conservation-acceptance and governance decisions remain attributable to authorized human decision-makers.

18.15. Outsourcing

ANCHOR may use contractors and professional services instead of permanent staffing when doing so is prudent and efficient.

18.16. Necessary Expertise

Nothing in this Article discourages prudent spending for attorneys, accountants, title professionals, surveyors, appraisers, conservation specialists, insurers, cybersecurity professionals, data systems, litigation, enforcement or records preservation.

ARTICLE XIX — FINANCIAL GOVERNANCE

19.1. Separate Finances

ANCHOR funds shall not be commingled with personal, MSP, Kestrel or other affiliated funds.

19.2. Restricted Funds

Restricted stewardship and enforcement funds shall be accounted for separately from unrestricted operating funds.

19.3. Internal Controls

Financial controls shall be proportionate to ANCHOR’s size and risk. Where complete separation of duties is impracticable, compensating controls shall be documented.

19.4. No Governance Through Funding

A donor, contractor, affiliate or funding source obtains no governance authority merely by providing financial support.

19.5. Budget Priority

1. Legal integrity of conservation instruments.
2. Monitoring and stewardship.
3. Enforcement capability.
4. Permanent records and data.
5. Landowner services.
6. Institutional continuity.
7. Legally necessary administration.

8. Other charitable conservation work.

These priorities should ordinarily precede discretionary executive or managerial overhead.

19.6. Reserves

ANCHOR may maintain prudent operating, stewardship, enforcement, litigation, technology and continuity reserves.

19.7. Recording-Fee Assistance

ANCHOR may maintain a charitable Recording Fund to pay actual county recording or approved e-recording costs for accepted conservation projects. Assistance shall not depend upon a donation, political activity, Supporting Membership or Voting Conservation Membership.

ARTICLE XX — CONFLICTS OF INTEREST AND INSIDER TRANSACTIONS

20.1. Disclosure

Directors and officers shall disclose actual or potential material conflicts before participation in the affected matter.

20.2. Recusal

An interested person shall not vote on the affected transaction and shall leave deliberation when requested except to provide factual information.

20.3. Fairness

A related-party transaction must be demonstrably fair and reasonable to ANCHOR and advance a legitimate charitable or operational purpose.

20.4. Independent Evidence

Appropriate evidence may include competitive bids, market comparables, appraisal, compensation data, CPA review, independent professional review or other objective evidence.

20.5. Written Findings

Material related-party transactions shall be documented contemporaneously, including the nature of the conflict, alternatives considered, objective evidence and basis for approval.

20.6. Property Conflicts

A director with a material economic interest whose realization depends upon rezoning, subdivision, release or weakening of a Protected Property restriction shall not participate in that matter and may be subject to the director-qualification provisions.

20.7. Related-Party Vendors

A related-party vendor may be retained only when the arrangement is fair, reasonable, documented and not selected because of insider control.

ARTICLE XXI — RECORDS, GIS, TECHNOLOGY AND INFORMATION SECURITY

21.1. Permanent Records

ANCHOR shall permanently preserve its Articles and amendments; Bylaws and amendments; Board and member governance records; IRS exemption materials; recorded conservation instruments; assignments and amendments; baseline records; title and consent records; monitoring history; enforcement records; stewardship restrictions; succession records; and dissolution or transfer records.

21.2. Project Identifier

Every accepted conservation project shall receive a durable Project ID linking the property, recorded instrument, ownership history, baseline, maps, correspondence, monitoring and enforcement history.

21.3. Information Security

Sensitive member, donor, landowner and property data shall be protected through appropriate access controls, backups and security measures.

21.4. Technology Continuity

Mission-critical systems shall not depend permanently upon access held by only one individual. Recovery procedures, credentials, backups and succession access shall be documented appropriately.

21.5. Record Preservation During Disputes

No record relevant to a pending audit, enforcement matter, government inquiry, qualification challenge, litigation hold or Protected Action shall knowingly be destroyed while the matter remains pending.

ARTICLE XXII — PUBLIC TRANSPARENCY

22.1. Governance and Accountability Page

ANCHOR shall maintain a publicly accessible governance and accountability section on its principal website.

22.2. Public Documents

Subject to lawful privacy and security limitations, the website should provide durable links to current versions of the Charter or Articles of Incorporation; Bylaws; governance policies; Board of Directors and county representation; IRS determination letter after issuance; Form 990 or other public federal information returns; annual financial statements or financial summaries; conflict-of-interest policy; annual conservation or stewardship report; and other records appropriate for public accountability.

22.3. Financial Transparency

Public financial information should identify major program, stewardship, enforcement, administrative and fundraising expenditures in a manner reasonably understandable to the public.

22.4. Privacy

Nothing requires publication of donor identities, member addresses, confidential landowner information, cybersecurity information or other information protected by law or legitimate privacy interests.

22.5. Website Navigation

ANCHOR should maintain permanent public navigation or footer links substantially corresponding to Governance, Charter, Bylaws, Board, Financials, IRS & Tax Filings, Conservation Standards and Contact, with labels adjusted as appropriate to the website design.

ARTICLE XXIII — POLITICAL AND LEGISLATIVE ACTIVITY

23.1. Candidate Campaigns

ANCHOR shall not participate or intervene in a political campaign on behalf of or in opposition to a candidate for public office.

23.2. Legislative Activity

ANCHOR may engage in legislative and public-policy activity only within the limitations applicable to organizations described in §501(c)(3).

23.3. Personal Rights

Directors, members, officers, employees and volunteers retain personal civic and political rights but shall not represent personal activity as ANCHOR activity or misuse ANCHOR resources.

ARTICLE XXIV — LANDOWNER INTEGRITY AND VOLUNTARY PARTICIPATION

24.1. Voluntary Participation

ANCHOR shall not obtain a conservation interest through coercion, deception or material misrepresentation.

24.2. No Implied Consent

Inquiry, outreach participation, membership, donation, petition signature or application does not create a title restriction.

24.3. No Pay-to-Protect

Protection shall not be conditioned upon donation, paid membership, political activity, support for MSP or support for another affiliated entity.

24.4. Instrument Review

Before execution, a landowner shall receive the material parcel-specific recordable instrument and exhibits for review.

24.5. No Materially Different Recording

ANCHOR shall not knowingly record a materially different instrument from the instrument validly executed and authorized for recording.

24.6. Fee Disclosure

Known recording and closing costs for which the owner is responsible shall be disclosed before execution.

24.7. No Tax or Value Guarantees

ANCHOR shall not guarantee a charitable deduction, property-tax reduction, property-value increase, immunity from condemnation or immunity from lawful judicial action.

24.8. Recorded Copy

After recording, ANCHOR shall provide or make available a copy of the recorded instrument to the landowner and preserve the authoritative project record.

ARTICLE XXV — CONSERVATION PROTECTORS

25.1. Purpose

The Articles of Incorporation may designate independent Conservation Protectors whose limited function is to provide an external constitutional check against extraordinary actions that could materially weaken ANCHOR's conservation mission or anti-capture architecture. Conservation Protectors are not directors, officers, managers or operational decision-makers.

25.2. Number

The Articles of Incorporation establish three Conservation Protector offices. The offices may be vacant at formation while qualified independent persons are identified. ANCHOR shall use reasonable efforts to seat all three during the Founder Transition Period, and no Protected Action requiring Protector approval may proceed unless at least two qualified Protectors are serving, except a Formation Compliance Action expressly permitted by Section 13.8 and the Articles.

25.3. Independence

A Conservation Protector must be independent of material development interests, must not receive compensation contingent upon approving a Protected Action, and must disclose any material conflict affecting a proposed approval.

25.4. No Ordinary Governance

A Conservation Protector has no authority over ordinary budgets, personnel, county programs, contracts, elections, operational policy or conservation-project acceptance merely by reason of Protector status.

25.5. Protected-Action Approval

When the Articles require Conservation Protector approval for a Protected Action or Protected Amendment, the action is ineffective without the written approval required by the Articles. Unless the Articles specify a greater requirement, approval of at least two of three serving Protectors is required.

25.6. No Election Veto

Conservation Protectors shall not veto or replace the winner of a valid County Director election and shall not appoint County Directors except where the Articles expressly create a narrow emergency fallback appointment power.

25.7. Vacancies

A vacancy in a Conservation Protector office does not transfer Protector authority to the Board, President, Founder or membership. If too few Protectors are serving to provide the approval required for a voluntary Protected Action, the action shall not proceed until the Protector structure is lawfully restored or controlling law provides another remedy.

25.8. Protector Succession

Protector succession is governed by the Articles of Incorporation. After the initial formation process, if two or three Protectors are serving, a vacancy is filled by unanimous written appointment of all other serving Protectors. If fewer than two Protectors are serving after the Founder Transition Period, a vacancy may be filled only through the combined Board, statewide-member and geographic-member restoration procedure stated in the Articles. No Board majority, President, Founder, donor, affiliate or development interest may unilaterally populate or control all Protector offices after the initial formation process. If the restoration procedure cannot then be satisfied, the office remains vacant and voluntary Protected Actions requiring Protector approval remain suspended; ordinary operations continue.

ARTICLE XXVI — PROTECTED ACTIONS, AMENDMENTS AND ANTI-CAPTURE VOTING

26.1. Protected Actions

The following constitute Protected Actions:

(a) Materially altering ANCHOR's conservation mission.

(b) Repealing equal county representation.

(c) Eliminating one-county/one-director/one-vote governance.

(d) Changing the fifteen-year regular director term or fundamentally dismantling the staggered election system.

(e) Transferring County Director elections away from County Constituencies.

(f) Materially weakening director independence requirements.

(g) Materially weakening the qualification ADR procedure.

(h) Eliminating statutory Voting Conservation Members.

(i) Eliminating or materially weakening the requirement that statutory voting eligibility be supported by a Qualifying Protected Parcel.

(j) Eliminating or materially weakening the one-parcel/one-voting-representative limitation.

(k) Eliminating or materially weakening the one-natural-person/one-vote limitation.

(l) Eliminating or materially weakening the requirement that a voting member's verified principal residence and designated Qualifying Protected Parcel be located in the same County Constituency.

(m) Permitting financial contributions, donation levels, property value, acreage or the number of parcels owned by one person to purchase, increase or multiply governance votes.

(n) Materially weakening compensation limitations or converting Board service into an income stream.

(o) Materially weakening Conservation Protector rights established in the Articles.

(p) Voluntarily abandoning §501(c)(3) status.

(q) Dissolution.

(r) Merger, conversion, domestication, division or comparable restructuring.

(s) Disposition of substantially all corporate assets.

(t) Transfer of substantially all conservation interests other than an orderly transfer to a Qualified Conservation Successor compelled by institutional necessity.

(u) Materially weakening dissolution protections.

(v) Materially weakening the no-voluntary-release rule.

(w) Materially weakening this Protected Action procedure.

(x) Accomplishing indirectly what would constitute a Protected Action if done directly.

26.2. Board Approval

After Statewide Board Activation, a Protected Action requires affirmative approval of at least eighty percent of all Authorized County Director Offices. Vacancies do not reduce the denominator. Before Statewide Board Activation, only a Formation Compliance Action permitted by Section 13.8 may proceed.

26.3. Statewide Member Approval

Except for a Formation Compliance Action lawfully permitted before membership activation, a Protected Action additionally requires affirmative approval representing at least ninety percent of all Active Voting Conservation Member voting power statewide. The denominator is all Active Voting Conservation Members entitled to vote, not merely votes cast. A voluntary Protected Action may not proceed on the theory that a zero-member electorate has approved it. After Statewide Board Activation, the Initial Organizational Enrollment Period must have closed and Active Voting Conservation Members must exist in at least a majority of Arizona County Constituencies before a voluntary Protected Action may proceed, except as required by controlling law or a final court order.

26.4. Geographic Member Approval

A Protected Action additionally requires approval by a majority of votes cast in at least eighty percent of all County Constituencies then having Active Voting Conservation Members. This geographic requirement prevents a single highly populated county from dominating constitutional governance merely because it contains a large share of statewide membership.

26.5. Protector Approval

Each Protected Amendment to the Articles or Bylaws, and each other Protected Action for which the Articles require Conservation Protector approval, additionally requires the written approval

specified in the Articles pursuant to A.R.S. §10-11030 or successor law. Unless the Articles require a greater vote, at least two of the three serving Protector offices must approve.

26.6. No Board Reduction of Member Threshold

The Board may not amend, repeal or circumvent a heightened member voting requirement reserved under this Article except through the Protected Amendment procedure.

26.7. Recorded Restrictions Remain Beyond Corporate Vote

Even unanimous approval of every director, every Voting Conservation Member and every Conservation Protector does not authorize ANCHOR to release a Core Restriction when the recorded instrument withholds that authority.

26.8. Ordinary Amendments

Before the first statutory Voting Conservation Member is admitted, a provision not designated as Protected may be amended, subject to applicable law and any Article-based third-person approval, by two-thirds of the directors then in office during the Initial Board Build-Out Period or, after Statewide Board Activation, by two-thirds of all Authorized County Director Offices. After one or more statutory Voting Conservation Members have been admitted, these Bylaws expressly require ordinary Bylaw amendments to be submitted to the members under A.R.S. §§10-11021 and 10-11003 or successor law, after approval or recommendation by at least two-thirds of the directors then in office during the Initial Board Build-Out Period or, after Statewide Board Activation, by at least two-thirds of all Authorized County Director Offices. Any amendment that adds, changes or deletes a greater member quorum or voting requirement is governed by A.R.S. §10-11023 or successor law and may not be adopted, amended or repealed by the Board alone. Any amendment that terminates a membership class or otherwise requires additional member approval by law, the Articles or these Bylaws must also satisfy that requirement. No ordinary amendment may be used to alter a Protected Provision indirectly.

26.9. No Circumvention

An ordinary amendment may not alter definitions, procedures or delegated powers for the purpose of accomplishing indirectly what requires a Protected Action.

ARTICLE XXVII — DISSOLUTION, SUCCESSION AND TRANSFER

27.1. Dissolution Is Not a Release Mechanism

ANCHOR shall not dissolve for the purpose of avoiding conservation obligations or facilitating increased development rights.

27.2. Protected Approval

Voluntary dissolution requires the Protected Action procedure and all additional approvals required by law and the Articles of Incorporation.

27.3. Conservation Interests Transferred First

Before unrestricted assets are distributed, ANCHOR shall arrange lawful transfer of conservation interests, enforcement rights, related records and associated restricted stewardship assets to one or more Qualified Conservation Successors.

27.4. Qualified Conservation Successor

A Qualified Conservation Successor shall be legally capable of holding the interest, possess an appropriate land-conservation purpose, possess reasonable institutional capacity, accept the obligations in writing, remain independent

from economic interests seeking weakening of the restrictions, and satisfy applicable federal requirements where material.

27.5. No Friendly-Shell Transfer

ANCHOR shall not transfer conservation interests to an entity created or controlled principally to facilitate subsequent weakening or release.

27.6. Remaining Assets

After lawful disposition of conservation obligations, remaining charitable assets shall be distributed exclusively for purposes consistent with §501(c)(3), the Articles of Incorporation and applicable law.

27.7. Records Follow Interests

Permanent legal, stewardship, baseline, monitoring and enforcement records reasonably necessary to administer transferred conservation interests shall accompany those interests.

ARTICLE XXVIII — ANTI-CIRCUMVENTION AND CONTROLLING LAW

28.1. Substance Over Form

These Bylaws shall be interpreted according to substance rather than labels. An action prohibited directly is also prohibited when attempted indirectly through an affiliate, contract, subsidiary, nominee, automation, intermediary, restructuring, vacancy manipulation, compensation arrangement or substantially equivalent mechanism.

28.2. No Convenience Exception

Administrative inconvenience, cost, political pressure or development opportunity does not itself authorize disregard of a Protected Provision.

28.3. No Automation Exception

An artificial intelligence system, automated workflow, software platform or contractor may not exercise authority that the human decision-maker delegating the task lacks.

28.4. Controlling Law

Nothing in these Bylaws eliminates authority that applicable law reserves to courts, governmental bodies or other legally authorized persons. If controlling law invalidates a particular procedural mechanism, the remaining provisions shall be interpreted to preserve ANCHOR’s charitable conservation purposes to the greatest lawful extent.

28.5. Severability

If a provision is held unenforceable, the remaining provisions remain effective to the maximum extent permitted by law, and the invalid provision shall be construed as narrowly as necessary to preserve its lawful purpose.

ARTICLE XXIX — ADOPTION AND INITIAL ORGANIZATION

29.1. Adoption

These Bylaws shall become effective upon lawful adoption by the initial Board after formation of the Arizona nonprofit corporation. Adoption by the sole initial director is permitted while that person constitutes the entire Board.

29.2. Initial President

The initial President shall be Thomas Casanova unless otherwise provided in the organizational resolutions.

29.3. Initial Directors

Thomas Casanova is the sole initial director identified in the Articles of Incorporation and initially occupies the Maricopa County Director office. Additional directors are seated under Article XII during the Initial Board Build-Out Period.

29.4. Election Transition

The Secretary shall permanently record each county office activation, Statewide Board Activation, the Election Transition Date and the initial County Director election schedule. Appendix A applies beginning on the Election Transition Date rather than on the legal formation date.

29.5. Articles Must Match

Before filing the Articles or adopting these Bylaws, the Articles of Incorporation and these Bylaws shall be reconciled so that both support statutory Voting Conservation Members, the sole initial director and variable Board build-out, county-based director elections, Founder Transition authority, Conservation Protector approval rights, Protected Actions, heightened member voting requirements, director qualification procedures and the separation between corporate governance and recorded land restrictions.

29.6. Counsel Review

Before final filing or adoption, Arizona nonprofit counsel should review the Articles of Incorporation and these Bylaws together, with particular attention to federal tax-exemption requirements, statutory member voting, the variable Board build-out and quorum structure, third-person approvals, director removal, ADR provisions, conservation-asset protections and the interaction between corporate governance and recorded land-protection instruments.

GOVERNANCE INTERPRETATION

These Bylaws are intended to establish an institution governed by the following enduring principles:

ONE ARIZONA COUNTY. ONE COUNTY DIRECTOR. ONE BOARD VOTE.

- Population does not determine Board representation.
- Money does not purchase voting power.
- Statutory voting rights are parcel-qualified: a voter must have a verified qualifying ownership interest in an ANCHOR-protected parcel.
- One Qualifying Protected Parcel may support no more than one voting representative at a time.
- One natural person may never exercise more than one ANCHOR membership vote, regardless of parcels owned, acreage, wealth or donations.
- A voting member's verified principal residence and designated Qualifying Protected Parcel must be located in the same Arizona county.
- Board service is not an income stream.
- County Directors oversee and understand county program activity while owing fiduciary duties to ANCHOR as a statewide charitable institution.
- Development interests cannot obtain Board authority through material conflicting financial or organizational relationships.
- A county’s elected director cannot be removed by the statewide Board merely because the director is unpopular with other directors.
- Qualification disputes are resolved through low-cost neutral mediation and ADR rather than financial warfare.

- Regular director terms are fifteen years and are staggered to provide institutional continuity.
- Arizona's future creation, division, consolidation or reorganization of counties automatically changes Board representation without abandoning county equality.
- Voting Conservation Members provide a constitutional check upon extraordinary organizational changes.
- Conservation Protectors provide a narrow external constitutional check where the Articles require their approval.
- No corporate vote can create authority to weaken a recorded land restriction that ANCHOR does not possess.
- ANCHOR shall favor conservation, stewardship, enforcement, permanent records, institutional continuity, lean administration and public accountability over unnecessary bureaucracy or private enrichment.

The governing objective is not merely for ANCHOR to exist for the next generation. The governing objective is for ANCHOR's conservation obligations and institutional safeguards to remain functional for generations beyond the lives of its founders. Formation with a sole initial director is an organizational bridge, not a permanent concentration of governance power; the transition rules are designed to permit immediate lawful formation while preserving the long-term county-based member governance model.

APPENDIX A — INITIAL FIFTEEN-YEAR ELECTION ROTATION

The following neutral alphabetical rotation establishes the initial one-seat-per-year cycle while Arizona has fifteen counties. The terms are measured from the Election Transition Date, not from the legal formation date. The initial organizational documents may alter the first-year anchor date or use another neutral non-discriminatory ordering before the Election Transition Date, but no later change may be made for the purpose of affecting Board control or protecting an incumbent.

Election Year	County Constituency	Initial Transitional Term
1	Apache County	1-year transitional term from Election Transition Date
2	Cochise County	2-year transitional term from Election Transition Date
3	Coconino County	3-year transitional term from Election Transition Date
4	Gila County	4-year transitional term from Election Transition Date
5	Graham County	5-year transitional term from Election Transition Date
6	Greenlee County	6-year transitional term from Election Transition Date
7	La Paz County	7-year transitional term from Election Transition Date
8	Maricopa County	8-year transitional term from Election Transition Date
9	Mohave County	9-year transitional term from Election Transition Date
10	Navajo County	10-year transitional term from Election Transition Date
11	Pima County	11-year transitional term from Election Transition Date

Election Year	County Constituency	Initial Transitional Term
12	Pinal County	12-year transitional term from Election Transition Date
13	Santa Cruz County	13-year transitional term from Election Transition Date
14	Yavapai County	14-year transitional term from Election Transition Date
15	Yuma County	15-year transitional term from Election Transition Date

APPENDIX B — LEGAL BASIS AND COUNSEL REVIEW NOTES

This Appendix is informational and is not intended to substitute for legal advice. The final Articles of Incorporation and Bylaws should be reviewed together by Arizona nonprofit counsel before filing and adoption.

B.1. Director Qualifications

A.R.S. §10-3802 permits the Articles of Incorporation or Bylaws to prescribe qualifications for directors, including residency and membership qualifications.

B.2. Director Terms

A.R.S. §§10-3805 and 10-3806 permit the Articles or Bylaws to specify director terms and stagger those terms; the statutes do not state a maximum term length. The fifteen-year regular terms and one-through-fifteen-year initial transitional schedule therefore must be stated expressly in the governing documents.

B.3. Geographic Removal

A.R.S. §10-3808 recognizes removal procedures established by the Articles or Bylaws and, under the statutory default, limits removal of a director elected by a geographic unit to members of that unit.

B.4. Geographic Vacancies and Board Build-Out

A.R.S. §§10-3803, 10-3804, 10-3811 and 10-3824 support the formation architecture used here: a nonprofit board may begin with one director; the governing documents may establish a variable Board range; the governing documents may provide an alternative appointment method for directors; and quorum rules differ between a variable-range Board and a fixed-size Board. During build-out, the prescribed Board size is the number then in office; after Statewide Board Activation the fixed county-office denominator applies. After a County Director office has been activated, geographic-vacancy rules apply as provided in the Articles, these Bylaws and A.R.S. §10-3811.

B.5. Third-Person Approval

A.R.S. §10-11030 permits the Articles of Incorporation to require specified persons other than the Board to approve in writing amendments to the Articles or Bylaws. The final Articles should expressly establish any Conservation Protector approval rights intended to rely on this statute or successor law.

B.6. Federal Tax-Exemption Review

The final structure should be reviewed for consistency with Internal Revenue Code §501(c)(3), private-inurement and private-benefit restrictions, public-charity classification, compensation rules and current Form 1023 disclosure requirements.

B.7. Recorded Land Instruments

Corporate governance provisions do not themselves create, release or extinguish real-property restrictions. ANCHOR's recordable conservation instruments, title procedures, third-party enforcement mechanisms and amendment limitations should receive separate Arizona real-property counsel review.

B.8. ADR

The internal ADR provisions are intended to create a low-cost governance process, but they do not purport to waive rights or judicial remedies that controlling law makes non-waivable.

B.9. Initial-Director Continuity

A.R.S. §10-3805(A) provides that the terms of initial directors expire at the first later election, appointment or designation of directors under §10-3804. The Articles therefore separately designate Thomas Casanova under §10-3804(A)(3) as the first Maricopa County Director so his service does not depend solely on the temporary initial-director term.

B.10. Bylaw Amendment Authority After Membership Activation

A.R.S. §§10-11020 through 10-11024 distinguish amendment rules for corporations with and without members and protect heightened voting requirements. These Bylaws therefore allow Board amendment of ordinary provisions while no statutory members exist, but expressly require member submission under §§10-11021 and 10-11003 once statutory Voting Conservation Members have been admitted, and reserve heightened member-vote provisions to the members as required by §10-11023.

B.11. Conservation Protector Restoration

A.R.S. §10-11030 permits the Articles to require written approval by specified persons other than the Board for amendments to the Articles or Bylaws. The Articles identify the natural persons lawfully serving as Conservation Protectors as those specified persons and include a restoration procedure so the Board cannot unilaterally recreate the Protector system after vacancies.

B.12. Parcel-Qualified Voting and Election Record Integrity

The filed Articles place admission, activation, County Constituency assignment and voting eligibility of Voting Conservation Members under the Bylaws. Article II therefore conditions voting eligibility on verified identity, verified Arizona principal residence, qualifying ownership of a designated ANCHOR-protected parcel in the same county, one-parcel/one-representative limits, one-person/one-vote limits and an election record date. These provisions are intended as anti-capture safeguards and should be reviewed by Arizona nonprofit counsel before final adoption, including review of ownership qualification, membership suspension or termination procedures, member inspection rights and election-record administration.

ADOPTION

These Bylaws are adopted by the lawful governing body of Arizona Network for Conservation, Heritage, Open-space & Rural Lands, Inc., effective _____.

Signature: _____ Date: _____
Thomas Casanova, Sole Initial Director