Exhibit C

BYLAWS
EASTERN ARIZONA COUNTIES ORGANIZATION

ARTICLE I
Name and Definitions

Section 1. Name. The organization shall be known as the Eastern Arizona Counties Organization (ECO). The membership in ECO is composed of Apache, Gila, Graham, Greenlee and Navajo, Arizona Counties.

Section 2. Definitions. This section to be reserved for future use.

ARTICLE II
Statement of Purpose

The purpose of the organization shall include, but not be limited to the following:

Section 1. To implement to the fullest extent practicable the *Procedures for Arizona Single Point of Contact Review Process According to Presidential Executive Order 12372* (Exhibit A) and any other lawfully executed cooperative agreement which provides the member Counties with the means to exercise a more effective and unified political force on public land management issues affecting the Counties.

Section 2. In order to be effective in accomplishing the purpose stated in Section 1, ECO shall to the greatest extent practicable provide to the member Counties a clearinghouse of technical, scientific, social, cultural and economic information and advice to the individual counties for more effective interaction in the decision making process with federal and state agencies. In this regard ECO will assist the Counties in procuring professional services for studies and other activities as may be required to fulfill the needs of the member Counties.

ARTICLE III
Board of Directors

Section 1. General Powers. The Board of Directors shall have only those powers necessary to carry out the management, business, and affairs of the organization and such other powers as are necessary and incidental to the performance of ECO not in conflict with the Intergovernmental Agreement (Exhibit B), these Bylaws, and the laws of this State.

Section 2. Board of Directors. The Board of Directors shall consist of 10 Directors. Each County shall appoint two directors; one shall be a member of each County's Board of Supervisors, and one shall be another person appointed by each County.

Section 3. Appointment and Term of Office. Each Director will serve at the discretion of each individual County Board of Supervisors.

Section 4. Voting. Each member County has one vote which will be cast by the Supervisor member when in attendance. Board decisions will be made by majority vote of the Counties represented by duly appointed officials at any meeting.

Section 5. Meetings. The Board of Directors may provide by resolution the time and place, either within or without the State of Arizona, for holding regular meetings of the Board. Unless otherwise specified by resolution of the Board, the Board shall meet at the call of the Chairman.

Section 6. Special Meetings of the Board. A special meeting of the Board of Directors may be called by or be held at the request of the Chairman or of any five Directors. Any place within the State of Arizona may be designated by the calling authority as the place for holding such special meeting.

Section 7. Quorum. A majority of the Counties in representation shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Counties are present at such meeting, a majority of the Counties present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be necessary to determine a motion, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Compliance with Arizona Open Meeting Law. All meetings and notices thereof shall be subject to and conducted in accordance with the Arizona Open Meeting Laws. Notice of all meetings, including agendas shall be posted at the office of the Board of Supervisors of each member County not less than twenty-four (24) hours prior to the meeting.

ARTICLE IV
Officers

Section 1. Board of Directors. The Officers shall consist of a Chairman, Vice Chairman, and Secretary/Treasurer, who shall have authority to act in those circumstances and on those matters as directed by the Board.

Section 2. Term of Office. Each officer of the Board of Directors shall serve for a period of one year or until his successor is duly elected and qualified. New officers shall be elected at the first meeting of the calendar year.

Section 3. Duties of Officers. The Officers shall have the following powers and duties:

Subd. 1.Chairman. The Chairman shall preside at all meetings of the Board of Directors of ECO. He shall perform the usual duties of the Chairman and may speak for and on behalf of the organization when so instructed by the Board. The Chairman, with the concurrence of the Board, shall make all committee appointments and shall be an ex officio member of all committees. He may sign, with the Secretary/Treasurer or any other proper officer of the organization authorized by the Board of Directors, any documents which the Board of Directors has authorized to be executed. And in general, he shall perform all duties incidental to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

Subd. 2. Vice Chairman. In the absence of the Chairman, or in the event of his inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all restrictions upon the Chairman. A Vice Chairman shall perform such other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors.

Subd. 3. Secretary/Treasurer. The Secretary/Treasurer will be appointed from the County acting as the fiscal agent of ECO under the IGA. The Secretary/Treasurer shall attend all meetings of the Board of Directors and shall preserve in books of the organization true minutes of the proceedings of all such meetings. He shall give all notices required by statute, Bylaws, or resolution. The fiscal agent shall have custody of ECO funds and shall keep an accurate account of all receipts and disbursements, and shall maintain all monies in a separate fund in the Treasurer's Office of the County acting as fiscal agent.

ARTICLE V
Contract, Checks, Deposits, and Funds

Section 1. Contracts. The Board of Directors may authorize in compliance with the IGA any officers, agent or agents of the organization to enter into any contract or agreement or execute and deliver an instrument in the name of or on behalf of ECO and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All warrants, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of ECO shall be payable by the fiscal agent and in such manner as customarily used by the fiscal agent.

Section 3. Funds Any funds which may come in this organization or be subject to its control, for its use in furthering and promoting the aims and purposes of ECO or its policies shall be received, disbursed, controlled and accounted for by the Secretary/Treasurer and the fiscal agent.

Section 4. Money Commitment. The amount of financing will be set from time to time on an individual project basis and/or may be provided for by the payment of dues on an annual basis as requested by the Board of Directors. Any action that shall involve a commitment to contribute funds to any program or project of the organization, or a commitment to pay annual dues shall be ratified by each member County to be binding on it.

ARTICLE VI
Amendment to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted in the following manner:

Section 1. These Bylaws may be added to or amended after being proposed for addition or amendment by the Board of Directors and said addition or amendment being approved by all Counties.

Section 2. Notice of proposal of new Bylaws or an amendment to an existing Bylaw stating the purpose of each new proposed Bylaw or amendment, the reason therefor and a copy of the proposed new Bylaw or amendment shall be sent by the Secretary/Treasurer, by mail, to each member of the Board prior to the next scheduled meeting of the Board.

Section 3. After a new Bylaw or an amendment to an existing Bylaw has been proposed as herein provided, such new Bylaw or amendment may be approved for presentation to the Counties by a vote representing the concurrence of two-thirds of the Board membership provided that proper notice has been given. The new Bylaw or amendment shall be sent to all Counties for approval.

Section 4. Such addition or amendment to an existing Bylaw when duly approved by all Counties shall go into immediate effect following its adoption unless otherwise provided.

ARTICLE VII
General Provisions

Conduct of Meetings. The procedures of *Robert's Rules of Order* shall be used to conduct all meetings.

ACCEPTED, APPROVED AND ADOPTED BY EACH COUNTY BY RESOLUTION AND IN CONJUNCTION WITH THE EXECUTION OF AN INTERGOVERNMENTAL AGREEMENT ON THE DATE INDICATED BELOW.

Apache County — Date: 9/21/93

Gila County — Date: 10/15/93

Graham County — Date: 11-13-93

Greenlee County — Date: 10-27-93

Navajo County — Date: 10-19-93