

REVISED AND RESTATED
BYLAWS OF THE WILLO NEIGHBORHOOD ASSOCIATION

As Amended June 14, 2018 ~~June 9, 2016~~

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ARTICLE I - ORGANIZATION

Section 1. NAME

The name of this organization shall be Willo Neighborhood Association (“the Association”).

Section 2. ORGANIZATION

The Association is formed for civic, non-profit purposes consistent with the laws of the State of Arizona and to meet the requirements of the Internal Revenue Code Section 501(c)(6). Upon dissolution of the Association, any and all assets will be dedicated to the Arizona Historical Society; the alternative recipient to be the City of Phoenix. The Association shall not be operated so as to benefit any private member or individual.

Section 3. PURPOSE

The purpose of this Association is to promote and support the Willo Neighborhood Conservation Plan (“the Plan”), a Special Conservation District approved by the City of Phoenix, February 12, 1986. The Association shall also promote communications between the residents of Willo and the City of Phoenix; provide and maintain updated information for the members regarding activities which might have an impact on the future growth or improvements within the neighborhood; encourage active participation by the membership and promote goodwill among the members of the Association. As provided in the Plan, specific goals of the Association are:

- A. Protect the residential integrity of the neighborhood, promote the quality of family living in the inner city area and preserve the unique personality of the neighborhood.
- B. Provide for expansion and growth of commercial facilities in such a manner as to preserve, protect and enhance the quality of the residential area.

- C. Encourage employees of commercial establishments in the area to reside in the neighborhood.
- D. Promote the restoration of existing properties and encourage compatible new developments including commercial along the north, south and eastern boundaries with residential infill for remainder of the area.

Section 4. FISCAL POLICIES

- A. The Board of Directors will not accept solicitations for charitable donations from the treasury without considering the following conditions:

- 1. The donation, contribution and distribution must benefit the neighborhood at large, not a single individual or smaller group of individuals.
- 2. The donation, contribution and distribution must conform to the scope and purpose as outlined in the “Articles of Incorporation”. This purpose is clearly defined in the “Articles” and is limited to the functions of a neighborhood association. The Willo “Articles of Incorporation” conforms specifically to the requirements established by the IRS for non-profit organizations.
- 3. Any request for donation must be published in the Association mediums (the “Inside Willo” Newsletter and/or the Willo website) and allow for a reasonable time (a minimum of 10 days) for public comment before bringing the request to a vote by the Board of Directors.
- 4. Charitable donations are allowed if they are part of a fund-raising activity and are not disbursed directly from the treasury and are approved as required.

- B. Budget and Expenses

- 1. An annual budget from May 1 to April 30 should be adopted for planning purposes. The budget for the following year should be presented to the Board for adoption no later than ~~March 1 for~~ the following fiscal year the April Board meeting. The budget should estimate all expenses. The Treasurer is responsible for the planning and managing of the budget process.
- 2. Except for the Willo Annual Home Tour, the Willo Board will not approve or support expenses for any request totaling over \$25,000 on an annual basis.
- 3. The President and the Treasurer are the only persons authorized to sign legal agreements and contracts with vendors. Both the President and the Treasurer must sign all contracts. Contracts for non-budgeted expenses of greater than \$2,500 will require board approval.
- 4. The President and the Treasurer are the only persons authorized to sign checks. Checks for amounts greater than \$2,500 will require the signatures of both the President and the Treasurer.

Section 5. BOUNDARIES

Boundaries are as set forth in the Willo Historic Conservation Plan that can be accessed on the website.

ARTICLE II - MEMBERSHIP

Section 1. MEMBERS

A. Any person of voting age residing within the Plan boundaries may opt to be a member of the Association. The term “residing” also includes renters or tenants of Willo with a limit of 4 Members per household. The Membership list is to be managed by the Secretary and updated regularly.

B. The process for optional membership in the Association will be set forth in rules and procedures established by the Board. Opt-In membership is valid annually January 1 expiring December 31. Membership must be renewed by residents each year prior to any election or vote. must be renewed annually prior to the ~~start of the March voting meeting.~~

Section 2. INTRODUCTION OF NEW BUSINESS

The business and affairs of the Association shall be managed by the Board of Directors but nothing in these Bylaws shall be interpreted as to preclude the membership from originating new business at regular or special meetings. While new business can be raised by the membership at any meeting, the Board shall not vote on any new business unless it was specifically included on the agenda that was distributed as required by these Bylaws unless there is a separate simple majority (51% of the Board members present) vote by the Board that the new business requires immediate action by the Board. This includes new business that requires an expenditure.

Section 3. MEETINGS

A. Regular Meetings of the Membership. There shall be no less than two regular meetings of the Membership each year at a location designated by the Board of Directors; one such meeting shall be held in March. The purpose of a regular meeting will be to conduct the customary and usual business of the Association including, but not limited to, the exchange of ideas and information regarding the Association’s activities, policies and other business. In addition, the March regular meeting in every odd year (i.e. 2017, 2019 etc.) shall include the election of the Board of Directors. Written notice of a regular meeting will be published in the Association’s Newsletter and/or posted on the Willo Historic District website (www.willohistoriedistrict.com) or otherwise disseminated in a manner deemed reasonable by the Board of Directors, not less than ten days prior to such meeting.

B. Special Meetings of the Membership. A special meeting of the Membership may be called by the President, or by written demand of a majority of the Board of Directors then in office, or by written demand of at least ten percent (10%) of the members. The purpose of a special meeting shall be to transact business of an unusual nature when it appears that it would not be prudent to await a regular meeting of the Membership. If called by the President, the special meeting shall be held at such time and place as designated by the President; in all other instances the special meeting shall be held at such time and place as designated by the Board of Directors. Written notice of a special meeting shall be published in the Association’s Newsletter, and/or posted on the Willo Historic District website (www.willohistoriedistrict.com) or otherwise disseminated in a manner deemed reasonable by

the President if the special meeting is called by the him/her, or by the Board of Directors in all other instances at least five days prior to such meeting.

C. Notice of regular and special meetings of the Membership shall include the time, date, location and agenda of such meeting.

Section 4. QUORUM, VOTING AND PROXIES AT MEETINGS OF THE MEMBERSHIP

At any regular or special meeting of the Membership, a quorum shall consist of ten percent (10%) of all of the members. On matters other than the election of the Board of Directors, voting shall be determined by a majority vote of the members present. Each member shall have one vote, and there shall be neither voting by proxy nor cumulative voting. Members not voting at the meeting may vote by mail, as set forth in Article V, Section 5 of the Bylaws.

Section 5. GOVERNING RULES AT MEETINGS OF THE MEMBERSHIP

The Association may adopt, from time to time, rules to govern the conduct of regular and special meetings of the Membership. Such rules shall be binding unless and until changed by a majority vote of the Members present. Matters not covered by such rules shall be governed by Robert's Rules of Order.

Section 6. MINUTES OF MEETINGS OF THE MEMBERSHIP

A written record of the deliberations and decisions at regular and special meetings of the Membership shall be prepared and kept by the Recording Secretary, in the form of Minutes. Unapproved Minutes shall be posted to the Willo Website within five business days of the meeting under the heading of "unapproved minutes". Upon approval by the Board of Directors, such Minutes shall become a part of the records of the Association and posted to the website replacing the unapproved Minutes within 10 business days of the approval.

ARTICLE III - BOARD OF DIRECTORS

Section 1. POWER AND DUTIES

The affairs of the association shall be managed by the Board of Directors, which may exercise all such powers of the Association not required to be exercised or done by all the members.

Section 2. NUMBER, TENURE AND QUALIFICATIONS

The Board of Directors shall consist of thirteen persons, four of which shall be Officers of the Association, i.e. President, Vice-President, Secretary and Treasurer. Each Board Member shall be elected for a term of two years. Only Members of the Association may serve as an Officer or other Board Member.

Section 3. MEETINGS OF THE BOARD OF DIRECTORS

All business of the Board of Directors shall be conducted at regular or special meetings. All meetings of the Board of Directors shall be open to attendance by the Association Membership.

A. Regular Meetings.

1. There shall be monthly meetings of the Board of Directors, at a time and location to be determined by the President; provided, however that the President may determine to cancel one or two meetings during the months of June, July or August.
2. The purpose of such regular meetings shall be to conduct the business of the Board, including but not limited to submission of matters to be addressed by the Membership, the filling of vacancies on the Board, and matters relating to Article I, Section 3.
3. The Secretary shall notify each Board Member at least ten days prior to a meeting. In addition, written notice of each meeting will be published in the Association Newsletter, and/or posted on the Willo Historic District website (www.willohistoriedistrict.com) or otherwise disseminated in a manner deemed reasonable by the Board, not less than ten days prior to the meeting.

B. Special Meetings.

1. Special Meetings of the Board of Directors may be held upon the request of the President or upon written demand of a majority of the Board members then in office.
2. The purpose of such Special Meetings shall be to transact business of an unusual nature when it appears that it would not be prudent to await a Regular Meeting of the Board.
3. Notice shall be in the manner deemed most reasonable and practical by the entity calling the Special Meeting; provided, however, that in any event written notice shall be delivered to the email address of each board Member not less than three days prior to the special meeting.

C. Executive Committee Meetings.

1. The President may determine from time to time to call meetings of the Executive Committee of the Board of Directors, which shall consist of the Officers of the Association, at such time and location as the President deems appropriate.
2. The purpose of such Executive Committee Meetings shall be to plan and discuss matters for the future consideration of the Board of Directors of the Members.
3. No Board business shall be voted upon.
4. Executive Board Meetings shall be open to attendance by other Board Members.

Section 4. GOVERNING RULES

The Board may adopt, from time to time, rules to govern the conduct of its meetings. Such rules will be binding unless and until changed by a majority vote. Matters not covered by such rules will be governed by Robert's Rules of Order.

Section 5. MINUTES OF THE BOARD OF DIRECTORS

A written record of the deliberations and decisions of the Board of Directors at regular and special meetings shall be made by the Recording Secretary, in the form of Minutes. Upon approval by the Board, the Minutes shall become a part of the records of the Association and posted to the website within 10 business days of the meeting.

Section 6. NOTICE

Notice of regular or special meetings of the Board shall include the time, date, location and agenda of the Meeting.

Section 7. QUORUM, VOTING AND PROXIES OF THE BOARD OF DIRECTORS

A quorum shall consist of a majority of the Board Members then in office. Decisions shall be made by a majority vote of the Board Members present. Each Board Member shall have one vote, and there shall be no voting by proxy.

Section 8. REMOVAL BOARD MEMBERS AND OFFICERS

A. Any Officer or other Board Member may be removed for non-attendance at two or more regular meetings of the Board of Directors during a calendar year. Removal for non-attendance will be initiated at the option of the President for Board Action. Removal for non-attendance shall be by two-thirds (2/3) of the Board. An Officer or other Board Member whose removal is being considered shall not be entitled to vote on the removal.

B. Any Officer or other Board Member may be removed for cause by a two-thirds (2/3) vote of the Association Membership present at a special meeting of the Membership called for the purpose of said removal; or by a vote at a regular Board Meeting of two-thirds (2/3) of the Board Members. An Officer or other Board Member whose removal is being considered shall not be entitled to vote on the removal.

Section 9. COMPENSATION

No Board Member shall receive compensation for any service he/she may render to the Association. However, any Board Member may be reimbursed for actual expenses incurred in the performance of duties.

Section 10. CONFLICT OF INTEREST

Board Members and Officers shall report possible conflicts of interest to the President. Upon report of a possible conflict, the Board shall conduct an investigation and determine whether a conflict of interest does exist and whether it is substantial. If the Board determines that a substantial conflict of interest exists, the interested individual shall not vote on the transaction presenting the conflict. An interested individual may vote only if the Board determines that no conflict exists or that the conflict is not substantial. No investigation or determination by the Board shall be required if the interested individual voluntarily agrees to refrain from voting on the transaction presenting the potential conflict of interest.

ARTICLE IV - OFFICERS

Section 1. DESIGNATION OF OFFICERS

The Officers of the Association shall be the President, Vice-President, Secretary and Treasurer.

Section 2. ELECTION AND VACANCIES OF OFFICERS

- A. Officers will be elected every odd year at the March meeting of the Association and shall serve a term of two years.
- B. Vacancies. A vacancy occurring in the office of President shall be filled by the Vice-President for the remainder of the unexpired term. Vacancies occurring in any other Officer position shall be appointed from the Board by majority vote of the Board for the remainder of the unexpired term.

Section 3. PRESIDENT

- A. The President shall be the chief executive officer of the Association and shall have general charge of the business affairs and property of the Association and general supervision of its Officers.
- B. The President is the official spokesperson for the Association.
- C. The President shall serve as a voting Member of the Board of Directors and shall perform all duties incidental to the office of President.
- D. The President shall appoint all committees chairpersons and shall work with the chairperson or chairpersons to fill the committee.
- E. The President shall be an ex-officio member of all committees of which he/she is not a voting member.
- F. No person shall be eligible to serve as President unless that person has previously served a term, or portion of a term, as a Board member or other Officer of the Board.
- G. No person shall be elected to the office of President for more than 3 consecutive terms.

Section 4. VICE-PRESIDENT

- A. The Vice-President shall act for the President in his/her absence or incapacity and will have such other duties as may be assigned to him/her by the President and the Board.
- B. The Vice President shall approve the ballot during the election year.
- C. The Vice President shall be present during the designated voting period.

Section 5. SECRETARY

- A. The Secretary shall attend all Meetings of the Board and the Association and record all proceedings and voting results in the form of Minutes.
- B. The Secretary shall be responsible for maintaining the Membership List generated from Opt-In forms, for the year.
- C. The Secretary shall give, or cause to be given, notice of Meetings of the Board and the Association, and shall perform such other duties as may, from time, to time, be assigned by the Board, or the President.
- D. At all Meetings, the Secretary shall make copy of the Bylaws available for inspection by the Membership.
- E. If the Secretary is unable to attend a Meeting of the Board or the Association, the President shall appoint another member of the Board to record all proceedings and votes for the duration of the Secretary's absence.

Section 6. TREASURER

- A. The Treasurer shall have custody of all Association funds and other valuable effects, and shall maintain full and accurate accountings of all receipts and disbursements.
- B. The Treasurer is responsible for the planning and managing of the budget process.

ARTICLE V - ELECTION AND VOTING PROCEDURES

Section 1. ELECTION AND VACANCY OF OTHER BOARD MEMBERS

- A. Election. Board Members shall be elected at the same meeting as the Officers are elected and shall serve a term of two years with no restrictions on the number of terms served.
- B. Vacancies. Any vacancy occurring on the Board will be filled by appointment from among the membership by the President subject to a confirmation majority vote of the Board for the remainder of the unexpired term.

Section 2. Election Committee

- A. The President initiates the voting process in October by forming an Election Committee consisting of 1 Board Member and 5 volunteer members of the Association, one of whom will be the Chair.
- B. The Election Committee reports to the Board as requested by the President.
- C. Candidates for the board must be members of the Association.
- D. Names of candidates, self-nominated or nominated by other members of the Association, must be submitted to the chair of the Election Committee by January 15.
- E. The list of candidates shall be published in the Association newsletter and/or on the website at least 10 days prior to the February Board meeting. No other nominations will be accepted after this time.

Section 3. Ballot

- A. Ballot will be created by the Election Committee and will indicate how many candidates can be voted on for the at large positions.
- B. The Vice President approves the ballot. If he or she is unable to perform this task, the attorney retained by the Board should do so.
- C. Ballots will be retained for one year after the election is completed and the results have been certified.

Section 4. Voting Process

- A. Voting shall be by secret ballot, at the March regular meeting of the Association in every odd year.
- B. Officers and other Board members shall be elected by a majority vote of the Association Membership submitting ballots, each Association Member voting once for each of the thirteen Board positions with the candidates for the offices of President, Vice President, Secretary and Treasurer being stipulated as such on the ballot.
- C. No nominations from the floor will be accepted. No write in candidates are allowed.
- D. Votes may be cast in one of two ways. Either by mail or in person on the day of the election in accordance with the recommendations detailed below.
- E. All residents must have a current Opt-in form in order to vote.
- F. Online opt in closes at 4:00pm on Election Day.

Section 5. Procedure for Voting by Mail

- A. All ballots cast by mail shall be mailed to a post office box. This address will be noted on the ballot.
- B. The post office box will be checked for the final time by the Election Committee Chairperson at 4:00pm on the day of the election. Any ballots received after this time will not be counted.
- C. Mailed ballots must be in a sealed envelope with the voter's name and address on the outside of the envelope in order to be counted.
- D. Ballots in the envelope must be from a single address.

Section 6. Procedure for In Person Voting

- A. In person voting shall be done on the designated Election Day only from 6:00 - 6:30pm. Those in line before 6:30pm will be allowed to vote.
- B. The Vice President will be present during the voting period and throughout the following meeting. If he or she is unable to perform this task, then the Treasurer of the Board shall do so.
- C. Should a member be unable to attend the voting meeting, a fellow member may deliver that member's completed ballot (in a sealed envelope with the voter's name and address) on his/her behalf.

Section 7. Voting Place Requirements

- A. Two rooms will be required at the meeting place for Election Day. One will be the voting room and the other will be the Association meeting room.
- B. Election Committee Chair requests the Opt-in list from the Secretary and brings 3 copies to the voting room.
- C. The voting room shall have 3 tables to keep the process organized.
 - 1. Table One will be to determine Opt-in status. Opt-in status is verified with the official membership list.
 - 2. Table Two will serve those who have already completed the Opt-in form and wish to vote.
 - 3. Table Three will be for completion of the Opt-in form. Upon completion of the form, the member will be given a ballot and allowed to vote.
- D. A blank template formatted like the membership list will be placed at Table Three by the Election Committee Chair. Opt-in forms filled out on election night will be added to the template list and will be added into the Master Membership List by the Secretary.
- E. Ballots alone will be placed in designated ballot boxes with a drop slot located at Tables Two and Three.
- F. Two people from the Election Committee will remain with the ballots at all times throughout the counting process and the following meeting.
- G. The results will be announced prior to the adjournment of the March regular meeting by the chairperson of the Election Committee.

Section 8. Electronic Voting

- A. After selection of a secure online voting platform, Members may vote online.
- B. Members will sign on through a private Resident Portal of the Willo Website.
- C. Members must Opt-In to access the Portal.
- D. Online voting will close at 4:00 pm on the day of the election.

ARTICLE VI - COMMITTEES

- A. Committees may be appointed and discharged at the discretion of the President for such tasks as circumstances warrant.
 - 1. The President is automatically a member of each Committee.
 - 2. The President may choose to designate a Board Member to be a Member of each Committee acting as the Board Member liaison.
 - 3. Each Committee should have a Chairperson, or Chairpersons appointed by the President and provide summative reports to the Board as requested.
 - 4. Committee members are not permitted to authorize expenditures, enter into contractual agreements or represent the Association in any capacity without written Presidential approval.
- B. Special Committee(s) may be formed by the President, and shall be limited to the accomplishment of a specific task with a commencement date and end date. Special Committees are expected to follow Committee protocol as outlined in Article VI, Section A.

ARTICLE VII

BOOKS AND RECORDS

The Association shall keep complete books and records of accounts and minutes of proceedings as required by A.R.S. 10-11601, et seq. Any member, upon written request, may examine such records of the Association to the extent that the member's request complies with the requirements of A.R. S. 10-11601 et seq. The Treasurer is responsible for maintaining books and records of accounts. The Secretary is responsible for maintaining minutes of proceedings. Ballots are kept for one year after the election. The Election Committee Chair is responsible for disposal of the ballots from the previous year.

ARTICLE VIII - AMENDMENT

These Bylaws may be amended, or substitute Bylaws may be adopted, by a two-thirds (2/3) vote of the Board, subject to approval by a (2/3) vote of the members voting in person or by absentee ballot at any regular or special meeting of the members.

CERTIFICATION

The President of the Association hereby certifies that these revised and restated Bylaws have been approved by the required percentage of the members.

Dated this ____ day of _____, 20__.

President, Willo Neighborhood Association