

REVISED AND RESTATED
BYLAWS OF THE WILLO NEIGHBORHOOD ASSOCIATION

As Approved _____

INDEX

ARTICLE I	ORGANIZATION
ARTICLE II	MEMBERSHIP
ARTICLE III	BOARD OF DIRECTORS
ARTICLE IV	PRESIDENT EMERITUS MEMBER
ARTICLE V	OFFICERS
ARTICLE VI	ELECTION AND VOTING PROCEDURES
ARTICLE VII	COMMITTEES
ARTICLE VIII	BOOKS AND RECORDS
ARTICLE IX	AMENDMENT

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 Association 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 the April Board meeting. The budget should estimate all income and expenses. The Treasurer is responsible for the planning and managing of the budget process. 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.
 - 2. 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.
 - 3. 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 Association 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.

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 Association website (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 Association website or otherwise disseminated in a manner deemed reasonable by the President if the special meeting is called by the President, 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 meetings of the Membership, a quorum shall consist of ten percent (10%) of all 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 VI, 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. Upon approval by the Board of Directors, such Minutes shall become a part of the records of the Association and shall be posted to the Association website 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 Association website 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 Association 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 – PRESIDENT EMERITUS MEMBER

There shall be a category of Board Member known as President Emeritus, who is nominated and elected by the Board of Directors. A President Emeritus shall be selected from those Board Presidents who have served as President of the Board with distinction and excellence. A President Emeritus shall be entitled to receive all written notices and information provided to the Board of Directors, to attend all public Board meetings, and is encouraged to attend all other events conducted by the organization. A President Emeritus shall act in an advisory capacity and shall not be subject to any attendance policy counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any Board meeting. To be considered for designation as President Emeritus, a person must be a current or former President of the Board who has 1) served as President of the Board with distinction, 2) made

significant contributions to the organization, and 3) completed the term(s) for which he or she was elected. The Board may nominate one or more individuals for a President Emeritus position. A simple majority vote of the Board of Directors at a meeting at which a quorum is present is required to approve an appointment.

ARTICLE V

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 committee 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.

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.

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 VI – ELECTION AND VOTING PROCEDURES

Section 1. ELECTION, VACANCY AND QUALIFICATIONS 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 restriction 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.
- C. Qualifications. Candidates for the Board must:
 - 1. be a member of the Association
 - 2. be a current Willo resident
 - 3. have lived in Willo for a minimum of ~~two years~~ one year

Section 2. ELECTION COMMITTEE

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

Section 3. BALLOT

- A. 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 take place in March of 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, and no write-in candidates will be allowed.
- D. The Association shall provide for votes to be cast electronically or by mail in accordance with the recommendations below.
- E. All residents must submit a current Opt-in form by February 15 of the voting year in order to vote.
- F. The Association will make an electronic Opt-in form available on the Association website. Members may request a paper Opt-in form from the Secretary.
- G. After reviewing the Opt-in list to confirm accuracy and voting eligibility, the Secretary shall submit the Opt-in list to the Election Committee Chairperson.
- H. After receiving the Opt-in list from the Secretary and confirming all members voting have opted in, the Election Committee Chairperson shall import the list into the electronic voting software. The list shall include voter name, address, email address and/or cell phone number. A link to the ballot shall be sent to all certified Association members who have opted in electronically. A paper ballot will be mailed to all certified Association members who have requested a paper Opt-in form.
- I. After voting closes, the Election Chairperson will review the results in the electronic voting application. The results will be announced prior to the adjournment of the March regular meeting by the Election Committee Chairperson.
- J. Votes per candidate shall be made available to Association Members upon written request to the Election Chairperson.

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 4:00 p.m. on March 5th of the election year. 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 to be counted.
- D. Ballots in the envelope must be from a single address.

Section 6. ELECTRONIC VOTING

- A. Certified Opt-in members may vote electronically through a secure online voting platform. A link to an electronic ballot will be sent to all certified Opt-in members by email and/or text message.
- B. Online voting closes at midnight on March 5th of the election year.

ARTICLE VII - 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 VII, Section A.

ARTICLE VIII

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 IX - 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 at any regular or special meetings 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

DRAFT