

2022 (CURRENT) VERSION

REVISED AND RESTATED
BYLAWS OF THE WILLO NEIGHBORHOOD ASSOCIATION

As Approved October 13, 2022

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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.

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BYLAWS OF THE WILLO NEIGHBORHOOD ASSOCIATION

As Approved October 13, 2022

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ARTICLE I - ORGANIZATION

Section 1. NAME

The name of this organization shall be the 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; or, if such Society is no longer in existence, the alternative recipient shall be the City of Phoenix. The Association shall not be operated so as to benefit any private member or individual.

Section 3. MISSION

The purpose of the 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.

- 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. BOUNDARIES

The boundaries of the Willo Neighborhood were set by the Phoenix Historic Preservation Office in July 1990 and expanded in June 2006, generally bounded by First and Seventh Avenues, McDowell Road and the alley north of Edgemont Avenue.

Section 5. VALUES

The Association does not and shall not discriminate on the basis of race, color, religion (creed), sexual orientation, gender, gender expression, age, national origin (ancestry), disability, marital status, military status, income or housing status in any of its activities or operations. These activities include, but are not limited to, the election of the Board of Directors ("the Board"), selection of volunteers and vendors, and provision of services and consideration of issues relevant to the Association. The Association is committed to providing an inclusive and welcoming environment for all members of our community, including members, residents, vendors, contractors and other persons with whom the Association interacts. The Association is expressly nonpolitical and is not aligned with any political party, creed, organization, or movement. The Association is not aligned with any religious belief.

ARTICLE II - MEMBERSHIP

Section 1. MEMBERSHIP

- A. All residents, including tenants, at least 18 years of age within the boundaries of the Association may opt to be a member of the Association.
- B. The process for optional annual membership in the Association shall be set forth in rules and procedures established by the Board. Membership expires December 31. Membership must be renewed each year.
- C. The Membership List shall be managed by the Secretary per Article IV §3.

Section 2. POWERS AND RIGHTS OF ASSOCIATION MEMBERS

Members of the Association have the power to:

- A. Elect the Board at the annual meeting of the membership.
- B. Remove for cause a Director per Article IV §7.
- C. Inspect the books, accounts, and records of the Association per Article VIII §2 within a reasonable period. Members shall pay reasonable costs of duplication.
- D. Raise new business at certain meetings per Article III §1 and Article V §1.

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of each committee. The President may choose to designate a Director to be a member of each committee to act as the Board liaison.

Section 2. RESPONSIBILITIES

Committee shall provide reports to the Board as requested. In conjunction with the Treasurer, each committee shall create an annual budget, which is subject to Board approval. Committee members may not authorize expenditures outside of their Board-approved annual budget, enter into contractual agreements or represent the Association in any capacity without written Presidential approval.

ARTICLE VIII - RULES, RECORDS AND POLICIES

Section 1. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, newly revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Section 2. 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. Upon approval by the Board, the minutes shall become a part of the records of the Association and shall be posted to the Association's website in a timely manner. Ballots shall be retained for one year following the election and then destroyed.

Section 3. FISCAL POLICIES

- A. The fiscal year of the Association shall be from May 1 to April 30.
- B. The budget for the next fiscal year shall be presented to the Board for adoption no later than the regular meeting of the Board in April.
- C. Except for the Willo Home Tour, the Board may not approve disbursements totaling over \$25,000 for any individual project in a fiscal year.
- D. Any request for funds must be considered by the Board at a regular or special meeting. The request must be on the agenda and must be brought to a vote. The Board may not disburse funds from the treasury unless the disbursement benefits the neighborhood at large, not a single individual or smaller group of individuals, and the disbursement conforms to the scope and purpose as outlined in the Articles of Incorporation.
- E. Charitable donations on behalf of the Association may be allowed, subject to Board approval, if they are part of a fundraising activity and are not disbursed directly from the treasury.
- F. Only the President and the Treasurer may sign legal agreements and contracts with vendors. Both the President and the Treasurer must sign all contracts. Contracts for non-budgeted expenses require Board approval.

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 annual 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.

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- 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. BOUNDARIES

The boundaries of the Willo Neighborhood were set by the Phoenix Historic Preservation Office in July 1990 and expanded in June 2006, generally bounded by First and Seventh Avenues, McDowell Road and the alley north of Edgemont Avenue.

Section 5. VALUES

The Association does not and shall not discriminate on the basis of race, color, religion (creed), sexual orientation, gender, gender expression, age, national origin (ancestry), disability, marital status, military status, income or housing status in any of its activities or operations. These activities include, but are not limited to, the election of the Board of Directors ("the Board"), selection of volunteers and vendors, and provision of services and consideration of issues relevant to the Association. The Association is committed to providing an inclusive and welcoming environment for all members of our community, including members, residents, vendors, contractors and other persons with whom the Association interacts. The Association is expressly nonpolitical and is not aligned with any political party, creed, organization, or movement. The Association is not aligned with any religious belief.

ARTICLE II - MEMBERSHIP

Section 1. MEMBERSHIP

- A. All residents, including tenants, at least 18 years of age within the boundaries of the Association may opt to be a member of the Association.
- B. The process for optional annual membership in the Association shall be set forth in rules and procedures established by the Board. Membership expires December 31. Membership must be renewed each year.
- C. The Membership List shall be managed by the Secretary per Article IV §3.

Section 2. POWERS AND RIGHTS OF ASSOCIATION MEMBERS

Members of the Association have the power to:

- A. Elect the Board at the annual meeting of the membership.
- B. Remove for cause a Director per Article IV §7.
- C. Inspect the books, accounts, and records of the Association per Article VIII §2, within a reasonable period. Members shall pay reasonable costs of duplication.
- D. Raise new business at certain meetings per Article III §1 and Article V §1.

ARTICLE III - MEETINGS OF THE MEMBERSHIP

Section 1. TYPES OF MEETING

A. Annual Meeting of the Membership

1. There shall be one annual meeting of the membership in March immediately following the regular meeting of the Board, at a location and time designated by the President.
2. The purpose of the annual meeting shall 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. New business can be raised by the membership at the annual meeting, but there shall be no vote on any new business unless it was included on the agenda for that meeting.
3. The annual meeting in every odd-numbered year shall include the election of the Board.

B. Special Meeting of the Membership

1. A special meeting of the membership may be called by the President, by written demand of a majority of the Board then in office, or by written demand of at least ten percent of the membership.
2. 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 the annual meeting of the membership.
3. The special meeting shall be held within 30 days of the date of the call or written demand at a location and time designated by the President.

Section 2. MINUTES

The Secretary shall make a written record of the meeting per Article IV §3.

Section 3. NOTICE

Notice of any meeting of the membership shall include the time, date, location and agenda of the meeting and shall be published at least ten days prior to the annual meeting in the Association's newsletter, posted on the Association's website, or otherwise disseminated in a manner deemed reasonable by the President, or at least five days prior to a special meeting in a manner deemed reasonable by the Board.

Section 4. QUORUM, VOTING AND PROXIES

- A. At any meeting of the membership, a quorum shall consist of the number of members present.
- B. On matters other than the election of the Board and the approval of amendments to the bylaws per Article IX, voting shall be determined by a majority vote of the members present.
- C. Each member shall have one vote. There shall be neither voting by proxy nor cumulative voting.

Section 8. VACANCIES

A mid-term Director vacancy on the Board shall be filled for the remainder of the unexpired term by Presidential appointment from among the membership subject to a majority vote of the Board. A mid-term vacancy in the office of President shall be filled by the Vice President for the remainder of the unexpired term. A mid-term vacancy in the office of Vice President, Secretary or Treasurer shall be filled for the remainder of the unexpired term by Presidential appointment from among the Directors by majority vote of the Board.

ARTICLE V - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. TYPES OF MEETINGS

All business of the Board shall be conducted at regular or special meetings. All meetings of the Board, with the exception of Executive Committee Meetings, shall be open to attendance by the membership.

A. Regular Meetings of the Board

1. The Board shall meet monthly at a time and location to be determined by the President. The President may cancel two meetings during June, July, or August.
2. The purpose of regular meetings shall be to conduct the business of the Board.
3. New business can be raised by the membership at a regular meeting of the Board, but there shall be no vote on any new business unless it was included on the agenda for that meeting.

B. Special Meetings of the Board

1. Special meetings of the Board may be held upon the request of the President or upon written demand of a majority of the Directors.
2. 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 Board.

C. Executive Committee Meetings

1. The President may call meetings of the Officers of the Association, at such time and location as the President deems appropriate.
2. The purpose of such a meeting shall be to plan and discuss matters for the future consideration of the Board.
3. No Board business shall be voted upon.
4. Such meetings shall be open to attendance by other Directors.

Section 2. MINUTES

The Secretary shall make a written record of the meeting per Article IV §3.

Section 3. NOTICE

Notice of a regular or special meeting of the Board shall include the time, date, location and agenda of the meeting. The Secretary shall notify each Director at least ten days prior to a regular meeting of the Board. Notice of a meeting shall be published in the Association's newsletter, posted on the Association's website, or otherwise disseminated in a manner deemed reasonable by the Board. Notice

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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.

ARTICLE III - MEETINGS OF THE MEMBERSHIP

Section 1. TYPES OF MEETING

A. Annual Meeting of the Membership

1. There shall be one annual meeting of the membership in March immediately following the regular meeting of the Board, at a location and time designated by the President.
2. The purpose of the annual meeting shall 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. New business can be raised by the membership at the annual meeting, but there shall be no vote on any new business unless it was included on the agenda for that meeting.
3. The annual meeting in every odd-numbered year shall include the election of the Board.

B. Special Meeting of the Membership

1. A special meeting of the membership may be called by the President, by written demand of a majority of the Board then in office, or by written demand of at least ten percent of the membership.
2. 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 the annual meeting of the membership.
3. The special meeting shall be held within 30 days of the date of the call or written demand at a location and time designated by the President.

Section 2. MINUTES

The Secretary shall make a written record of the meeting per Article IV §3.

Section 3. NOTICE

Notice of any meeting of the membership shall include the time, date, location and agenda of the meeting and shall be published at least ten days prior to the annual meeting in the Association's newsletter, posted on the Association's website, or otherwise disseminated in a manner deemed reasonable by the President, or at least five days prior to a special meeting in a manner deemed reasonable by the Board.

Section 4. QUORUM, VOTING AND PROXIES

- A. At any meeting of the membership, a quorum shall consist of the number of members present.
- B. On matters other than the election of the Board and the approval of amendments to the bylaws per Article IX, voting shall be determined by a majority vote of the members present.
- C. Each member shall have one vote. There shall be neither voting by proxy nor cumulative voting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. POWER AND DUTIES

The Board shall have the power and duty to manage the affairs of the Association and shall support the mission of the Association per Article 1 §3.

Section 2. NUMBER, TENURE AND QUALIFICATIONS

The Board shall consist of thirteen Directors, four of which shall be the Officers. Each Director shall be elected by the membership at the annual meeting of each odd-numbered year. Directors shall serve for two years, beginning the day after the election and ending after the annual meeting of the membership in March of the following election year. There is no restriction on the number of terms served. No person shall be eligible to serve as a Director unless that person is a member of the Association and has resided in Willsie for a minimum of one year.

Section 3. OFFICERS

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

A. President

1. 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 Directors and committees.
2. The President shall sign contracts and checks on behalf of the Association per Article VIII §3.
3. The President shall be the official spokesperson for the Association.
4. The President shall appoint all committee chairpersons and shall work with the chairpersons or chairpersons to fill the committee.
5. The President shall be an ex-officio member of all committees of which the President is not a voting member.
6. No person shall be eligible to serve as President unless that person has previously served a full term as a Director.

B. Vice President

1. The Vice President shall act for the President in the President's absence or incapacity and shall have such other duties as may be assigned by the President and the Board.
2. The Vice President shall approve the ballot during the election year per Article VI §1.

C. Secretary

1. The Secretary shall attend all meetings of the Board and the Association and record all proceedings, decisions and votes in the form of minutes. If the Secretary is unable to attend a meeting, the President shall appoint another Director to take minutes for the duration of the Secretary's absence.
2. The Secretary shall maintain the Membership List.
3. 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 be assigned by the Board of the President.

of each committee. The President may choose to designate a Director to be a member of each committee to act as the Board liaison.

Section 2. RESPONSIBILITIES

Committees shall provide reports to the Board as requested. In conjunction with the Treasurer, each committee shall create an annual budget, which is subject to Board approval. Committee members may not authorize expenditures outside of their Board-approved annual budget, enter into contractual agreements or represent the Association in any capacity without written Presidential approval.

ARTICLE VIII - RULES, RECORDS AND POLICIES

Section 1. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, revised version, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Section 2. BOOKS AND RECORDS

The Association shall keep complete books and records of accounts and minutes of proceedings as required by A.R.S. 10-1101 et seq. Any member, upon written request, may examine such records of the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt. The Treasurer is responsible for maintaining books and records of accounts. The Secretary is responsible for maintaining minutes of proceedings. Upon approval by the Board, the minutes shall become a part of the records of the Association and shall be posted to the Association's website as a timely manner. Ballots shall be retained for one year following the election and then destroyed.

Section 3. FISCAL POLICIES

- A. The fiscal year of the Association shall be from May 1 to April 30.
- B. The budget for the next fiscal year shall be presented to the Board for adoption no later than the regular meeting of the Board in April.
- C. Except for the 10-10-100 Hour, the Board may not approve disbursements totaling over \$25,000 for any individual project in a fiscal year.
- D. Any request for funds must be submitted by the Board at a regular or special meeting. The request must be on the agenda and must be brought to a vote. The Board may not disburse funds from the treasury unless the disbursement benefits the methodology at large, not a single individual or smaller group of individuals, and the disbursement conforms to the scope and purpose of the Association's articles of Incorporation.
- E. Charitable donations on behalf of the Association may be allowed, subject to Board approval, if they are part of fundraising activity and are not disbursed directly from the treasury.
- F. Only the President and the Treasurer may sign legal agreements and contracts with vendors. Both the President and the Treasurer must sign all contracts. Contracts for non-budgeted expenses require Board approval.

Section 8. VACANCIES

A midterm Director vacancy on the Board shall be filled for the remainder of the unexpired term by Presidential appointment from among the membership subject to a majority vote of the Board. A midterm vacancy in the office of President shall be filled by the Vice President for the remainder of the unexpired term. A midterm vacancy in the office of Vice President, Secretary or Treasurer shall be filled for the remainder of the unexpired term by Presidential appointment from among the Directors by majority vote of the Board.

ARTICLE V - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. TYPES OF MEETINGS

All business of the Board shall be conducted at regular or special meetings. All meetings of the Board, with the exception of Executive Committee Meetings, shall be open to attendance by the membership.

A. Regular Meetings of the Board

1. The Board shall meet monthly at a time and location to be determined by the President.
2. The President may cancel two meetings during June, July, or August.
3. The purpose of regular meetings shall be to conduct the business of the Board.
4. New business can be raised by the membership at a regular meeting of the Board, but there shall be no vote on any new business unless it was included on the agenda for that meeting.

B. Special Meetings of the Board

1. Special meetings of the Board may be held upon the request of the President or upon written demand of a majority of the Directors.
2. 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 Board.

C. Executive Committee Meetings

1. The President may call meetings of the Officers of the Association, at such time and location as the President deems appropriate.
2. The purpose of such a meeting shall be to plan and discuss matters for the future consideration of the Board.
3. No Board business shall be voted upon.
4. Such meetings shall be open to attendance by other Directors.

Section 2. MINUTES

The Secretary shall make a written record of the meeting per Article IV §3.

Section 3. NOTICE

Notice of a regular or special meeting of the Board shall include the time, date, location and agenda of the meeting. The Secretary shall notify each Director at least ten days prior to a regular meeting of the Board. Notice of a meeting shall be published in the Association's newsletter, posted on the Association's website, or otherwise disseminated in a manner deemed reasonable by the Board. Notice

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 8. VACANCIES

A midterm Director vacancy on the Board shall be filled for the remainder of the unexpired term by Presidential appointment from among the membership subject to a majority vote of the Board. A midterm vacancy in the office of President shall be filled by the Vice President for the remainder of the unexpired term. A midterm vacancy in the office of Vice President, Secretary or Treasurer shall be filled for the remainder of the unexpired term by Presidential appointment from among the Directors by majority vote of the Board.

ARTICLE V - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. TYPES OF MEETINGS

All business of the Board shall be conducted at regular or special meetings. All meetings of the Board, with the exception of Executive Committee Meetings, shall be open to attendance by the membership.

A. Regular Meetings of the Board

1. The Board shall meet monthly at a time and location to be determined by the President. The President may cancel two meetings during June, July, or August.
2. The purpose of regular meetings shall be to conduct the business of the Board.
3. New business can be raised by the membership at a regular meeting of the Board, but there shall be no vote on any new business unless it was included on the agenda for that meeting.

B. Special Meetings of the Board

1. Special meetings of the Board may be held upon the request of the President or upon written demand of a majority of the Directors.
2. 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 Board.

C. Executive Committee Meetings

1. The President may call meetings of the Officers of the Association, at such time and location as the President deems appropriate.
2. The purpose of such a meeting shall be to plan and discuss matters for the future consideration of the Board.
3. No Board business shall be voted upon.
4. Such meetings shall be open to attendance by other Directors.

Section 2. MINUTES

The Secretary shall make a written record of the meeting per Article IV §3.

Section 3. NOTICE

Notice of a regular or special meeting of the Board shall include the time, date, location and agenda of the meeting. The Secretary shall notify each Director at least ten days prior to a regular meeting of the Board. Notice of a meeting shall be published in the Association's newsletter, posted on the Association's website, or otherwise disseminated in a manner deemed reasonable by the Board. Notice

of each committee. The President may choose to designate a Director to be a member of each committee to act as the Board liaison.

Section 2. RESPONSIBILITIES

Committee shall provide reports to the Board as requested. In conjunction with the Treasurer, each committee shall create an annual budget, which is subject to Board approval. Committee members may not authorize expenditures outside of their Board-approved annual budget, enter into contractual agreements or represent the Association in any capacity without written Presidential approval.

ARTICLE VIII - RULES, RECORDS AND POLICIES

Section 1. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, newly revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Section 2. 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. Upon approval by the Board, the minutes shall become a part of the records of the Association and shall be posted to the Association's website in a timely manner. Ballots shall be retained for one year following the election and then destroyed.

Section 3. FISCAL POLICIES

- A. The fiscal year of the Association shall be from May 1 to April 30.
- B. The budget for the next fiscal year shall be presented to the Board for adoption no later than the regular meeting of the Board in April.
- C. Except for the Willo Home Tour, the Board may not approve disbursements totaling over \$25,000 for any individual project in a fiscal year.
- D. Any request for funds must be considered by the Board at a regular or special meeting. The request must be on the agenda and must be brought to a vote. The Board may not disburse funds from the treasury unless the disbursement benefits the neighborhood at large, not a single individual or smaller group of individuals, and the disbursement conforms to the scope and purpose as outlined in the Articles of Incorporation.
- E. Charitable donations on behalf of the Association may be allowed, subject to Board approval, if they are part of a fundraising activity and are not disbursed directly from the treasury.
- F. Only the President and the Treasurer may sign legal agreements and contracts with vendors. Both the President and the Treasurer must sign all contracts. Contracts for non-budgeted expenses require Board approval.

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 exists 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

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4. At all meetings, the Secretary shall make a copy of the bylaws available for inspection by the membership.
- D. Treasurer
1. 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.
 2. The Treasurer shall sign contracts and checks on behalf of the Association per Article VIII §3
 3. The Treasurer shall work with the Board and committee chairpersons to prepare and manage the budget.
 4. The Treasurer shall present the budget to the Board for approval per Article VIII §3.
 5. At all meetings, the Treasurer shall make a copy of the current financial report available for inspection by the membership.
 6. The Treasurer shall file an annual report with the Arizona Corporation Commission.
 7. The Treasurer shall file all applicable state and federal taxes.

Section 4. COMPENSATION

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

Section 5. CONFLICT OF INTEREST

All Directors shall report possible conflicts of interest to the President. If the President and remaining Directors determine that a substantial conflict of interest exists, that Director shall not be counted for purposes of a quorum nor shall the Director vote on the matter. The minutes shall reflect the fact that the Director did not vote on the issue.

Section 6. RESIGNATION OF DIRECTORS

A Director may resign at any time by giving written notice to the President. The resignation shall take effect at the time and date of receipt of the notice or at any later time specified. Acceptance of the resignation shall not be necessary to make it effective.

Section 7. REMOVAL OF DIRECTORS

- A. A Director may be removed for non-attendance at two regular meetings of the Board during a calendar year. Removal for non-attendance must be initiated by the President and is subject to a two-thirds vote of the Board. A Director whose removal is being considered may not vote on the removal.
- B. A Director may be removed for cause by a two-thirds vote of the membership present at a special meeting of the membership called for the purpose of said removal; or by a two-thirds vote of the Board at a regular meeting of the Board. A Director whose removal is being considered may not vote on the removal.

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shall be provided at least three days prior to a special meeting of the Board in the manner deemed most reasonable and practical by the entity calling the special meeting.

Section 4. QUORUM, VOTING AND PROXIES

A quorum shall consist of a majority of the Directors. Decisions shall be made by a majority vote of the Directors present. Each Director shall have one vote, and there shall be no voting by proxy.

ARTICLE VI – ELECTIONS

Section 1. ELECTION COMMITTEE

- A. The President shall form an Election Committee no later than October of even-numbered years.
- B. The Election Committee shall:
 1. Collect the names of candidates for the Board, which must be submitted to the Chairperson of the Election Committee by January 10 of each odd-numbered year. Nominations shall not be accepted after this date.
 2. Publish the list of candidates in the Association's February newsletter or on the Association's website at least ten days prior to the regular meeting of the Board in February.
 3. Create the ballot, which shall be approved by the Vice President or by another Officer if the Vice President is unable to perform this task.
 4. Verify voter eligibility using an updated Membership List, received from the Secretary
 5. Tally the ballots and report the results at the annual meeting of the membership.

Section 2. ELECTION PROCESS

- A. The Association shall provide paper ballots for votes to be cast in person at the annual meeting of the membership, by mail or by ~~dropbox~~. Ballots cast by mail or by ~~dropbox~~ must be received no later than the day before the annual meeting of the membership.
- B. Only members of the Association may vote.
- C. Neither nominations from the floor, nor write-in candidates, nor voting by proxy shall be allowed.
- D. Officers shall be elected by a plurality vote of the membership. The nine at-large Director candidates receiving the most votes shall fill the nine at-large positions. In the event of a tie, the Officer or at-large Director candidate shall be chosen by a coin toss conducted by the Chairperson of the Election Committee, or their designee.
- E. Votes per candidate shall be made available to members upon written request to the Board.

ARTICLE VII – COMMITTEES

Section 1. ORGANIZATION

Committees may be appointed and discharged at the discretion of the President. Each committee shall have a chairperson or chairpersons appointed by the President. The President is automatically a member

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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 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

1. 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.
2. The President is the official spokesperson for the Association.
3. The President shall serve as a voting Member of the Board of Directors and shall perform all duties incidental to the office of President.
4. The President shall appoint all committee chairpersons and shall work with the chairperson or chairpersons to fill the committee.
5. The President shall be an ex-officio member of all committees of which he/she is not a voting member.
6. 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.

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Section 8. VACANCIES

A midterm Director vacancy on the Board shall be filled for the remainder of the unexpired term by Presidential appointment from among the membership subject to a majority vote of the Board. A midterm vacancy in the office of President shall be filled by the Vice President for the remainder of the unexpired term. A midterm vacancy in the office of Vice President, Secretary or Treasurer shall be filled for the remainder of the unexpired term by Presidential appointment from among the Directors by majority vote of the Board.

ARTICLE V – MEETINGS OF THE BOARD OF DIRECTORS

Section 1. TYPES OF MEETINGS

All business of the Board shall be conducted at regular or special meetings. All meetings of the Board, with the exception of Executive Committee Meetings, shall be open to attendance by the membership.

A. Regular Meetings of the Board

1. The Board shall meet monthly at a time and location to be determined by the President. The President may cancel two meetings during June, July, or August.
2. The purpose of regular meetings shall be to conduct the business of the Board.
3. New business can be raised by the membership at a regular meeting of the Board, but there shall be no vote on any new business unless it was included on the agenda for that meeting.

B. Special Meetings of the Board

1. Special meetings of the Board may be held upon the request of the President or upon written demand of a majority of the Directors.
2. 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 Board.

C. Executive Committee Meetings

1. The President may call meetings of the Officers of the Association, at such time and location as the President deems appropriate.
2. The purpose of such a meeting shall be to plan and discuss matters for the future consideration of the Board.
3. No Board business shall be voted upon.
4. Such meetings shall be open to attendance by other Directors.

Section 2. MINUTES

The Secretary shall make a written record of the meeting per Article IV §3.

Section 3. NOTICE

Notice of a regular or special meeting of the Board shall include the time, date, location and agenda of the meeting. The Secretary shall notify each Director at least ten days prior to a regular meeting of the Board. Notice of a meeting shall be published in the Association's newsletter, posted on the Association's website, or otherwise disseminated in a manner deemed reasonable by the Board. Notice

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ARTICLE IV – BOARD OF DIRECTORS

Section 1. POWER AND DUTIES

The Board has the power and duty to manage the affairs of the Association and shall support the mission of the Association per Article I §3.

Section 2. NUMBER, TENURE AND QUALIFICATIONS

The Board shall consist of thirteen Directors, four of which shall be the Officers. Each Director shall be elected by the membership at the annual meeting of each odd-numbered year. Directors shall serve for two years, beginning the day after the election and ending after the annual meeting of the membership in March of the following election year. There is no restriction on the number of terms served. No person shall be eligible to serve as a Director unless that person is a member of the Association and has resided in Willo for a minimum of one year.

Section 3. OFFICERS

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

A. President

1. 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 Directors and committees.
2. The President shall sign contracts and checks on behalf of the Association per Article VIII §3.
3. The President shall be the official spokesperson for the Association.
4. The President shall appoint all committee chairpersons and shall work with the chairperson or chairpersons to fill the committee.
5. The President shall be an ex-officio member of all committees of which the President is not a voting member.
6. No person shall be eligible to serve as President unless that person has previously served a full term as a Director.

B. Vice President

1. The Vice President shall act for the President in the President's absence or incapacity and shall have such other duties as may be assigned by the President and the Board.
2. The Vice President shall approve the ballot during the election year per Article VI §1.

C. Secretary

1. The Secretary shall attend all meetings of the Board and the Association and record all proceedings, decisions and votes in the form of minutes. If the Secretary is unable to attend a meeting, the President shall appoint another Director to take minutes for the duration of the Secretary's absence.
2. The Secretary shall maintain the Membership List.
3. 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 be assigned by the Board or the President.

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- 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 Willco resident
 - 3. have lived in Willco for a minimum of 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.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. POWER AND DUTIES

The Board has the power and duty to manage the affairs of the Association and shall support the mission of the Association per Article I §3.

Section 2. NUMBER, TENURE AND QUALIFICATIONS

The Board shall consist of thirteen Directors, four of which shall be the Officers. Each Director shall be elected by the membership at the annual meeting of each odd-numbered year. Directors shall serve for two years, beginning the day after the election and ending after the annual meeting of the membership in March of the following election year. There is no restriction on the number of terms served. No person shall be eligible to serve as a Director unless that person is a member of the Association and has resided in Willco for a minimum of one year.

Section 3. OFFICERS

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

A. President

- 1. 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 Directors and committees.
- 2. The President shall sign contracts and checks on behalf of the Association per Article VIII §3.
- 3. The President shall be the official spokesperson for the Association.
- 4. The President shall appoint all committee chairpersons and shall work with the chairpersons or chairpersons to fill the committee.
- 5. The President shall be an ex-officio member of all committees of which the President is not a voting member.
- 6. No person shall be eligible to serve as President unless that person has previously served a full term as a Director.

B. Vice President

- 1. The Vice President shall act for the President in the President's absence or incapacity and shall have such other duties as may be assigned by the President and the Board.
- 2. The Vice President shall approve the ballot during the election year per Article VI §1.

C. Secretary

- 1. The Secretary shall attend all meetings of the Board and the Association and record all proceedings, decisions and votes in the form of minutes. If the Secretary is unable to attend a meeting, the President shall appoint another Director to take minutes for the duration of the Secretary's absence.
- 2. The Secretary shall maintain the Membership List.
- 3. 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 be assigned by the Board or the President.

- 4. At all meetings, the Secretary shall make a copy of the bylaws available for inspection by the membership.

D. Treasurer

- 1. 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.
- 2. The Treasurer shall sign contracts and checks on behalf of the Association per Article VIII §3.
- 3. The Treasurer shall work with the Board and committee chairpersons to prepare and manage the budget.
- 4. The Treasurer shall present the budget to the Board for approval per Article VIII §3.
- 5. At all meetings, the Treasurer shall make a copy of the current financial report available for inspection by the membership.
- 6. The Treasurer shall file an annual report with the Arizona Corporation Commission.
- 7. The Treasurer shall file all applicable state and federal taxes.

Section 4. COMPENSATION

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

Section 5. CONFLICT OF INTEREST

All Directors shall report possible conflicts of interest to the President. If the President and remaining Directors determine that a substantial conflict of interest exists, that Director shall not be counted for purposes of a quorum nor shall the Director vote on the matter. The minutes shall reflect the fact that the Director did not vote on the issue.

Section 6. RESIGNATION OF DIRECTORS

A Director may resign at any time by giving written notice to the President. The resignation shall take effect at the time and date of receipt of the notice or at any later time specified. Acceptance of the resignation shall not be necessary to make it effective.

Section 7. REMOVAL OF DIRECTORS

- A. A Director may be removed for non-attendance at two regular meetings of the Board during a calendar year. Removal for non-attendance must be initiated by the President and is subject to a two-thirds vote of the Board. A Director whose removal is being considered may not vote on the removal.
- B. A Director may be removed for cause by a two-thirds vote of the membership present at a special meeting of the membership called for the purpose of said removal; or by a two-thirds vote of the Board at a regular meeting of the Board. A Director whose removal is being considered may not vote on the removal.

Section 8. VACANCIES

A mid-term Director vacancy on the Board shall be filled for the remainder of the unexpired term by Presidential appointment from among the membership subject to a majority vote of the Board. A mid-term vacancy in the office of President shall be filled by the Vice President for the remainder of the unexpired term. A mid-term vacancy in the office of Vice President, Secretary or Treasurer shall be filled for the remainder of the unexpired term by Presidential appointment from among the Directors by majority vote of the Board.

ARTICLE V – MEETINGS OF THE BOARD OF DIRECTORS

Section 1. TYPES OF MEETINGS

All business of the Board shall be conducted at regular or special meetings. All meetings of the Board, with the exception of Executive Committee Meetings, shall be open to attendance by the membership.

A. Regular Meetings of the Board

- 1. The Board shall meet monthly at a time and location to be determined by the President. The President may cancel two meetings during June, July, or August.
- 2. The purpose of regular meetings shall be to conduct the business of the Board.
- 3. New business can be raised by the membership at a regular meeting of the Board, but there shall be no vote on any new business unless it was included on the agenda for that meeting.

B. Special Meetings of the Board

- 1. Special meetings of the Board may be held upon the request of the President or upon written demand of a majority of the Directors.
- 2. 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 Board.

C. Executive Committee Meetings

- 1. The President may call meetings of the Officers of the Association, at such time and location as the President deems appropriate.
- 2. The purpose of such a meeting shall be to plan and discuss matters for the future consideration of the Board.
- 3. No Board business shall be voted upon.
- 4. Such meetings shall be open to attendance by other Directors.

Section 2. MINUTES

The Secretary shall make a written record of the meeting per Article VI §3.

Section 3. NOTICE

Notice of a regular or special meeting of the Board shall include the time, date, location and agenda of the meeting. The Secretary shall notify each Director at least ten days prior to a regular meeting of the Board. Notice of a meeting shall be published in the Association's newsletter, posted on the Association's website, or otherwise disseminated in a manner deemed reasonable by the Board. Notice

shall be provided at least three days prior to a special meeting of the Board in the manner deemed most reasonable and practical by the entity calling the special meeting.

Section 4. QUORUM, VOTING AND PROXIES

A quorum shall consist of a majority of the Directors. Decisions shall be made by a majority vote of the Directors present. Each Director shall have one vote, and there shall be no voting by proxy.

ARTICLE VI – ELECTIONS

Section 1. ELECTION COMMITTEE

- A. The President shall form an Election Committee no later than October of even-numbered years.
- B. The Election Committee shall:
 - 1. Collect the names of candidates for the Board, which must be submitted to the Chairperson of the Election Committee by January 10 of each odd-numbered year. Nominations shall not be accepted after this date.
 - 2. Publish the list of candidates in the Association's February newsletter or on the Association's website at least ten days prior to the regular meeting of the Board in February.
 - 3. Create the ballot, which shall be approved by the Vice President or by another Officer if the Vice President is unable to perform this task.
 - 4. Verify voter eligibility using an updated Membership List, received from the Secretary.
 - 5. Tally the ballots and report the results at the annual meeting of the membership.

Section 2. ELECTION PROCESS

- A. The Association shall provide paper ballots for votes to be cast in person at the annual meeting of the membership, by mail or by dropbox. Ballots cast by mail or by dropbox must be received no later than the day before the annual meeting of the membership.
- B. Only members of the Association may vote.
- C. Neither nominations from the floor, nor write-in candidates, nor voting by proxy shall be allowed.
- D. Officers shall be elected by a plurality vote of the membership. The nine at-large Director candidates receiving the most votes shall fill the nine at-large positions. In the event of a tie, the Officer or at-large Director candidate shall be chosen by a coin toss conducted by the Chairperson of the Election Committee, or their designee.
- E. Votes per candidate shall be made available to members upon written request to the Board.

ARTICLE VII – COMMITTEES

Section 1. ORGANIZATION

Committees may be appointed and discharged at the discretion of the President. Each committee shall have a chairperson or chairpersons appointed by the President. The President is automatically a member

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.

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shall be provided at least three days prior to a special meeting of the Board in the manner deemed most reasonable and practical by the entity calling the special meeting.

Section 4. QUORUM, VOTING AND PROXIES

A quorum shall consist of a majority of the Directors. Decisions shall be made by a majority vote of the Directors present. Each Director shall have one vote, and there shall be no voting by proxy.

ARTICLE VI – ELECTIONS

Section 1. ELECTION COMMITTEE

- A. The President shall form an Election Committee no later than October of even-numbered years.
- B. The Election Committee shall:
 1. Collect the names of candidates for the Board, which must be submitted to the Chairperson of the Election Committee by January 10 of each odd-numbered year. Nominations shall not be accepted after this date.
 2. Publish the list of candidates in the Association's February newsletter or on the Association's website at least ten days prior to the regular meeting of the Board in February.
 3. Create the ballot, which shall be approved by the Vice President or by another Officer if the Vice President is unable to perform this task.
 4. Verify voter eligibility using an updated Membership List, received from the Secretary.
 5. Tally the ballots and report the results at the annual meeting of the membership.

Section 2. ELECTION PROCESS

- A. The Association shall provide paper ballots for votes to be cast in person at the annual meeting of the membership, by mail or by ~~dropbox~~. Ballots cast by mail or by ~~dropbox~~ must be received no later than the day before the annual meeting of the membership.
- B. Only members of the Association may vote.
- C. Neither nominations from the floor, nor write-in candidates, nor voting by proxy shall be allowed.
- D. Officers shall be elected by a plurality vote of the membership. The nine at-large Director candidates receiving the most votes shall fill the nine at-large positions. In the event of a tie, the Officer or at-large Director candidate shall be chosen by a coin toss conducted by the Chairperson of the Election Committee, or their designee.
- E. Votes per candidate shall be made available to members upon written request to the Board.

ARTICLE VII – COMMITTEES

Section 1. ORGANIZATION

Committees may be appointed and discharged at the discretion of the President. Each committee shall have a chairperson or chairpersons appointed by the President. The President is automatically a member

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of each committee. The President may choose to designate a Director to be a member of each committee to act as the Board liaison.

Section 2. RESPONSIBILITIES

Committees shall provide reports to the Board as requested. In conjunction with the Treasurer, each committee shall create an annual budget, which is subject to Board approval. Committee members may not authorize expenditures outside of their Board-approved annual budget, enter into contractual agreements or represent the Association in any capacity without written Presidential approval.

ARTICLE VIII – RULES, RECORDS AND POLICIES

Section 1. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, newly revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Section 2. 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. Upon approval by the Board, the minutes shall become a part of the records of the Association and shall be posted to the Association's website in a timely manner. Ballots shall be retained for one year following the election and then destroyed.

Section 3. FISCAL POLICIES

- A. The fiscal year of the Association shall be from May 1 to April 30.
- B. The budget for the next fiscal year shall be presented to the Board for adoption no later than the regular meeting of the Board in April.
- C. Except for the Willho Home Tour, the Board may not approve disbursements totaling over \$25,000 for any individual project in a fiscal year.
- D. Any request for funds must be considered by the Board at a regular or special meeting. The request must be on the agenda and must be brought to a vote. The Board may not disburse funds from the treasury unless the disbursement benefits the neighborhood at large, not a single individual or smaller group of individuals, and the disbursement conforms to the scope and purpose as outlined in the Articles of Incorporation.
- E. Charitable donations on behalf of the Association may be allowed, subject to Board approval, if they are part of a fundraising activity and are not disbursed directly from the treasury.
- F. Only the President and the Treasurer may sign legal agreements and contracts with vendors. Both the President and the Treasurer must sign all contracts. Contracts for non-budgeted expenses require Board approval.

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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

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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.

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shall be provided at least three days prior to a special meeting of the Board in the manner deemed most reasonable and practical by the entity calling the special meeting.

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 5. Tally the ballots and report the results at the annual meeting of the membership.

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- A. The Association shall provide paper ballots for votes to be cast in person at the annual meeting of the membership, by mail or by dropbox. Ballots cast by mail or by dropbox must be received no later than the day before the annual meeting of the membership.
B. Only members of the Association may vote.
C. Neither nominations from the floor, nor write-in candidates, nor voting by proxy shall be allowed.
D. Officers shall be elected by a plurality vote of the membership. The nine at-large Director candidates receiving the most votes shall fill the nine at-large positions. In the event of a tie, the Officer or at-large Director candidates shall be chosen by a coin toss conducted by the Chairperson of the Election Committee, or their designee.
E. Votes per candidate shall be made available to members upon written request to the Board.

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ARTICLE VIII - RULES, RECORDS AND POLICIES

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- C. Except for the Wild-Home Tour, the Board may not approve disbursements totaling over \$25,000 for any individual project in a fiscal year.
- D. Any request for funds must be considered by the Board at a regular or special meeting. The request must be on the agenda and must be brought to a vote. The Board may not disburse funds from the treasury unless the disbursement benefits the membership at large, not a single individual or smaller group of individuals, and the disbursement conforms to the scope and purpose as outlined in the Articles of Incorporation.
- E. Charitable donations on behalf of the Association may be allowed, subject to Board approval, if they are part of a fundraising activity and are not disbursed directly from the treasury.
- F. Only the President and the Treasurer may sign legal agreements and contracts with vendors. Both the President and the Treasurer must sign all contracts. Contracts for non-budgeted expenses require Board approval.

- G. Only the President and the Treasurer may sign checks. Checks for amounts greater than \$2,500 require the signatures of both the President and the Treasurer.

ARTICLE IX - AMENDMENT

These bylaws may be amended by a two-thirds vote of the Board, subject to approval by a two-thirds vote of the members voting at any meeting of the membership.

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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

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

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