# 2022 (CURRENT) VERSION

REVISED AND RESTATED BYLAWS OF THE WILLO NEIGHBORHOOD ASSOCIATION

As Approved October 13, 2022

#### 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.

1

# 2024 DRAFT

1		
	REVISED AND RESTATED BYLAWS OF THE WILLO NEIGHBORHOOD ASSOCIATION	
	As Approved October 13, 2022	
	INDEX	
	ARTICLE I ORGANIZATION	
1	ARTICLE II MEMBERSHIP ARTICLE III MEETINGS OF THE MEMBERSHIP	
	ARTICLE III MEETINGS OF THE MEMBERSHIP ARTICLE IV BOARD OF DIRECTORS	
	ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS	
	ARTICLE VI ELECTIONS	
	ARTICLE VII COMMITTEES	
1	ARTICLE VIII RULES, RECORDS AND POLICIES	
	ARTICLE IX AMENDMENT	
	ARTICLE I - ORGANIZATION	
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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. 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.

2

Section 5. BOUNDARIES

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

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 aller north of Edgemont Avenue. The Association does not and shall not discriminate on the basis of race, color, religion (creed), sexual The resonance over not an sum not unstaining on the ones of the cover, respectively, exolation of the cover and the cover of the cover provinion of services and consideration of issues retervant to the Aslocitation. The Aslocitation 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 expressively nonpolitical and is not aligned with any rolitical party, creed, organization, or movement. The Association is not aligned with any religious belief. ARTICLE II - MEMBERSHIP 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.
 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  $\S3.$ to act as the Board liaison Section 2. POWERS AND RIGHTS OF ASSOCIATION MEMBERS Section 2 RESPONSIBILITIES

Members of the Association have the power to

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Section 4 BOUNDARIES

Section 5. VALUES

Section 1 MEMBERSHIP

- meen or the Association have the power for A. Elsect the Bound at the annual meeting of the membership. B. Remove for cause a Director per Article V [3]. C. Impect the book, account, and meeds of the Association per Article VIII §2 within a reasonable period. Members shall gay reasonable costs of duplication. D. Raise new Youncess a creating meetings per Article II §1 and Article V §1.

B. Provide for expansion and growth of commercial facilities in such a manner as to preserve, protect and metamote the quality of the randomial area. C. Encounse employees of commercial establishments in the area to reside in the assistble/hock. D. Promote the resolutionsi of existing properties and encoursely compatible area developments including commercial along the north, south and eastern boundaries with residential infill for remainder of the area.

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of each committee. The President may choose to designate a Director to be a member of each committee

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 no authorize excenditures 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 The Association shall leep complete books and recents of accounts and minutes of proceedings as equivaled by A.S. 101400 et est, a My momber, upoin stimutes request, may estamine such accounds for 11600 et esta, The Treasurer in responsible for maintaining books and records of accounts. The Secretar is reportively for maintaining immuter of proceedings, Upon approval by the Book, the minutes shall become a part of the records of the Association and shall be posted to the Association's website in a tunefwy mainter. Statistica shall be retained for one wend following the electron and the destroy of

#### Section 3 FISCAL POLICIES

- A. The fineal year of the Association shall be from May 1 to April 30. B. The budget for the next fixed 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
- C: Except for the Wills Hones Tour, the Board may not approve disbursments totaling over 535,000 for any miximidal project an factal vara.
  D. Any request for funds must be considered by the Board at a regular or special meeting. The request must be considered and the Board at a regular correst disbursment funds from the treasury unless the disbursment benefits the neithborhood at large, not a single individual, and the disbursment benefits the neithborhood at large, not a single individual or multiple to the Association on Mark of the Association and the allowed the second and the association and the single and the second and the association disbursmente conforms to the second and purpose at outlined in the Astociation disbursments modern the the same proved.
  C. Only the President and the Treasurer may sign legal agreements and contracts with vedors. Both the President and the Treasurer may sign legal agreements and contracts with vedors.

#### ARTICLE IL - 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.

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B. Provide for expansion and growth of commercial facilities in such a manner as to preserve, protoct and manner the quality of the residential area.
For the residential area.
D. Protoch the resolution of continger poperties and encourse compatible area between manufactoring commercial along the north, south and eastern boundaries with residential infill for remainder of the area. 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 allen north of Edgemont Avenue. The Association does not and shall not discreminate on the basis of race, color, religion (oreed), sexual estention, gender, gender expression, age, antioxid (oregin (associety), distribution), anamal textus, unlitery limited by, the electron of the Board of Deterric ("the Board", accelerion of volumers and workers, and provision of services and consideration of issues referent to the Association is committed by providing in solutive and dynamic ("the Board", solution of comments of generics on community, interacts. The Association is a service and the association of the anamest of comments, interacts. The Association is expressly coopedicical and in not diagned with any political party, creed, organization, or moremum. The Association is not diagned with any political party, creed, ARTICLE II - MEMBERSHIP

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- wed each year. Membership List shall be managed by the Secretary per Article IV §3. C. The Men
- Section 2. POWERS AND RIGHTS OF ASSOCIATION MEMBERS.

# Members of the Association have the power to:

Section 4 BOUNDARIES

Section 5. VALUES

Section 1 MEMBERSHIP

- more to use Autocatost tarde tare power is: A. Elect the Boards at the annual meeting of the membership. B. Remove for cause a Director per Article V §7. C. Imspect the books, account, and meeting of the Association per Article VIII §2. 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

- THEN OF MARLENG TO A Sensitivity.
   There shall be one manufacturing of the membership in March immediately following the regular ensities of the Bonnet and the sensities of the March International Sensitivity of President.
   The paperson of the manufacturing shall be to conduct the customary and humal business regularity that Associativity a structure, policies and of the business. New business can be mained by the membership at the manual meeting, but there shall be to true on any new business used at true simulation of the squared for that market and the sense of the Bonnet Special Meeting of the Markethenian President Meeting and the manual meeting, but there shall be not ore on any new business used by the memberships and the squared for that meeting.
   The manual meeting in every cold-annihored special business the brained by the foundant by structure demand of a majority of the Bond them in office, or by written demand of at least the percent of the membership.
- The purpose of a special meeting shall be to transact business of an user of percent meeting shall be to transact business of an user and an event of the second network of the present meeting shall be had within 30 days of the date of the call or written demand at a location and ture designation by the Percent.

#### 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 Asrocation's networktent, potter on the Asrocation's website, or difference diamentation at 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 unnendments to the bylaws per Article IX, voting shall be determined by a majority vote of the members present.
C. Each member shall have end vote. There shall be near their voting by proving or mulaintive voting.

#### Section & VACANCIES

A midtern Director vacancy on the Board shall be filled for the remainder of the unexpired term by A motion in zeros when you are zone and to be more than to be more the moment of the interpret from of Presidential approximate from among the membership subject to a majority vote of the Board and a motion wavemay in the office of President shall be filled by the Vice President for the remainder of the unexpired term. Another wavemap in the office of Vice President, Sectematry or Treasure that libe 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

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

- A. Regular Meetings of the Board
   The Board Shall near the Weight at a time and locations to be determined by the President.
   The Board shall near the three sensition is during. Bane, Paly, or Aurout,
   The party of regular meetings shall be to conduct the business of the Board,
   New business can be nixed by the membership at a regular meeting of the Board,
   there make the no vives can approximate business indices the means of the Board.
- their fault is no twee on any new values in stars it is an inclusion on the algebra to that Special Meetings of the Board 1. Special anesting of the Board may be hald upon the request of the President or upon written demands of an appendy of the Detectors. 2. The purpose of a special meeting shall be to transmit business of the Detector 2. The purpose of the special meeting shall be to transmit seening of the Board Detectory Committee Meetings.
- ecutive Committee Meetings The President may call meetings of the Officers of the Association, at such time and location as the President deems appropriate. 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 attendard he other Directory

# 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 tree 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 disseministed in a manner deemed reasonable by the Board. Notice

<ul> <li>C. Notice of regular and special meetings of the Membership shall include the time, date, location and agenda of such meeting.</li> <li>Section 4. QUORUM, VOTING AND PROXIES AT MEETINGS OF THE MEMBERSHIP</li> <li>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 members 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 Dylaws.</li> <li>Section 5, GOVERNING RULES AT MEETINGS OF THE MEMBERSHIP</li> <li>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 Membership. Such rules shall be binding unless and until changed by a majority vote of the Membership. Such rules of THE MEMBERSHIP</li> <li>A written record of the deliberations and decisions at regular and special meetings of the Membership shall be to prepared and keep ty the Recording Secreture via the form of Minutes. Upon approval by the</li> </ul>	<section-header><section-header><section-header><section-header><section-header><section-header><section-header><section-header><section-header><section-header><list-item><list-item><list-item><list-item><list-item><list-item><list-item><list-item><section-header><section-header><section-header><section-header><section-header><text></text></section-header></section-header></section-header></section-header></section-header></list-item></list-item></list-item></list-item></list-item></list-item></list-item></list-item></section-header></section-header></section-header></section-header></section-header></section-header></section-header></section-header></section-header></section-header>	ATTICLE IV - BOARD OF DERECTORS Figure 1. The second secon	<text><section-header><section-header><section-header><section-header><section-header><section-header><text><text><section-header><text><text><text><list-item><list-item><list-item><list-item><list-item><list-item><list-item></list-item></list-item></list-item></list-item></list-item></list-item></list-item></text></text></text></section-header></text></text></section-header></section-header></section-header></section-header></section-header></section-header></text>
Stan to prepare and kept use recording sectoring sectoring in to find the source spon approval by the Board of Directors, such Minutes shall be come 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	3	<ol> <li>general datages of the brainsess affirms and property of the Association and general supervision of all Develocits and constitutes.</li> <li>The Develocit and the official state of the Association per Article UTI Predicted that the official type/supervision for the Association of the Develocit and the official type/supervision for the Association of the Develocit and the official type/supervision for the Association of the Develocit and the official type/supervision for the Association of the Develocit and the specific and supervision for the Association of the Develocity and the second constants of the Month Develocity and the Develocity and the design to serve as Develocit and supervisionaly served is the develocity of the serve as Develocit and supervisionally served and the Develocity and the design to serve as Develocit and supervisionally served and the Develocity and the design to serve as Develocit and the State State State State State is the Develocity and the design to serve as Develocit and supervisionally served and the Develocity and the design to serve as Develocit and served the State State</li></ol>	Section 8. VACANCIES A midtern Director success on the Board shall be filled for the remainder of the successed term by Presidential appointments from annot the membership subject to a majority vote of the Board. A mothem success in the officies of the success state is filled by the Via Periaddee Ide the remaindee of the field of the successful of the successful of the successful of the successful of the field areamader of the successful of the subject state is filled by the successful of the Directors by majority vote of the Direct.
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.		<ol> <li>Vice President</li> <li>The Vice President shall not for the President in the President's absence or incorpacity and and larve such other dates as more be assumed by the President's absence or Ancieve 13.</li> <li>Concernsy President and an approver the half concern and the Association and Forced all proceedings, devices and votes in the form of maints. The Socieverty a smaller to stated a sciencing, the President that all sevent another Directive table mannes for the President and the Society of the Society and the Association and Forced all proceedings, decisional states in the Montember Directive table mannes for the President and the Society of the President and the Directive table mannes for the President and the President and the President president and the Association, and shall perform such other dates as may be assigned by the Board or the President.</li> </ol>	ARTICLE V - MEETINGS OF THE BOARD OF DRECTORS Section 1 APPS OF MEETINGS [Multiments of the Board all the constraints of the memberships [Multiments of the Board all the constraints of the memberships A methysis of the Board A methysis of the Meetings A methysis of the Board A methysis of the Board A methysis of the Board A methysis of the Meetings A methysis of the Board A methysis of the Meetings A methysis of the Board A methysis of the Meetings A methysis of the Board A methysis of the Meetings A methysis of the Board A methysis of the Meetings A methysis of the Board A methysis of the Board A methysis of the Board A methysis of the Meetings A methysis of the Board A methysis of the Meetings A methysis of the Meetings A methysis of the Board A methysis of the Meetings A meetings
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. There shall be monthly meetings of the Board of Directors, at a time and location to be cancel one or two meetings during the months of June, July, or August.		*	A special meetings of the Board may be held upon the request of the Prevident or upon     write demand of a majority of the Discretor.     The propose of a special scenting dual be to transact bursasses of an around attaine when     Description Committee Meetings     A special meeting of the Officers of the Association, at much time and     locations as the Practicate General scenting meeting of the Officers of the Association, at much time and     locations as the Practicate General Scentz General Scentz     A special meeting of the Officers of the Association, at much time and     locations as the Practicate General Scentz General Scentz     A special meeting of the Officers of the Association, at much time and     locations as the Practicate General Scentz General Scentz     Association of the Tabavia.     No Board Summa shall be voted special     The Scentz Hamilton Market Scentz General Scentz     Steiner, A. MONTEE     The Scentz Hamilton Rest Scentz Hamilton General Scentz Hamilton and agenda of     Market General Scentz Hamilton Market Scentz Hamilton General Scentz     Scence Association of the Tabavia.     No Torket     Notice of angline or special meeting of the Tabavia Hamilton General Hamilton Hamilton General

- 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 A written receive in the denotestations and decisions of the board of Directors at regional and spectral 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

5

#### Section 8. VACANCIES

A midterm Director vacancy on the Board shall be filled for the remainder of the unexpired term by A midtern Director vacancy on the Board shall be filled for the remander of the unexpared term by Presidential appointment from among the membership abjects to angiority vote of the Board. A midtern vacancy in the efficie of President shall be filled by the Vice President for the remander of the unexpired strum. A midtern vacancy in the office of Vice President, Screttery of returner shall be filled for the remander of the unexpired strum. A middle shall appointment from among the Directors by miniprivit 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 atter dance by the me

- A. Regular Meetings of the Board 1. The Board shall meet monthly at a time and location to be determined by the President.
  - The broads had more monthly at a strength of the or certenimes by the Presence. The President may cancel two meetings during June, July, or August.
     The purpose of regular meetings shall be to conduct the business of the Board.
     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 Special Meetings of the Board

  A Special metrics of the Board

  A Special meetings of the Board may be held upon the request of the President or upon
  written demand of a majority of the Darector.

  The purpose of a special meeting tailed be to transact business of an unusual astare when
  it appears that it would not be product to would are replare meeting of the Board.

  Executive Committee Meetings

  The President may call meetings of the Officers of the Association, at such time and
  focusion as the President temp appropriate.

  The purpose of the Board

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  order of the Board

  S model and the open to attendance by other Directors.
- C. Exec
- 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

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 no authorize excenditures 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

tion shall keep complete books and records of accounts and minutes of proceedings as The Asso The Association shall keep complete books and records of accounts and minutes of proceedings as required by A.R.S. 10-1100 et est, and ymember, upon variante request, may accounts of the Association to the extent that the member's request complete with the requirements of A.R.S. 10-1100 et est, p.T. Frasures is responsible for maintaining books and records of account. The Secretaria 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 period to the Association's verbelies 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
- C. Except of the while house 1 dut, the boats may not approve auroansement setung over 252,000 for any individual project an a fixed year.
  D. Any request for funds must be considered by the Board at a regular or special meeting. The request must be considered by the Board at a regular or special meeting. The request must be considered by the Board at a work. The Board may and disburse finals from the treasary unless the disbursement benefits the neighborhood at large, not a single midrividual or smaller group of midrividuals, and the disbursement conforms to the scope and
- indrivabil of imalify group of indrivability, and the discussement conterms to the scope and E Characteles and the Activity of Characteristics E Characteles and the Characteristics I Characteles and the Texaure of Andrivated Strength (Strength Strength Strength

# 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

<ul> <li>4. At all meetings, the Secretary shall make a copy of the bylaws available for inspection by the membership.</li> <li><b>D. Tenurer</b></li> <li><b>10</b> Featurer shall have cuttody of all Association funds and other valuable effects and shall maintain full and accurate accountings of all receipts and disfusements.</li> <li><b>21</b> Tenurer shall gue contracts and check on bable of the Association per Anticle VII 53.</li> <li><b>32</b> Tenurer shall present the budget to the Board for guescould per Anticle VIII 53.</li> <li><b>34</b> Tenurer shall guescut that and be off the Astociation Commission.</li> <li><b>34</b> Tenurer shall present the budget to the Board for guescould per Anticle VIII 54.</li> <li><b>35</b> Tenurer shall find an annual report with the Arizona Corporation Commission.</li> <li><b>36</b> Tenurer shall find a manual report with the Arizona Corporation Commission.</li> <li><b>37</b> Tenurer shall find an annual report with the Arizona Corporation Commission.</li> <li><b>38</b> Tenurer shall find a manual report with the Arizona Corporation Commission.</li> <li><b>39</b> Tenurer shall find an annual report with the Arizona Corporation Commission.</li> <li><b>30</b> Tenurer shall find an annual report with the Arizona Corporation Commission.</li> <li><b>31</b> Tenurer shall find an annual report with the Arizona Corporation Commission.</li> <li><b>31</b> Tenurer shall find an annual report with the Arizona Corporation Commission.</li> <li><b>32</b> Tenurer shall find an annual report with the Arizona Corporation Commission.</li> <li><b>33</b> Tenurer shall find an annual report with the Arizona Corporation Commission.</li> <li><b>34</b> Tenurer shall find an annual report with the Arizona Corporation Commission.</li> <li><b>34</b> Tenurer shall find an annual report with the Arizona Corporation Commission.</li> <li><b>35</b> Tenurer shall find an annual report with the Arizona Corporation Commission.</li> <li><b>35</b> Tenurer shall find an annual report with the Arizona Corporation Commission.<th>new</th></li></ul>	new
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<ul> <li>Section 7. FEMOVAL OF DIRECTORS</li> <li>A. Director may be removed for non-attendance nut two regular meetings of the Board during a calendar year. Removal fire non-attendance must be initiated by the President and in subject to a two-during vice of the Board. A. Director whose removal is being considered may not vote on the removed.</li> <li>Director may be removed for cause by a two-during vote of the membership present at a separation meeting of the mebbership called for the purpose of aid eremoval, by a two-during vote of the Board at a regular meeting of the fire board part of the Board. A. Director whose removal is being considered may not vote on the removal.</li> </ul>	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, VOTOR AND PROXIES A quorum shall comins of a majority of the Directors, Decisions shall be made by a majority vote of the Director shall have one vote, and there shall be no voting by provide. <i>ICLE VI - ELECTORS</i> Section 1. ELECTOR COMMITTEE  1. Other the mannes of candidates for the Board, which must be submitted to the Charperson of the Election Committee sol, later than October of even southered year. Committee solid from as Election Committee you and which must be submitted to the Charperson of the Election Committee you and which must be submitted to the Charperson of the Election Committee you and the solid section below of the Board in sectorary which is the Hoard, which must be submitted to the Charperson of the Election Committee you and the solid sector is which at least the day opic to the require meeting of the Board in Sectorary. 2. Other the ballot, which shall be approved by the Vice President or by another Officer if use Vice President shall not be accepted after this day. 2. With our edipolity might any posited the function. 3. With our edipolity might any posited by funct the posited results and the same sector. 3. Tay the ballots and report the results at the annual meeting of the meenbendup. 3. Election CPMCESIS
d	<ul> <li>A chassication shall provide paper ballots for totes to be cast in person at the annual meeting orcever on later than the day before the small meeting of the emmershall.</li> <li>B contrast of the annual meeting of the emmershall of the emmershall.</li> <li>B contrast of the annual meeting of the emmershall.</li> <li>B contrast of the annual meeting of the emmershall.</li> <li>B contrast of the annual meeting of the emmershall provide the formation of the annual meeting of the emmershall.</li> <li>B contrast of the annual meeting of the emmershall provide the day.</li> <li>B contrast of the annual meeting of the emmershall provide the day.</li> <li>B contrast of the annual meeting of the day of the day of the day of the day.</li> <li>B contrast of the day of the day.</li> <li>B contrast of the day of the day.</li> <li>B contrast of the day of the d</li></ul>

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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. 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

- 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.
- 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.
- 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 middem Director vacancy on the Board shall be filled for the remainder of the unargired tens by Presidential approximate from amough the momenheigh applies to a majority tore for Board. A middem vacancy in the office of President shall be filled by the Vice President for the remainder of the unargired term. A middem vacancy in the office of Vice President, Secretary of Transmisser high the filled by the Presidential appointment from among the Directors by minierity vice of the unargired term by Presidential appointment from among the Directors by minierity vice 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 atte ance by the me

- A. Regular Meetings of the Board 1. The Board shall meet monthly at a time and location to be determined by the President.
  - The Douts data meet motionly at a time do location to be certained by use resistent. The President may cancel two meetings during lune, luly, or August.
     The purpose of regular meetings shall be to conduct the business of the Board.
     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
- 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 Darecton. 1. 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 avait a regular meeting of the Board. Executive Committee Meetings 1. The President Meetings 2. The President may call meetings of the Officers of the Association, at such time and Ilocation as the President teams appropriate. The Officers of the Board Data and Meetings of the Data and discuss matters for the future to present the Officers of upon. 3. No Board upones shall be voted upon. 4. Such meetings: an the open to attendance by other Directors.
- C Eve

- Section 2. MINUTES
- The Secretary shall make a written record of the meeting ..... Article IV §3.

Section 3 NOTICE

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



#### 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 OUALIFICATIONS

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-sumbered 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

6

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

#### A. President

- 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.
   The President shall sign contracts and checks on behalf of the Association per Article 1017 f = 1017.

- 2. The President shall sign courtes: an assessment of the Autocitation.
   3. The President shall be the official potengeneon for the Autocitation.
   4. The President shall specified all committee chargerons on a shall work with the chargerons on a shall be committee.
   5. The President shall be as 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 that have such other duties as may be assigned by the President and the Board.
   The Vice President shall approve the ballot during the election year per Article VI §1. C. Sec
- . In the Secretary shall attend all meetings of the Board and the Association and record approceedings, decisions and tyste in the from of minuter. 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 abatence. The Secretary shall give, crosures 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. The Secretary shall attend all meetings of the Board and the Association and record all.

- 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. Oualifications. 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 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.

8

ARTICLE IV - BOARD OF DIRECTORS Section 1 POWER AND DUTTES

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  $\S3.$ 

#### Section 2. NUMBER, TENURE AND QUALIFICATIONS.

The Board shall consist of thirteen Directors, four of which shall be the Officers. Each Director shall be In the locatest status constance of numerical partners have of various status of the numerical cases a bettern status of detected by the memory have a status meeting of each obtained by an University and the status and the two varies, beginning the day after the election and ending after the annual meeting of the memoryhaping March of the following election years. There is no restruction of mean served. No sprons shall be eligible to serve as a Director unless that persons is a member of the Association and has reside 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.
  - 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 impervision of the Directors and committee. 2. The President shall sign contracts and checks on behalf of the Association per Article true rate

  - VIII §3. The President shall be the official spokesperson for the Association. The President shall appoint all committee chairpersons and shall work with the
  - chairperson or chairpersons to fill the committee. 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.
- a fall term is a Jaroson.
  N: the President is a large for the President in the President's absence or incapacity and shall have such chief duties as may be assumed by the President and the Board.
  2. The Vice President shall approve the ballet during the election year per Article VI §1.
- cretary 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 usable to attend a meeting, the Prevident shall appoint another. Director to take minutes for the duration of the Secretary's absence. 2. The Secretary shall maintain the Membership List.
- ane occentry main mamman me Membership List. 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 Descriptor:

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

- the tentmorentsp. Determiner 1. The Treasurer 1. The Treasurer and have counted of all association fineds and other valuable effects and shall maintin full and accurate accountings of all receipts and disfourcements. 2. The Treasurer shall sign contracts and checks on behalf of the Association per Article verse 4.1
- VIII §3 The Tree urer shall work with the Board and committee chairpersons to prepare and
- The Treasurer shall work with me nows were common the providence of the state of th
- 6.

Section 4. COMPENSATION

No Director shall receive compensation for any service the Director may render to the Ass-However, any Director may be reimbursed for actual expenses incurred in the performance 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 contend for purposes of a quoruum nor shall the Director vote on the matter. The minutes shall reflect the fact that the Director did not vice 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 second terms of the membership called for the purpose of and removed map process at a special meeting of the membership called for the purpose of and 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.

# there shall be no vice on any one basines under it is an include on the agenda for that 8. Special Mennic, of the Borel and Special Berger de response of the Postel 1. Special Mennic, of the Borel and Special Berger de response of the Postel Ander 2. The property of the Special Berger and Special Berger and Special Berger 3. The property of the Special Berger and Special Berger and Special Berger 3. The property of the Special Berger and Special Berger and Special Berger 3. The property of the Special Berger and Anderson Berger and Berger 3. The Postel Berger and Berger and Berger and Berger and Berger and Berger and Berger 3. The Postel Berger and Berger The purpose of such a meeting shall be to plan and discuss ma consideration of the Board. No Board business shall be voted upon. 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 53. 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 Ausociation's weeking, constrained on the Ausociation's weeking, or distrivus disseminated in a manner dreamed reascandable by the Board. Notice

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ARTICLE V - MEETINGS OF THE BOARD OF DIRECTORS

All business of the Board shall be conducted at regular or special meetings. All meetings of the Board,

A. Regular Meetings of the Board
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 New business can be most by the membershap at a regular meeting of the Board.
 New business can be not over any size monitoriant to mode on the grande for that there and the to to conduct the southess to the to mode on the grande for that there are born over any size modement devices.

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

Section 4. QUORUM, VOTING AND PROXIES

Section 8. VACANCIES

Section 1. TYPES OF MEETINGS

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

## ON 1 ELECTION COMMITTEE

- A. The President shall form an Election Committee no later than October of even numbered years. B. The Election Committee shall:
- Collect the names of candidates for the Board, which must be submitted to the
- Collect the names of canonizes for the loads, which must be informated to the Chairperson of the Election Committee by January 10 of each odd-annibered year. Nominations shall not be accepted after this date.
   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. Crease the hallot, which shall be approved by the Vice President or by another Officer if the Vice President is unable to perform that task. V verity vice enginitying using an applicable 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

5

- 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 <u>decoders</u> Ballots cast by mail or by <u>decoders</u> must be received on later than the dy before the annual meeting of the membership.
  B. Only members of the Association may vote.
  C. Nether momantions from the floor, not write-in candidates, nor voting by proxy shall be
- C. efforced.
  10 Officers ability belocked by the officient of the officer of the belocked by the officer of the belocked by a plane belocked by the officer or a billing Director candidates receiving the monit votes abilit fill the mass at-large positions. In the event of a time the Officer or a billing Director candidates shall be chosen by a continue scattered by the Chairperson of the Election Committee, or their designee.
  2. Votes per candidate shall be chosen by a cont base conducted by the Chairperson of the Election Committee, or their designee.
- ARTICLE VIL-COMMITTEES

# Section 1. ORGANIZATION

Committees may be appointed and discharged at the discretion of the President. Each com have a chairmenue or chairmenues appointed by the President. The President is automatical

	shall be provided at teast 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 comin of a majority of the Directora. Decisions shall be made by a majority vote of the Directora present. Each Director shall have one vote, and three shall be no voting by proov. ARTICLE VI – ELECTIONS	
<ul> <li>C. Ballots will be retained for one year after the election is completed and the results have been certified.</li> <li>Section 4. VOTING PROCESS <ul> <li>A. Voting shall take place in March of every odd year.</li> </ul> </li> <li>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.</li> <li>C. No nominations from the floor will be accepted, and no write-in candidates will be allowed.</li> <li>D. The Association all provide for votes to be cast electronically or by mail in accordance with the recommendations below.</li> <li>E. All residents must submit a current Opt-in form by February 15 of the voting year in order to vote.</li> <li>F. The Association will make an electronic Opt-in form available on the Association website. Members may request a paper Opt-in form form the Secretary.</li> <li>G. After reviewing the Opt-in list to confirm accuracy and voting eligibility, the Secretary shall submit the Opt-in list to the Secretary and confirming all members voting abaye opted in, the Election Committee Chairperson.</li> <li>H. After reviewing the outer anne, address, email address and/or cell phone number. A link to the ballot shall be sent to all certified Association members who have cpted in electronically. A paper ballot will be mailed to all certified Association members who have requested a paper Opt-in form.</li> <li>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.</li> </ul> <li>After reviewing the Opt-in dist for out the adjournment of the March regular meeting by the Election Chairperson.</li>	<ul> <li>Stetistica I. LECTION COMMITTEE</li> <li>A. D. Fabriader and all form as been committee on latter than October of even-numbered years.</li> <li>C. Dictor that makes an intervention of the Bord with the number by January 10 of each odd-analysed year.</li> <li>C. Dictor that number and the accepted affect that date.</li> <li>C. Patching the latt of candidates in the Association's Petersary rearvelter or on the Stochastical of the Wester in the Association's Vertice of the Bord of the Stochastical of the Wester in the Association's Vertice of the Bord of the Stochastical of the Wester in the Association's Vertice of the Bord of the Stochastical of the Wester in the Association's Vertice of the Bord of the Stochastical of the Wester in the Association's Vertice of the Bord of the Stochastical of the Wester in the Association's Vertice of the Bord of the Stochastical of the Wester in the Association's Vertice of the Bord of the Stochastical of the Wester in the Association's Vertice of the Bord of the Stochastical of the Wester in the Association's Vertice of the Stochastical of the Wester in the Association's Vertice of the Stochastical of the Wester in the Association's Vertice of the Stochastical of the Mester in the Association's Vertice of the Stochastical of the Mester in the Association's Vertice of the Stochastical of the Association's Association's Vertice of the Stochastical of the Association's Vertice of the Stochastical of the Association's Vertice of the Association's Vertice's Association's Vertice's Association's Vertice's Vertice's Vertice's Vertice's Vertice's Vertice's Vertice'</li></ul>	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. RESPONSIBLITIES Committee shall provide reports to the Board as requested. In conjunction with the Treasurer, each contrastice shall crucia as annual budget, which is subject to Board approval. Committee numbers may not authorize expenditures outside of their Board-approved annual budget, entry into contractual agreements or reporter the Association in any capacity without writtee Presidential approval. ARTICLE VIII – RULES, RECORDS AND POLICIES Section 1. PARLIAMENTARY AUTHORITY The rules contained in the current edition of Robert's Rules of Coder, nextly private, shall goven the Approximation in all causes to which they are applicable and in which they are not inconsistent with these bylavas and any special rules of coder the Association may adopt.
<ul> <li>Section 5. PROCEDURE FOR VOTING BY MAIL</li> <li>A. flabilotics cate by mail shall be mailed to a post office box. This address will be noted on the destination of the section of the destination of the destination of the destination of the destination of the voter's name and address on the outside of the destination of the voter's mame and address on the outside of the destination of the voter's mame and address on the outside of the destination of the voter's mame and address on the outside of the destination of the destination of the voter's mame and address on the outside of the destination of the destination of the voter's mame and address on the outside of the destination of the destination</li></ul>	removed	<ul> <li>Section 2. BOOKS AND RECORDS</li> <li>The Association shall keep complete books and records of accounts and minutes of proceedings as required by A.K. 51. Old 101 et al., Ary member, upon written required, may examine such records of a first part of the record of the records of the Association and shall be posted to the Association's verbine in a transfer approximate 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 verbine in a transfer approximate for the Association and shall be posted to the Association's verbine in a transfer manner. Blacks hall be transmed from over Kollowing the election and then destroyed.</li> <li>Section 3. FISCAL POLICIES</li> <li>A. The final year of the Association shall be from May to April D.</li> <li>B. The todget for the earth final year and the from May to April D.</li> <li>C. Bacegio for the Wilei Home Toru, the Board may not approve disburements totaling over \$25,000 for any midvidual protein the Inscal Vers. Of the Association and the disburd on the located for adoption no later than the request may be the and the and the final verse of the Association and the adoption and the transfer for our the Board any cost approx of shortment totaling over \$25,000 for any midvidual protein the Inscal Verse.</li> <li>Any request for funds mult be considered by the Board at a regular or special anseting. The request multiple on the agendat and multiple to Board approval, individual protein the Association may be allowed, molecular of adopted and the distributed for the strong of the transfer of Incoordination.</li> <li>C. Charathe domains on behalf of the Association may be allowed, molecular of adopted and the final verse of adopted and the strong of the transfer of the formation of the strong of the transfer of the formation of the Association and the distrohetin the the strong of the transfer of the forest of the strong</li></ul>

- 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.

# 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. OLIORUM, 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
- The Election Committee shall: 1. Collect the mannee of candidates for the Board, which must be submitted to the Chainperson of the Election Committee by January 10 of each odd sumbered year. Normanicons while not be accepted with this date. 2. Publich the list of candidates in the Association's February newsletter or on the Association's working at least the adv priority the regular meeting of the Board in States and the States and

- Association's website at least the usy prote to the spans arround reference. February. 3. Create the ballow thick shall be approved by the Vice President or by another Officer of 4. Verify vore engineering the space of the space of the space of the space of the space 4. Verify vore engineering the space of the space of the space of the space of the space 5. Tably the ballots and report the results at the annual meeting of the numbership.
- 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 <u>depoken</u> Ballots cast by mail or by <u>depoken</u> must be received as later than the day before the annual meeting of the membership.
  B. Our members of the Association may vote. C. Necher somanisation from the flore, nor vorticine 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

## 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 committees shall create an annual budget, which is in subject to Board approval. Committee members not authorize expenditures outside of their Board approved annual budget, where into constructural agreements or represent the Association in any capacity without written Presidential approval. mbers may

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 have complete body and received or convents and matters of proceedings as equivalent by A.S. S. Follo I et as, A year mathematican terms and a strategistic with the requirements of A.S. S. 100 (et as, T. T. T. et associations to the strength of the strategistic methods in the strength of the strategistic methods are strategistic with the requirements of A.S. S. 100 (et as, T. T. et associations in the strength of the strategistic methods are strength of the strength Section 3. FISCAL POLICIES

- A. The fixed year of the Association shall be from May 1 to April 30.
   B. The budget for the next fixed 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

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C: Except for the Willi-Near Error, the Bead may not approve disformements tooling over 25,000 for may which all protect in a fixed verse.
D. Any request for fluids must be considered by the Boad at a regulat moving. The fixed must be considered by the Boad at a regulat moving. The fixed must be considered by the Boad at a regulat moving. The fixed must be approxed to fixed on the fixed must be approxed to fixed must be

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.



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 approved by the required percent	hereby certifies that these revised tage of the members.	and restated Bylaws have been	
Dated thisday of	, 20		
			_
President, Willo Neighborhood	Association		