

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 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 to shall be the City of Phoenix. The Association shall not be operated so as to benefit any private member or individual.

Section 3. ~~PURPOSE~~ MISSION

The purpose of ~~this~~ 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.~~
- ~~2.1. 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.~~
- ~~3.1. 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.~~
- ~~4.1. 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.A. 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.~~
- ~~2.1. 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.~~
- ~~3.1. 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~~Section 4. 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 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 everyone in 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. MEMBERSMEMBERSHIP

- A. ~~Any person of voting age residing~~ All residents, including tenants, at least 18 years of age within the Plan boundaries of the Association 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 annual membership in the Association will shall be set forth in rules and procedures established by the Board. ~~Opt In membership is valid annually January 1~~ expiring Membership expires December 31. Membership must be renewed by residents each year prior to any election or vote.
- 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.

Section 2. INTRODUCTION OF NEW BUSINESS

ARTICLE III – MEETINGS OF THE MEMBERSHIP

Section 3. MEETINGS Section 1. TYPES OF MEETING

A. Regular Meetings Annual Meeting of the Membership-

1. There shall be ~~no less than two regular meetings~~ one annual meeting of the Membership membership ~~each year in March~~ immediately following the regular meeting of the Board, at a location and time designated by the ~~Board of Directors~~ President; ~~one such meeting shall be held in March.~~
2. The purpose of ~~a regular~~ the annual meeting will ~~will~~ 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. ~~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~~ New business can be raised by the membership at any the annual meeting, but there shall be no the Board shall not vote on any new business unless it was specifically included on the agenda for that meeting 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.
3. ~~In addition, the March regular~~ The annual meeting in every odd-numbered 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 Meeting of the Membership-

1. A special meeting of the ~~Membership~~ 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~~ 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 ~~a regular~~ the annual meeting of the Membership membership.
3. ~~If called by the President, the~~ The special meeting shall be held within 30 days of the date of the call or written demand at such time and place as ~~a location and time~~ designated by the President; in all other instances the special meeting shall be held at such time and place as designated by the Board of Directors. ~~Written notice of a special meeting shall be published in the Association's Newsletter, and/or posted on the Association website or otherwise disseminated in a manner deemed reasonable by the President if the special meeting is called by the President, or by the Board of Directors in all other instances at least five days prior to such meeting.~~

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

~~Section 6~~Section 2. MINUTES OF MEETINGS OF THE MEMBERSHIP

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

Section 3. NOTICE

~~Notice of regular and special meetings of the Membership any meeting of the membership shall include the time, date, location and agenda of such the meeting; and~~Written notice of a regular meeting will shall be published at least ten days prior to the annual meeting in the Association's Newsletternewsletter, and/or posted on the Association Association's website, (or otherwise disseminated in a manner deemed reasonable by the President, Board of Directors, not less than ten days prior to such meeting; ~~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 or at least five days prior to such a special meeting in a manner deemed reasonable by the Board.~~

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

- ~~A.~~ At any regular or special meetings of the Membershipmeeting of the membership, a quorum shall consist of ten percent (10%) of all members the number of members present.
- ~~B.~~ On matters other than the election of the Board of Directors 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, and there 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~~ ARTICLE IV – 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.~~ 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 of Directors shall consist of thirteen persons~~ Directors, four of which shall be the Officers of the Association, i.e., President, Vice President, Secretary and Treasurer. Each ~~Board Member~~ Director shall be elected by the membership at the annual meeting of each odd-numbered year. Directors shall serve for a term of 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 ~~Only Members~~ a member of the Association may serve as an Officer or other Board Member and has resided in Willo for a minimum of one year.

Section 3. OFFICERS

ARTICLE V

Section 1. DESIGNATION OF OFFICERS

The Officers of the Association shall be the President, Vice President, Secretary and Treasurer. ~~The four officers shall comprise the Executive Committee.~~

Section 3. PRESIDENT

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 Officers, Directors and committees.
2. The President shall sign contracts and checks on behalf of the Association per Article VIII §3.
3. The President is shall be the official spokesperson for the Association.  
~~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 chairpersons and shall work with the chairperson or chairpersons chairperson or chairpersons to fill the committee.
5. The President shall be an ex-officio member of all committees of which he/she 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, or portion of a term, as a Director Board member or other Officer of the Board.

Section 4. VICE PRESIDENT

B. Vice President

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

Section 5. SECRETARY

C. Secretary

1. The Secretary shall attend all Meetings meetings of the Board and the Association and record all proceedings, decisions and votes and voting results in the form of Minutes 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 be responsible for maintaining maintain the Membership List generated from Opt-In forms, for the year.
3. The Secretary shall give, or cause to be given, notice of Meetings 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.
4. At all Meetings meetings, the Secretary shall make a copy of the Bylaws bylaws available for inspection by the Membership membership.  
— 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.

D. Section 6. TREASURER 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 is responsible for the planning and managing of the budget process 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 9 Section 4. COMPENSATION

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

Section 10 Section 5. CONFLICT OF INTEREST

Board Members and Officers-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. 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.

## 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 BOARD MEMBERS AND OFFICERS

- A. Any Officer or other Board Member A Director 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 must be initiated at the option of by the President and is subject to for Board Action. Removal for non-attendance shall be by a two-thirds (2/3) vote of the Board. An Officer or other Board Member A Director whose removal is being considered shall may not be entitled to vote on the removal.
- B. Any Officer or other Board Member A Director may be removed for cause by a two-thirds (2/3) vote of the Association Membership membership present at a special meeting of the Membership membership called for the purpose of said removal; or by a two-thirds vote at a regular Board Meeting of two-thirds (2/3) of the Board-Members at a regular meeting of the Board. An Officer or other Board Member A Director whose removal is being considered shall may not be entitled to vote on the removal.



## Section 8. VACANCIES

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. Vacancies.

- A. A midterm vacancy occurring in the office of President shall be filled by the Vice-President Vice President for the remainder of the unexpired term.
- B. Vacancies occurring in any other Officer position A midterm vacancy in the office of Vice President, Secretary or Treasurer shall be appointed filled for the remainder of the unexpired term by Presidential appointment from among the Board Directors by majority vote of the Board for the remainder of the unexpired term. The President shall make an appointment no later than two regular meetings of the board after the vacancy arises.
- C. 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. The President shall make an appointment no later than two regular meetings of the board after the vacancy arises.

## Section 9. EMERITUS OFFICERS OR DIRECTORS

- A. After completion of a full term, an Officer who has served with distinction and excellence may be nominated by the President and seated by majority vote of the Board to the role of Emeritus President, Emeritus Vice President, Emeritus Secretary or Emeritus Treasurer for the duration of the term of the Board making the vote. An Emeritus Officer shall serve in an advisory capacity to the Board, but is not a member of the Board. An Emeritus Officer may chair a committee, but may not hold any elected position on the Board while serving as Emeritus President, Emeritus Vice President, Emeritus Secretary or Emeritus Treasurer. An Emeritus Officer may resign at any time.
- B. After completion of a full term, a Director who has served with distinction and excellence may be nominated by the President and seated by majority vote of the Board to the role of Emeritus Director for the duration of the term of the Board making the vote. An Emeritus Director shall serve in an advisory capacity to the Board, but is not a member of the Board. An Emeritus Director may chair a committee, but may not hold any elected position on the Board while serving as Emeritus Director. An Emeritus Director may resign at any time.

## Section 3. ARTICLE V – MEETINGS OF THE BOARD OF DIRECTORS

### Section 1. TYPES OF MEETING

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

#### A. Regular Meetings of the Board:

1. There shall be monthly meetings of the ~~The Board of Directors~~ shall meet monthly, at a time and location to be determined by the President, ~~;~~ provided, however that the ~~The~~

President may ~~determine to cancel one or two meetings during the months of June, July, or August.~~

2. The purpose of ~~such regular meetings shall be to conduct the business of the Board, including but not limited to submission of matters to be addressed by the Membership, the filling of vacancies on the Board, and matters relating to Article I, Section 3.~~
3. ~~The Secretary shall notify each Board Member at least ten days prior to a meeting. In addition, written notice of each meeting will be published in the Association Newsletter, and/or posted on the Association website or otherwise disseminated in a manner deemed reasonable by the Board, not less than ten days prior to the meeting. 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~~ 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~~ Directors.
2. The purpose of ~~such Special Meetings~~ 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~~ regular meeting of the Board.
3. ~~1. 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 as defined in Article IV §3 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~~ a meeting 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~~ Such meetings shall be open to attendance by other ~~Board Members~~ Directors.

~~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~~ Section 2. MINUTES OF THE BOARD OF DIRECTORS

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

Notice of a regular or special ~~meetings~~ meeting of the Board shall include the time, date, location and agenda of the ~~Meeting~~ meeting. ~~The Secretary shall notify each Board Member~~ Director at least ten days prior to a regular meeting of the Board. ~~In addition, written notice~~ Notice of each meeting will ~~shall be published in the Association~~ Association's Newsletter newsletter, and/or posted on the ~~Association~~ Association's website, or otherwise disseminated in a manner deemed reasonable by the Board. ~~not less than ten days prior to the meeting.~~ 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 ~~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.

~~Section 7~~Section 4. QUORUM, VOTING AND PROXIES ~~OF THE BOARD OF DIRECTORS~~

A quorum shall consist of a majority of the ~~Board Members then in office~~ Directors. Decisions shall be made by a majority vote of the ~~Board Members~~ Directors present. Each ~~Board Member~~ Director 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.A. Any Officer or other Board Member may be removed for cause by a two-thirds (2/3) vote of the Association Membership present at a special meeting of the Membership called for the purpose of said removal; or by a vote at a regular Board Meeting of two-thirds (2/3) of the Board Members. An Officer or other Board Member whose removal is being considered shall not be entitled to vote on the removal.~~

~~Section 9. COMPENSATION~~

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

~~Section 10. CONFLICT OF INTEREST~~

~~Board Members and Officers shall report possible conflicts of interest to the President. Upon report of a possible conflict, the Board shall conduct an investigation and determine whether a conflict of interest does exist and whether it is substantial. If the Board determines that a substantial conflict of interest exists, the interested individual shall not vote on the transaction presenting the conflict. An interested individual may vote only if the Board determines that no conflict exists or that the conflict is not~~

~~substantial. No investigation or determination by the Board shall be required if the interested individual voluntarily agrees to refrain from voting on the transaction presenting the potential conflict of interest.~~

#### ~~ARTICLE IV — PRESIDENT EMERITUS MEMBER~~

~~There shall be a category of Board Member known as President Emeritus, who is nominated and elected by the Board of Directors. A President Emeritus shall be selected from those Board Presidents who have served as President of the Board with distinction and excellence. A President Emeritus shall be entitled to receive all written notices and information provided to the Board of Directors, to attend all public Board meetings, and is encouraged to attend all other events conducted by the organization. A President Emeritus shall act in an advisory capacity and shall not be subject to any attendance policy counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any Board meeting. To be considered for designation as President Emeritus, a person must be a current or former President of the Board who has 1) served as President of the Board with distinction, 2) made significant contributions to the organization, and 3) completed the term(s) for which he or she was elected. The Board may nominate one or more individuals for a President Emeritus position. A simple majority vote of the Board of Directors at a meeting at which a quorum is present is required to approve an appointment.~~

#### ~~ARTICLE V~~

##### ~~Section 1. DESIGNATION OF OFFICERS~~

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

##### ~~Section 2. ELECTION AND VACANCIES OF OFFICERS~~

~~A. Officers will be elected every odd year at the March meeting of the Association and shall serve a term of two years.~~

~~B.A. 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.~~

~~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.~~

~~6.1. 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~~

~~1. 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.~~

~~2.1. The Vice President shall approve the ballot during the election year.~~

#### ~~Section 5. SECRETARY~~

~~1. The Secretary shall attend all Meetings of the Board and the Association and record all proceedings and voting results in the form of Minutes.~~

~~2.1. The Secretary shall be responsible for maintaining the Membership List generated from Opt-In forms, for the year.~~

~~3.1. 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.~~

~~4.1. At all Meetings, the Secretary shall make copy of the Bylaws available for inspection by the Membership.~~

~~5.1. 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~~

~~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.~~

~~2.1. The Treasurer is responsible for the planning and managing of the budget process.~~

### ~~ARTICLE VI – ELECTION AND VOTING PROCEDURES~~

#### ~~Section 1. ELECTION, VACANCY AND QUALIFICATIONS OF OTHER BOARD MEMBERS~~

~~A. Election. Board Members shall be elected at the same meeting as the Officers are elected and shall serve a term of two years with no restriction on the number of terms served.~~

~~B. Vacancies. Any vacancy occurring on the Board will be filled by appointment from among the membership by the President subject to a confirmation majority vote of the Board for the remainder of the unexpired term.~~

~~C. Qualifications. Candidates for the Board must:~~

- ~~1. be a member of the Association~~
- ~~2. be a current Willo resident~~
- ~~3. have lived in Willo for a minimum of one year~~

### ARTICLE VI – ELECTIONS

#### ~~Section 2~~Section 1. ELECTION COMMITTEE

- A. The President ~~initiates the voting process in October by forming~~ shall form an Election Committee no later than October of even-numbered years ~~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.~~ shall:
  1. Collect the names ~~Names of candidates, self-nominated or nominated by other members of the Association~~ 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. ~~The list of candidates shall be published~~ Publish the list of candidates in the ~~February Association~~ Association's February newsletter ~~and/or posted to the Association or on the Association's website at least 10 ten days prior to the February Board regular meeting of the Board in February.~~ No other nominations will be accepted after this time.
  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 3. BALLOT

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

#### Section 4 ~~Section 2.~~ VOTING ELECTION PROCESS

- A. The Association shall provide written ballots. Ballots may be cast before the annual meeting of the membership by electronic means or by mail. Ballots cast by electronic means or by mail must be received no later than 5 PM on the day before the annual meeting of the membership. Ballots may be cast in person at the annual meeting of the membership.
- B. Only members of the Association may vote.
- C. Neither ~~No nominations from the floor will be accepted, and no~~ write-in candidates, nor voting by proxy shall be allowed ~~will be allowed.~~
- A. ~~Voting shall take place in March of every odd year.~~
- B.D. Officers and other Board members shall be elected by a majority 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. 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.A. ~~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.E. Votes per candidate shall be made available to Association Members members upon written request to the Election Chairperson Board.~~

#### ~~Section 5. PROCEDURE FOR VOTING BY MAIL~~

- ~~A. All ballots cast by mail shall be mailed to a post office box. This address will be noted on the ballot.~~
- ~~B. The post office box will be checked for the final time by the Election Committee Chairperson at 4:00 p.m. on March 5th of the election year. Ballots received after this time will not be counted.~~
- ~~C. Mailed ballots must be in a sealed envelope with the voter's name and address on the outside of the envelope to be counted.~~
- ~~D. Ballots in the envelope must be from a single address.~~

#### ~~Section 6. ELECTRONIC VOTING~~

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

## ARTICLE VII – COMMITTEES

### Section 1. ORGANIZATION

Committees may be appointed and discharged at the discretion of the President ~~for such tasks as circumstances warrant~~. Each committee shall have a chairperson or chairpersons appointed by the President.

The President is automatically a member of each ~~Committee~~committee.

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

## Section 2. RESPONSIBILITIES

~~Committees shall~~ Each Committee should have a Chairperson or Chairpersons appointed by the President and provide summative 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 are not permitted to 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.

~~A. 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 – RULES, RECORDS AND POLICIES

### 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 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 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 are kept for one year after the election. The Election Committee Chair is responsible for disposal of the ballots from the previous year. Ballots will shall be retained for one year after following the election and then destroyed.~~ Ballots will shall be retained for one year after following the election and then destroyed. ~~is completed and the results have been certified.~~



Section 4 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.
  - The Board of Directors will not accept solicitations for charitable donations from the treasury without considering the following conditions:
    - The donation, contribution and distribution must benefit the neighborhood at large, not a single individual or smaller group of individuals.
    - 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.
    - 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.
    - 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.
  - Budget and Expenses
    - 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.
- F. Only the The President and the Treasurer are the only persons authorized to may 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.
- G. Only the The President and the Treasurer are the only persons authorized to may sign checks. Checks for amounts greater than \$2,500 will require the signatures of both the President and the Treasurer.

ARTICLE IX – AMENDMENT

These ~~Bylaws~~ 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 two-thirds ( $2/3$ ) vote of the members voting at any ~~regular or special meetings~~ of the ~~members~~ 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\_\_.

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President, Willo Neighborhood Association

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