

REVISED AND RESTATED  
BYLAWS OF THE WILLO NEIGHBORHOOD ASSOCIATION

As Approved \_\_\_\_\_

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ARTICLE I – ORGANIZATION

Section 1. NAME

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

Section 2. ORGANIZATION

The Association is formed for civic, non-profit purposes consistent with the laws of the State of Arizona and to meet the requirements of the Internal Revenue Code Section 501(c)(6). Upon dissolution of the Association, any and all assets will be dedicated to the Arizona Historical Society; or, if such Society is no longer in existence, the alternative recipient shall be the City of Phoenix. The Association shall not be operated so as to benefit any private member or individual.

Section 3. MISSION

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

- A. Protect the residential integrity of the neighborhood, promote the quality of family living in the inner-city area and preserve the unique personality of the neighborhood.

- B. Provide for expansion and growth of commercial facilities in such a manner as to preserve, protect and enhance the quality of the residential area.
- C. Encourage employees of commercial establishments in the area to reside in the neighborhood.
- D. Promote the restoration of existing properties and encourage compatible new developments including commercial along the north, south and eastern boundaries with residential infill for remainder of the area.

#### Section 4. BOUNDARIES

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

#### Section 5. VALUES

The Association does not and shall not discriminate on the basis of race, color, religion (creed), sexual orientation, gender, gender expression, age, national origin (ancestry), disability, marital status, military status, income or housing status in any of its activities or operations. These activities include, but are not limited to, the election of the Board of Directors (“the Board”), selection of volunteers and vendors, and provision of services and consideration of issues relevant to the Association. The Association is committed to providing an inclusive and welcoming environment for 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. MEMBERSHIP

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

#### Section 2. POWERS AND RIGHTS OF ASSOCIATION MEMBERS

Members of the Association have the power to:

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

## ARTICLE III – MEETINGS OF THE MEMBERSHIP

### Section 1. TYPES OF MEETING

#### A. Annual Meeting of the Membership

1. There shall be one annual meeting of the membership in March immediately following the regular meeting of the Board, at a location and time designated by the President.
2. The purpose of the annual meeting shall be to conduct the customary and usual business of the Association including, but not limited to, the exchange of ideas and information regarding the Association's activities, policies and other business. New business can be raised by the membership at the annual meeting, but there shall be no vote on any new business unless it was included on the agenda for that meeting.
3. The annual meeting in every odd-numbered year shall include the election of the Board.

#### B. Special Meeting of the Membership

1. A special meeting of the membership may be called by the President, by written demand of a majority of the Board then in office, or by written demand of at least ten percent of the membership.
2. The purpose of a special meeting shall be to transact business of an unusual nature when it appears that it would not be prudent to await the annual meeting of the membership.
3. The special meeting shall be held within 30 days of the date of the call or written demand at a location and time designated by the President.

### Section 2. MINUTES

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

### Section 3. NOTICE

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

### Section 4. QUORUM, VOTING AND PROXIES

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

## ARTICLE IV – BOARD OF DIRECTORS

### Section 1. POWER AND DUTIES

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

### Section 2. NUMBER, TENURE AND QUALIFICATIONS

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

### Section 3. OFFICERS

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

#### A. President

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

#### B. Vice President

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

#### C. Secretary

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

3. The Secretary shall give, or cause to be given, notice of meetings of the Board and the Association, and shall perform such other duties as may be assigned by the Board or the President.
4. At all meetings, the Secretary shall make a copy of the bylaws available for inspection by the membership.

D. Treasurer

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

#### Section 4. COMPENSATION

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

#### Section 5. CONFLICT OF INTEREST

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

#### Section 6. RESIGNATION OF DIRECTORS

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

#### Section 7. REMOVAL OF DIRECTORS

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

## Section 8. VACANCIES

- A. A midterm vacancy in the office of President shall be filled by the Vice President for the remainder of the unexpired term.
- B. A midterm vacancy in the office of Vice President, Secretary or Treasurer shall be filled for the remainder of the unexpired term by Presidential appointment from among the Directors by majority vote of the Board. 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.

## ARTICLE V – MEETINGS OF THE BOARD OF DIRECTORS

### Section 1. TYPES OF MEETING

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

#### A. Regular Meetings of the Board

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

#### B. Special Meetings of the Board

1. Special meetings of the Board may be held upon the request of the President or upon written demand of a majority of the Directors.
  2. The purpose of a special meeting shall be to transact business of an unusual nature when it appears that it would not be prudent to await a regular meeting of the Board.
- C. Executive Committee Meetings
1. The President may call meetings of the Executive Committee as defined in Article IV §3, at such time and location as the President deems appropriate.
  2. The purpose of such a meeting shall be to plan and discuss matters for the future consideration of the Board.
  3. No Board business shall be voted upon.
  4. Such meetings shall be open to attendance by other Directors.

## Section 2. MINUTES

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

## Section 3. NOTICE

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

## Section 4. QUORUM, VOTING AND PROXIES

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

# ARTICLE VI – ELECTIONS

## Section 1. ELECTION COMMITTEE

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

## Section 2. ELECTION PROCESS

- A. The Association shall provide 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 nominations from the floor, nor write-in candidates, nor voting by proxy shall be allowed.
- D. Officers shall be elected by a plurality vote of the membership. The nine at-large Director candidates receiving the most votes shall fill the nine at-large positions. In the event of a tie, the Officer or at-large Director candidate shall be chosen by a coin toss conducted by the Chairperson of the Election Committee, or their designee.
- E. Votes per candidate shall be made available to members upon written request to the Board.

## ARTICLE VII – COMMITTEES

### Section 1. ORGANIZATION

Committees may be appointed and discharged at the discretion of the President. Each committee shall have a chairperson or chairpersons appointed by the President. The President is automatically a member of each committee. The President may choose to designate a Director to be a member of each committee to act as the Board liaison.

### Section 2. RESPONSIBILITIES

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

## ARTICLE VIII – RULES, RECORDS AND POLICIES

### Section 1. PARLIAMENTARY AUTHORITY

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

### Section 2. BOOKS AND RECORDS

The Association shall keep complete books and records of accounts and minutes of proceedings as required by A.R.S. 10-11601 et seq. Any member, upon written request, may examine such records of the Association to the extent that the member's request complies with the requirements of A.R.S. 10-11601 et seq. The Treasurer is responsible for maintaining books and records of accounts. The Secretary



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

### Section 3. FISCAL POLICIES

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

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President, Willo Neighborhood Association

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