

## **BY-LAWS OF THE WILLO NEIGHBORHOOD ASSOCIATION**

[As Amended February 5, 1992]

[As Amended March 10, 2005]

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### **AUTHENTICATION**

We, the undersigned, hereby affirm that we have reviewed the following by-laws and the records of the Willo Neighborhood Association, and that the following accurately reflect the text of the by-laws of the Association as duly amended on February 5, 1992.

Patricia Ryan

Terri Hall

C. Steven McMurry

Michael Dollin

We, the undersigned, hereby affirm that we have reviewed the following by-laws and the records of the Willo Neighborhood Association, and that the following accurately reflect the text of the by-laws of the Association as duly amended on March 10, 2005.

Robert Cannon, President

Marilyn Esteves, Vice President

Charlene Gum, Secretary

Steve Reiley, Treasurer

## 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 of 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 good will 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 the remainder of the area.

#### Section 4. **CHARITY GIVING**

The board of directors will not accept solicitations for charitable donations from the treasury without considering the following conditions:

- A. The donation, contribution and distribution must benefit the neighborhood at large, not a single individual or smaller group of individuals.

- B. 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.
- C. Any request for donation must be published in the Association mediums (both the "InsideWillo" Newsletter and the Willo Website) and allow for a reasonable time (a minimum of 15 days) for public comment before bringing the request to a vote by the board of directors.
- D. 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 in A-3 above.

#### Section 4. **BOUNDARIES**

The Willo Neighborhood Conservation Plan is bounded by Thomas Road on the North, McDowell Road on the South, Central Avenue on the East and Seventh Avenue on the West.

### ARTICLE II

#### **MEMBERSHIP**

##### Section 1. **MEMBERS**

Any person of voting age owning property or residing within the Plan boundaries shall be a member of the Association.

##### Section 2. **POWERS**

The business and affairs of the Association shall be managed by the Board of Directors but nothing in these By-Laws shall be interpreted as to preclude the membership from originating new business at regular or special meeting. 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 vote by the Board that the new business requires immediate action by the Board.

##### Section 3. **MEETINGS**

There shall be regular and special meetings of the membership.

- 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. 2005, 2007, 2009 etc.) shall include the election of the Board of Directors. Written notice of a Regular Meeting will be published in the Association's Newsletter, posted on the Willo Historic District website [www.willohistoricdistrict.com](http://www.willohistoricdistrict.com)) 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 30 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 Newsletter, or otherwise disseminated in a manner deemed reasonable by the President if the Special Meeting is called by him, or by the Board of Directors in all other instances, at least five days prior to such Meeting.

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

At any Regular or Special Meeting of the Membership, a quorum shall consist of the Members present. On matters other than the election of the Board of Directors, voting shall be determined by a majority vote of the Members present. Each Member shall have one vote, and there shall be neither voting by proxy nor cumulative voting.

#### 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.

#### Section 7. **NOTICE**

Notice of Regular and Special Meetings of the Membership shall include the time, date, location and agenda of such meeting.

### ARTICLE III

#### **BOARD OF DIRECTORS**

##### Section 1. **POWER AND DUTIES**

The affairs of the association shall be managed by the Board of Directors which may exercise all such powers of the Association not required to be exercised or done by all the members.

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

The Board of Directors shall consist of thirteen persons, four of which shall be Officers of the Association, i.e. President, Vice President, Secretary and Treasurer. Each Board Member shall be elected for a term of two years. Only Members of the Association may serve as an Officer or other Board Member.

##### Section 3. **MEETINGS OF THE BOARD OF DIRECTORS**

All business of the Board of Directors shall be conducted at Regular or Special Meetings. All Meetings of the Board of Directors shall be open to attendance by the Association Membership.

- A. **Regular Meetings.** There shall be monthly Meetings of the Board of Directors, at a time and location to be determined by the President; provided, however, that the President may determine to cancel one or two Meetings during the months of June, July or August. 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. 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, posted on the Willo Historic District website [www.willohistoricdistrict.com](http://www.willohistoricdistrict.com)) or otherwise disseminated in a manner deemed reasonable by the Board, not less than ten days prior to the Meeting.
- B. **Special Meetings.** Special Meetings of the Board of Directors may be held upon the call of the President or upon written demand of a majority of the Board Members then in office. 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. 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 address of each Board Member not less than three days prior to the Special Meeting. If a Special Meeting is called by the President, that meeting may be held either in person, or electronically by making use of the Willo Web Forum on the Willo Web Site. The issue that is the subject of the Special Meeting shall be set forth as a separate topic on the Willo Web Forum, which will allow the residents of the neighborhood to post their opinions on the issue. The Board shall cast their votes on the Willo Web Forum at a time specified by the President, so that their votes can be made after consideration of the opinions of the neighborhood. The Secretary shall print the Willo Web Forum, including the votes of the Board, and attach such printout as the minutes of any Special Meeting held electronically. The Board shall approve or modify minutes taken in this manner at the next regular meeting of the Board.

- C. **Executive Committee Meetings.** 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. The purpose of such Executive Committee Meetings shall be to plan and discuss matters for the future consideration of the Board of Directors or the Members; no Board business shall be voted upon. Executive Board Meetings shall be open to attendance by other Board Members.

#### Section 4. **GOVERNING RULES**

The Board may adopt, from time to time, rules to govern the conduct of its meetings. Such rules will be binding unless and until changed by a majority vote. Matters not covered by such rules will be governed by Robert's Rules of Order.

#### Section 5. **MINUTES OF THE BOARD OF DIRECTORS**

A written record of the deliberations and decisions of the Board of Directors at Regular and Special Meetings shall be made by the Recording Secretary, in the form of Minutes. Upon approval by the Board, the Minutes shall become a part of the records of the Association.

#### Section 6. **NOTICE**

Notice of Meetings of the Board shall include the time, date, location and agenda of the Meeting.

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

A quorum shall consist of a majority of the Board Members then in office. Decisions shall be made by a majority vote of the Board Members present. Each Board Member shall have one vote, and there shall be no voting by proxy.

Section 8. **NOMINATING COMMITTEE**

A Nominating Committee of not less than three Association Members shall be appointed by the President at least seventy-five (75) days prior to the March Regular Meeting of the Association, for the purpose of nominating candidates for Officers and Board Members. At least one Board Member shall serve on the Nominating Committee; however, the majority of the Nominating Committee shall not be Board Members. The Nominating Committee may make as many nominations as it shall in its discretion determine, but at least one candidate shall be recommended for each Board position. At the January Meeting of the Board of Directors, the Nominating Committee shall announce the names of the recommended candidates for each Board position, and a list of such names shall be published in the Association Newsletter or otherwise disseminated in writing in a manner deemed reasonable by the Board, at least ten days prior to the February Board Meeting. At the February Board Meeting, the Membership may nominate from the floor or by letter additional candidates for each Board position, provided, however, that any candidate so nominated shall at the Meeting in person or by letter state a willingness to serve. Those Members nominated by the Nominating Committee and from the floor at the February Meeting shall appear on the ballot for Board election.

Section 9. **VOTING**

Voting shall be by secret ballot, at the March Regular Meeting by the Association. 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. No nominations from the floor will be accepted other than at the February Board Meeting, and no write-in candidates shall be allowed. Tally of the ballots shall be performed by a Special Committee of three appointed by the Board from the Membership. Absentee ballots may be submitted to the Special Committee at or prior to the Annual Meeting. The ballots shall be counted and results announced before the adjournment of the March Regular Meeting, by the Special Committee.

#### Section 10. **REMOVAL OF OFFICERS AND OTHER BOARD MEMBERS**

- A. Any Officer or other Board Member may be removed for cause by a majority 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 or Special Board Meeting of one-half plus one of the Board Members then in office. An officer or other Board Member whose removal is being considered shall not be entitled to vote on the removal.
- B. Any officer of other Board Member may be removed for nonattendance at two or more Regular Meetings of the Board of Directors. Removal for non-attendance shall be by majority vote of the Board. An Officer or other Board Member whose removal is being considered shall not be entitled to vote on the removal. Notwithstanding the foregoing, any Officer or Board Member who fails to attend three consecutive Regular Meetings of the Board of Directors shall automatically be deemed to have resigned from the Board, and the Board shall then proceed to fill the vacancy created by such automatic resignation.

#### Section 11. **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. No Member will be reimbursed for organizational time and expenses in forming the Association.

#### Section 12. **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

### **OFFICERS**

#### 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. **Election.** Officers will be elected at the Annual 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**

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 shall serve as a voting Member of the Board of Directors and shall perform all duties incidental to the office of President. The President shall appoint all committees except the Nominating Committee, and 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 member or other officer of the Board. No person shall be elected to the office of President for more than 3 consecutive terms.

#### Section 4. **VICE-PRESIDENT**

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.

#### Section 5. **SECRETARY**

The Secretary shall attend all Meetings of the Board and the Association and record all proceedings and votes in the form of Minutes. 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 prescribed by the Board, the Association or the President. At all Meetings, the Secretary shall make copy of the By-Laws available for inspection by the 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 proceeding and votes for the duration of that Meeting only.

## Section 6. **TREASURER**

The Treasurer shall have custody of all Association funds and other valuable effects, and shall cause full and accurate accountings of all receipts and disbursements to be kept. Upon request, he/she shall cause an accounting of the financial transactions of the Association to be rendered to the Members.

## ARTICLE V

### **OTHER BOARD MEMBERS**

#### Section 1. **ELECTION AND VACANCY 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 restrictions 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.

## ARTICLE VI

### **COMMITTEES**

With the exception of the Nominating Committee, Special Committees may be appointed and discharged at the discretion of the President for such tasks as circumstances warrant. A Special Committee shall be limited to the accomplishment of the task for which it was created and, unless otherwise specifically conferred by the Board, shall have no power to act on behalf of the Board. Upon completion of the task for which it was appointed, a Special Committee shall be discharged.

## ARTICLE VII

### **BOOKS AND RECORDS**

The Association shall keep complete books and records of accounts and minutes of proceedings. Any member, upon written request, may examine in person, at any reasonable time, and for any purpose, the Association's books, records and general membership and regular board meeting minutes.

ARTICLE VIII

**ALTERATION OR AMENDMENT**

These By-Laws may be altered or amended, or substitute By-Laws may be adopted, by a three-quarter (3/4) vote of the Board, subject to repeal or change by a three-quarter (3/4) vote of the members submitting ballots in conjunction with the election of new board members.

Proposed changes shall be submitted to the members in the same manner as the slate of board candidates.