BYLAWS

OF

WOODLEA/MELROSE NEIGHBORHOOD ASSOCIATION

ARTICLE I

ORGANIZATION

Section 1. Name. The name of this organization shall be the Woodlea/Melrose Neighborhood Association.

Section 2. Purpose. The purpose of this Association is to provide a forum for ideas and information to preserve and enhance the quality of the neighborhood. The Association shall promote communications between the residents of the Woodlea/Melrose Neighborhood and the City of Phoenix; provide and maintain updated information for the members regarding the activities of local and state government agencies and/or private business interests which might affect the neighborhood; encourage active participation by the membership to provide citizen input to the Encanto Village Planning Committee and the City Council, working through our councilman for District 5 which embraces the area of the Woodlea/Melrose neighborhood; and to encourage good will among the members of the Association.

ARTICLE II

MEMBERSHIP

Section 1. Powers. Policy and direction of the affairs of the Association shall be determined by the general membership and elected officers of the Association.

Section 2. Qualifications. The Woodlea/Melrose Neighborhood Association shall have two categories of membership:

1. Voting Membership shall be available to owners and renters of property zoned R1-6 within the boundaries of the Association which shall be north of Indian School Road, south of the Grand Canal, west of Seventh Avenue, and east of Fifteenth Avenue.
2. Non-voting membership shall be available to any interested party.

Section 3. Selection. Candidates for membership shall be accepted in accordance with qualifications outlined in Section 2 upon payment of applicable fees as provided in these bylaws.

Section 4. Term of Membership. Membership shall be on a fiscal year basis, May 1 – April 30 of each year.

Section 5. Condition of Membership. Membership shall be contingent upon remaining in good standing by payment of annual fees.

Section 6. Size. There shall be no prohibition as to the number and size of the Association membership.

Section 7. Fees. Non-refundable fees shall be as outlined below:

1. Voting Membership - $10.00
2. Non-voting Membership - $5.00

Section 8. Partial Fees. Individuals requesting membership at time other than the beginning of the fiscal year shall have their fees prorated as follows:

1. May 1 – July 31 – 100%
2. August 1 – October 31 – 75%
3. November 1 – January 31 – 50%
4. February 1 – March 31 – 25%

Section 9. Removal. Membership shall expire if fees are not paid by the last day of the month in which they were due. It shall be the responsibility of the Treasurer to notify the Chairperson so he can bring it to the attention of the members at the next regularly scheduled meeting. When a voting member no longer meets the qualification outlined in Section 2, his/her membership shall revert to a non-voting status.

Section 10. Absenteeism. Every member should make an honest and genuine attempt to participate in the affairs and meeting s of the Association. However, no member shall be expelled by reason of absenteeism.

ARTICLE III

MEETINGS

Section 1. Meetings. All business of the Association shall be conducted in public forum. Meeting s shall be designated as “Regular” or “Special” and shall be conducted in person.

1. Regular. There shall be a minimum of four (4) regular meetings of the general membership of the Association each calendar year. One (1) regular meeting shall be designated as the annual meeting. The membership shall determine and set the time and place of the four regular meetings. The purpose of these regular 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 programs, policies, and other business as related in Article I, Section 2.
2. Special. Special meeting of the general membership may be called and held at any time and place upon the call of the Chairperson, Vice Chairperson, or by 1/10 (10%) of the total number of members then constituting the membership. The purpose of a special meeting shall be to deal with matters of an unusual and nonrecurring nature when it appears that it would not be appropriate or beneficial to await their resolution at a regular meeting. The Secretary of the Association shall notify members of any special meeting at least five (5) day in advance and include the agenda for said meeting. Only such business as has been outlined in the agenda may be transacted at such meeting.

Section 2. Annual Meeting. The annual meeting of the Association shall be held in May of each calendar year. The Secretary of the Association shall notify in writing each member not less than ten (10) days prior to the annual meeting. This notice shall include an agenda outlying the items to be discussed and the slate of nominations for for elective offices. Each office and committee shall give an annual report during the meeting.

Section 3. Adjournment. When a meeting is adjourned to another time or place, notice need not be given of the continuation of the adjourned meeting if the time and place of the meeting are announced at the meeting at which the adjournment is taken. The continuation of the adjourned meeting must adhere to the agenda as published in the notification. The period of adjournment may not exceed thirty (30) days.

Section 4. Waiver of Notice. Any meeting of the members shall be deemed to have been validly and legally called if all of the members entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. A member present at the meeting shall be conclusively deemed to have waived notice, and no written waiver need to be obtained from that member.

Section 5. Quorum, Voting, and Proxies. A quorum shall consist of 6% of the voting members then constituting the membership. Decisions of the members shall be made by a majority vote of the members present, unless otherwise specified in these bylaws, voting at any meeting at which there is a quorum by the presence of the members at the start of the meeting and at the time at which the vote on a decision is made. Each individual or family membership shall have one (1) vote, and there shall be no voting by proxy. Absentee ballots will be available upon request but will not be applicable toward constitution of a quorum.

Section 6. Governing Rules. The Association may adopt, from time to time, rules to govern the conduct of its meeting. Such rules shall be binding unless and until changed by a majority vote. Matters not covered by such rules shall be governed by Robert’s Rules of Order.

Section 7. Minutes. A written record of the discussions and decisions reached at each meeting of the Association shall be made in the form of minutes, and shall upon approval, be made a part of the records of the Association.

ARTICLE IV

EXECUTIVE BOARD

Section 1. Powers. There shall be an Executive Board (“Board”) which shall have the authority and responsibility of exercising the powers and duties of the Association as determined by the general membership and other matters as related to Article I, Section 2. The Board shall act for the Association only when immediate action is required and time does not allow sufficient notice as required by these bylaws.

Section 2. Membership. The Board shall consist of a Chairperson, Vice Chairperson, Secretary, Treasurer, Information Officer, and other officers and positions as determined by the Association.

Section 3. Term of Office. Board members shall be elected at the Annual Meeting of the Association and shall serve a term of one (1) year. Individuals may be elected to succeed themselves.

Section 4. Additional Officers and Vacancies. Additional officers shall be the subject of a special meeting and voted upon by the membership after the Executive Board has determined a need. The Chairperson with the consent of the Board may appoint a member to fill any unexpired vacancy that may arise.

Section 5. Meetings. All business of the Board shall be conducted at a meeting of the Board. Meetings of the Board shall be designated “Regular” of “Special” and shall be conducted in person.

1. Regular. There shall be no less than four (4) regular meetings of the Board each calendar year, the time and place to be determined by the Chairperson. The Secretary shall notify each Board Member at least ten (10) days prior to such meeting. The purpose of the regular meetings shall be to conduct the customary and usual business of the Board including, but not limited to, submission to the Association of a matter that requires an act of the members; filling vacancies on the Board, on Committees; or on a Committee; adoption, amendment or repeal of the bylaws; an other matters as related to Article I, Section 2.
2. Special. Special meeting may be held at any time and place upon the call of the Chairperson of the Board. The purpose of special meetings shall be to deal with matters of an unusual and nonrecurring nature where it appears that it would not be appropriate of beneficial to await their resolution at a regular meeting. The Secretary of the Board shall give at least 24 hours notice, in writing or by telephone call, of any special meeting, and only such business as has been specified in the notice may be transacted at such meeting.

Section 6. Waiver of Notice. Any meeting of the Board shall be deemed to have been validly and legally called if all of the members entitled to vote on the day of the meeting sign a written notice, either before or after the meeting. A member present at the meeting shall be conclusively deemed to have waived notice, and no written waiver need to be obtained from that member.

Section 7. Governing Rules. The members may adopt, from time to time, rules to govern the conduct of their meeting. Such rules shall be binding unless and until changed by a majority vote. Matters not covered by such rules shall be governed by Robert’s Rules of Order.

Section 8. Meetings. A written record of the discussion and decisions reached at each meeting of the Board shall be made in the form of minutes and shall be made a part of the records of the Association.

Section 9. Quorum, Voting, and Proxies. A quorum shall consist of three (3) voting Board members then in office. Decisions of the Board shall be made by a majority vote of the Members, unless specified in these bylaws, voting at any meeting at which there is a quorum by the presence of the Members at the start of the meeting and at the time at which the vote on a decision is made. Each Member shall have one (1) vote, and there shall be no voting by proxy.

ARTICLE V

OFFICERS

Section 1. Designation of Titles. The officers of the Association shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and an Information Officer and such other officers, as from time to time, may be determined by the Association.

Section 2. Election, Selection, and Removal of Officers.

1. Officers, including Chairperson, Vice Chairperson, Secretary, Treasurer, and Information Officer shall be elected at the annual meeting of the Association and shall serve one (1) year. Each officer shall hold office until a successor is chose and shall qualify for the position. Any officer may be elected or appoint to succeed himself/herself.
2. Selection. Candidates for election to office shall be members in good standing of the Association and shall be identified and considered by a Nominating Committee appointed by the Chairperson. The Nominating Committee shall submit the names of recommended candidates and their respective positions for approval at the annual meeting. Nominations from the floor must be accepted before the nominations can be closed. Officers shall be elected by a majority vote of the membership present, providing a quorum has been established.
3. Vacancies. Any vacancy occurring in any office of the Association may be filled for the remainder of the unexpired portion of the term by the Chairperson with the consent of the majority of the membership present at the next regular meeting following the vacancy.
4. Removal. Any officer elected or appointed by the Association may be removed, with or without cause, at any time by the affirmative vote of three-quarters (3/4) of the voting members then in good standing. A meeting at which removal of an officer is considered shall be held in person, and the officer must be notified of the meeting five (5) days in advance. An officer whose removal is being considered shall not be entitled to vote on the removal but may be counted in establishing a quorum. Any officer appointed by the Chairperson, pursuant to the authority delegated to the Chairperson of the Association, may be removed with or without cause, at any time the Chairperson with consent of the Board shall consider that the best interests of the Association shall be served thereby.

Section 3. Compensation. Officers elected or appointed to serve the Association shall serve without compensation.

Section 4. Chairperson. The Chairperson shall be the chief executive officer of the Association and, subject to the direction of the membership, shall have general charge of the business, affairs, and property of the Association and general supervision of its officers. He/she shall serve as a voting member of the Executive Board. He/she shall perform all duties incident to the office of Chairperson; shall see that all orders and resolutions of the Association are carried into effect; shall preside at meetings of the Executive Board and the Association; shall set the agenda for all meetings; and shall have such other powers as are customarily exercised by such an officer. The Chairperson shall be designated as an ex-officio member of all standing committees and ad hoc committees of which he/she is not a voting member.

Section 5. Vice Chairperson. The Vice Chairperson shall act for the Chairperson in his/her absence or incapacity and shall have such other duties as may be assigned to him/her by the Chairperson and the Executive Board. He/she shall serve as a voting member of the Executive Board.

Section 6. Secretary. The Secretary shall attend all meetings of the Executive Board and the Association and record all votes and proceedings in a book to be kept for that purpose, and shall retain records of all committee proceedings. He/she shall give, or cause to be given, notice of meetings to members, and shall perform such other duties as may, from time to time, be prescribed by the Association of the Chairperson, under whose supervision he/she shall act. He/she shall be a voting member of the Executive Board.

Section 7. Treasurer. The Treasurer shall have the custody of the Association fund and other valuable effects, including securities, and shall cause full and accurate accounting of all receipts and disbursements to be kept. It shall be the responsibility of the Treasurer to see that the Association complies with the applicable state and federal statutes governing non-profit corporations. Upon request, he/she shall cause an accounting of all financial transactions of the Association to be rendered o the Association.

Section 8. Information Officer. The Information Officer shall develop newsletters, press releases official statements, and other public communications on behalf of the Association as determined by the Chairperson and the Executive Board. He/she shall be responsible for publicizing and promoting the affairs and activities of the Association. The Information Officer shall serve as a voting member of the Executive Board and perform such other duties as determined by the Association.

Section 9. Other Officers. The Chairperson shall recommend to the Association for its approval such additional officers as may be necessary to the business of the Association who shall perform such duties and responsibilities as may be prescribed by the Association.

ARTICLE VI

COMMITTEES

Section 1. Standing Committees. The Executive Boar, in its discretion, shall authorize such standing committees as it deems appropriate. Membership on standing committees shall be determined by the Chairperson and the Executive Board at the first regular meeting of the Board after the annual meeting of the Association. The principal purpose of all standing committees shall be to review policy matters relating to the recommendations to the Association. The chairperson of each standing committee shall be determined by the Chairperson of each Executive Board. It shall be the responsibility of the committee chairperson of standing committees to notify committee members of meetings. No quorum shall be required in order for standing committees to meet or to act. Committee chairpersons of standing committees shall decide whether or not minutes of a committee meeting are to be taken. The Chairperson of the Executive Board shall be an ex-officio member of all standing committees except where he/she has been specifically designated as a voting member by the Board.

Section 2. Special Committees. Special committees may be appointed and discharged by the Chairperson and Executive Board for such special tasks as circumstances warrant. A special committee shall be limited to the accomplishment of the task for which it was created and shall have no power to act except as specifically conferred by the Board. Upon completion of the task for which appointed, such special committee shall be discharged.

ARTICLE VII

CONFLICT OF INTEREST

Section 1. Definitions.

1. “Conflict of Interest”. A conflict of interest occurs when a member of officer places himself/herself in a position where his/her personal financial interests, those of his/her family, or business associates are or may be antagonistic to his/her fiduciary duty to the Association.
2. “Family”. Includes but is not limited to grandparents, parents, spouses, children, aunts, uncles, siblings, in-laws, and other relatives of a similar degree of closeness.

Section 2. Reporting and Disqualification. Members and officers shall report possible conflicts of interest to the Chairperson of the Executive Board prior to any action on the transaction by the Association. Upon report of a possible conflict, the Executive 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. The interested individual may vote only if the Board determines that no conflict exists or that the conflict is not substantial. No investigation of 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. The interested individual may be counted in determining the presence of a quorum.

Section 3. Valid Transactions. Any transaction undertaken by the Association in which a member, officer, or member of his/her family has a financial interest shall be valid notwithstanding the presence of the interested person at any meeting at which the transaction is acted upon, if the procedures outlined in Section 2 of this Article have been complied with prior to the meeting.

ARTICLE VIII

BOOKS AND RECORDS

The Association shall keep complete books and records of accounts and minutes of proceedings. The Association shall keep at a place to be determined by the Chairperson a records of all names and addresses of members entitled to vote. Each person entitled to vote, upon written demand, may examine in person, at any reasonable time, for any purpose, the Association’s books, records and minutes, and may make copies of the same.

ARTICLE IX

REPEAL, ALTERATION, OR AMENDMENT

These bylaws may be repealed, altered or amended, or substituted bylaws may be adopted at any time by a three-quarter (3/4) vote of the membership present at a regular meeting provided a quorum has been established and the entire membership given a minimum of thirty (30) days notice in writing for that purpose.

SECRETARY’S CERTIFICATION

I, [Marilyn C. Ruggles], Secretary of the Woodlea/Melrose Neighborhood Association (the “Association”) do hereby certify that the foregoing is a true and correct copy of the Association’s bylaws as adopted by the members of the Association on [April 11, 1988].

IN WITNESS WHEREOF, I have hereunto set my hand this [16th] day of [May, 1988].

[Signature of Marilyn C. Ruggles]

Secretary