

BYLAWS
of the
WEST UNIVERSITY NEIGHBORHOOD ASSOCIATION, INC.

ARTICLE I MEMBERSHIP

1. Membership

The membership of the WEST UNIVERSITY NEIGHBORHOOD ASSOCIATION, INC. (hereinafter referred to as "WUNA") shall be comprised of the current Board of Directors of the Corporation, the original incorporators and all other persons, businesses or organizations who have applied for membership by presenting their names and addresses to the Corporation for inclusion on the membership rolls of the Corporation and who have paid the annual dues for the current membership year.

2. Voting Members

To be entitled to vote on matters submitted to the membership, a Voting Member must be 18 years of age and either be a household or business within the boundaries of the West University Neighborhood. Each Voting Member shall have only one vote.

Only Voting Members shall be entitled to direct written notice of the time and place of membership meetings.

3. Honorary members

Honorary Members shall be members of WUNA who are not Voting Members. There shall be no voting privileges for Honorary Members. Dues are the same for Voting and Honorary Members.

4. Dues

Membership dues shall be payable annually no later than January 31. The membership year shall be from January 1 through December 31 and the amount of dues shall be determined by the Board of Directors. Any member joining after September 1 shall have their dues considered paid through December 31 of the following year.

5. Termination of Membership

Any member, including a Voting Member, who resigns, fails to pay dues, or whose conduct is, in the opinion of the Board of Directors, prejudicial to the welfare of the Corporation, may be dropped from the membership roll by the Board of Directors, acting in its sole discretion. In addition, any Voting Member who ceases to reside in or own property within the West University Neighborhood shall be dropped as a Voting Member in WUNA and will become an Honorary Member.

6. Meetings

The annual meeting of the membership of the Corporation shall be held in the month of January or at such other time as the Board of Directors may designate. Not less than ten (10) days notice of the annual meeting shall be given to all Voting Members. The purpose of the meeting shall be:

A. The presentation of the annual reports by officers.

B. The election of directors.

C. The election and installation of officers.²

D. The transaction of such other business as may be brought before the membership.

Additional membership meetings may be called by the Board of Directors or the members having one-tenth (1/10) of the votes entitled to be cast at such a meeting.

7. Quorum

A quorum of the membership shall consist of twenty percent (20%) of the Voting Members except for the annual meeting.

ARTICLE II BOARD OF DIRECTORS

1. Number, Composition

The Board of Directors shall be composed of not less than three (3) and not more than twenty-five (25) directors, elected by the membership of the Corporation at each annual meeting of the membership. Each member of the Board of Directors shall be a Voting Member of WUNA except as provided below.

Ten (10) of the directors shall be Area Representatives of the ten (10) neighborhood areas described in Exhibit A. Each of these ten (10) shall represent a different area. An Area Representative shall reside in or own real property within that area. In the event no qualified Voting Member is willing to serve an area, then any Voting Member shall be eligible.

Up to five (5) additional directors shall be the persons elected to fill the following offices:

A. President

B. Vice-President

C. Treasurer

D. Secretary

E. Historian

The immediate Past-President shall also be an officer of WUNA.

The remaining directors shall be elected at large by the membership and may include one (1) representative from each of the following organizations:

University of Arizona

4th Avenue Business District

University Blvd. Business District

Church Consortium

The representatives of the four (4) organizations need not be Voting Members of WUNA.

2. Nomination and Election

Nominations for the directors and officers shall be made from the floor at the annual membership meeting. After all nominations have been made, elections shall be held, and the person receiving the highest number of votes cast for each position shall be elected to that position.³

3. Duties and Powers

The Board of Directors shall be fully responsible for the direction and general supervision of all affairs of the Corporation, to include the following:

- A. To manage and administer the affairs of the Corporation.
- B. To adopt rules, regulations and bylaws consistent with the purpose of the Corporation and its Articles and necessary for the attainment of the purposes of the Corporation.
- C. To establish such committees as it may deem expedient for the carrying out of the objectives of the Corporation and as may be consistent with these Bylaws and to terminate the authority of any such committee at any time.
- D. To arrange for the raising of public or private funds to support the programs of the Corporation and to control the disbursement of these funds.
- E. To employ the Executive Director and to authorize the employment of such additional persons as it may deem necessary or appropriate for the successful execution of the objectives of the Corporation.
- F. To enter into such agreement with any fund, government, philanthropic, or other agency as in its judgment will further and be consistent with the objectives of the Corporation.
- G. To receive and disperse funds and accept and dispose of property.
- H. To determine the compensation of all staff deemed necessary for the successful operation of the Corporation.
- I. To otherwise do and perform all acts and functions not inconsistent with these Bylaws, the Articles, or the laws of the State of Arizona.

4. Compensation

The Board of Directors shall serve without compensation.

5. Term of Office

Directors shall serve for a term of one (1) year or until their successors are elected and qualified. A director may be re-elected.

A director who is absent for three (3) consecutive meetings of the Board of Directors shall be deemed automatically to have resigned as director.

6. Vacancies

Any position on the Board of Directors becoming vacant between the annual meetings of the membership may be filled for the unexpired term of such position by the Board of Directors at any regular or special meeting called for that purpose.

7. Executive Director

There may be, if finances permit, an Executive Director hired by the Board of Directors whose duties are to provide day to day administration and operation of the Corporation pursuant to the policies and procedures of the Corporation.

The executive Director serves at the will of the Board of Directors and will be hired or terminated by a majority vote of the Board of Directors at a regular or special meeting called for that purpose.⁴

ARTICLE III MEETINGS OF THE BOARD OF DIRECTORS

1. Meetings

The Board of Directors shall hold meetings in February, April, June, September, November and December, unless otherwise ordered by the Board of Directors or the President. At these meetings, reports shall be presented and any other necessary business shall be transacted. Meetings shall be held at the same time and place, and in the event of any change, seven (7) days written notice shall be given to each director.

2. Special Meetings

A special meeting of the Board of Directors may be called at any time by the President or upon request of five (5) directors. Notice of the special meeting, stating the time, place and purpose, shall be delivered to each director no later than the day preceding the day appointed for the meeting.

3. Quorum

One-third (1/3) of the Board of Directors then serving on the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

4. Voting

Each director shall be entitled to one vote. Unless otherwise stated by these Bylaws, all decisions of the Board of Directors will be made by a majority of those present at any regular or special meeting.

5. Special Electronic Meetings

A special electronic meeting of the Board of Directors may be called at any time by the President or upon request of five (5) directors for the sole purpose of voting on a motion requiring a decision prior to the next regular board meeting. Notice of the special electronic meeting, stating the motion for consideration, shall be delivered to each director by e-mail and each board member shall be given a minimum of three days to respond with their vote on the motion. Any board member desiring to discuss the motion or propose an amendment to the motion must do so via e-mail during the voting period. Quorum rules shall be the same for an electronic meeting. A phone message to any board member without e-mail access shall be deemed notification of the special electronic meeting. Board members without e-mail access must relay their vote and discussions through a board member with e-mail access.

ARTICLE IV OFFICERS OF WUNA

1. Number and Election

The officers of the Corporation shall be President, Vice-President, Treasurer, Secretary, and Historian. The immediate Past-President shall also be an officer. All officers other than Past-President shall be Voting Members of WUNA who are elected by the Voting Membership at the annual meeting.

2. Term of Office

Officers will serve a term of one (1) year or until their successors are elected and qualified. Any two (2) or more offices may be held by the same person except the offices of President and Secretary.⁵

3. Vacancies

A vacancy occurring in any office between the annual meetings shall be filled by appointment by the President to serve the remainder of the unexpired term, unless otherwise ordered by the Board of Directors.

4. President

The President shall preside at all meetings of the Board of Directors. She/he shall appoint all committees except the Executive Committee, be Chairperson of the Executive Committee, and shall be an ex-officio member with voting privileges on all other committees. The President shall act as official spokesperson for the Corporation.

The President shall have the power to make and execute contracts in the ordinary business of the Corporation or to delegate such powers to the Executive Director.

She/he shall perform all such other duties as are incident to his/her office or as may be assigned by the Board of Directors.

5. Vice-President

The Vice-President shall perform the duties of the President in the absence of the President. In addition, she/he shall perform such other duties as may from time to time be assigned him/her by the President or by the Board of Directors.

6. Treasurer

The Treasurer shall have general charge and supervision of the books and financial records of the Corporation. She/he shall present a current financial report of all receipts and disbursements at each monthly meeting of the Board of Directors and at the annual meeting.

7. Secretary

The Secretary shall keep a permanent record of the minutes of all meetings of the Board of Directors and the membership. She/he shall transcribe the minutes of each Board of Directors and membership meeting and shall transfer one copy of each set of minutes to the President and to the Historian of the Corporation.

8. Historian

The Historian shall prepare and maintain a permanent record of all pertinent items of interest, publicity and history of WUNA.

9. Records and Documents

All records and documents prepared, kept or maintained by any officer of WUNA in the performance of official duties shall become and remain the property of the Corporation.

ARTICLE V COMMITTEES OF THE BOARD OF DIRECTORS

1. Number and Composition

The Board of Directors may have eight (8) standing committees.

- A. Executive Committee
- B. Events
- C. Business
- D. CCRC (Campus Relations)
- E. Crime Prevention
- F. Traffic Control

In addition, there may be such special committees as may be appointed from time to time by the President or the Board of Directors. All Board members may serve on at least one standing committee. The members of standing and special committees must be members of the Corporation or the Board of Directors. All committee appointments are for a one-year term to expire at the time of the next annual meeting. The composition of any committee may be altered at any time by the Board of Directors.

2. Executive Committee

There shall be an Executive Committee, chaired by the President, which shall consist of the immediate Past-President of the Corporation, the current officers, and one or two members-at-large from the Board, appointed by the President with ratification by the Board of Directors. The Executive Director shall have input to the Executive Committee meetings with no voting powers. The Executive Committee shall transact necessary business between meetings of the Board of Directors except that any action which involves the expenditure of funds not previously authorized shall be subject to the ratification of the Board.

3. Events Committee

There may be an Events Committee of not less than two (2) persons appointed by the President. The Chairperson shall be selected by the committee from amongst its members. Its duties shall be to organize, facilitate and oversee events such as the Home Tour that are conducted by the neighborhood association.

4. Business Committee

There may be a Business Committee of not less than two (2) persons appointed by the President. The Chairperson shall be selected by the committee from amongst its members. Its duties shall be to formulate job descriptions and evaluation criteria for employees of the neighborhood association, interview candidates for employment and make recommendations to the Board of Directors as necessary, prepare and review policies and procedures, and oversee business functions of the neighborhood association, including the budget and financial records.

5. CCRC (Campus Relations)

There may be a Campus Relations Committee of not less than two (2) persons appointed by the President. The Chairperson shall be selected by the committee from amongst its members. Its duties shall be to attend campus relations meetings at the University of Arizona with other neighborhood representatives, keep the neighborhood association informed of issues and upcoming events, and act as liaison between the neighborhood association and University.

6. Crime Prevention Committee

There may be a Crime Prevention Committee of not less than two (2) persons appointed by the President. The Chairperson shall be selected by the committee from amongst its members. Its duties shall be to initiate and implement neighborhood crime prevention programs such as the Neighborhood Watch Program and to work closely with the Tucson Police Department and other community resources to develop ways and means to reduce or prevent crime within the neighborhood.

7. Traffic Control Committee

There may be a Traffic Control Committee of not less than two (2) persons appointed by the President. The Chairperson shall be selected by the committee from amongst its members. Its duties shall be to study different traffic options for the neighborhood, make 7

recommendations to the Board of Directors regarding traffic options, and work with the Tucson Transportation Department in implementing decisions made by the Board of Directors.

8. Development Committee

There may be a Development Committee of not less than two (2) persons appointed by the President. The Co-Chairpersons shall be selected by the committee from amongst its members. Its duties shall be to study proposed development plans and overlays for the neighborhood, make recommendations to the Board of Directors regarding development issues and plans, and work with Developers, Property owners, Neighbors and the City of Tucson in implementing decisions made by the Board of Directors.

ARTICLE VI GENERAL PROVISIONS

1. Fiscal Year

The fiscal year shall begin the first day of July of each year.

2. Authorized Expenses

In accordance with the Articles of Incorporation, the President, Executive Director and Treasurer of the Board of Directors are authorized to pay all expenses which have been included in the annual budget or otherwise approved by the Board of Directors. Other officers of the Board of Directors may also be so authorized as deemed appropriate by the Board of Directors.

3. Amendments of Bylaws

These Bylaws may be amended at any meeting of the Board of directors by a majority vote of the directors present, provided that written notice of the proposed amendment shall be mailed to each director at least twenty-five (25) days prior to the date of the meeting at which the amendment is to be considered, or they may be amended by a two-thirds (2/3) vote of the Board of Directors at a regular monthly meeting provided a quorum is present.

4. Validity

If any part of the Charter and Bylaws or the application thereof is hereafter held invalid or unenforceable, the remainder shall not be affected thereby, and only the affected portions are declared eliminated.

5. Liability

No officer, representative, spokesperson or member shall have any financial liability for the Corporation.

6. Rules of Order

Robert's Rules of Order (Revised) shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

Amended by the Board on October 1, 2015:

Chris Gans



Date: 12/7/15

President

Richard Mayers



Date: 23 Dec 2015

Vice President