

CURRENT BYLAWS

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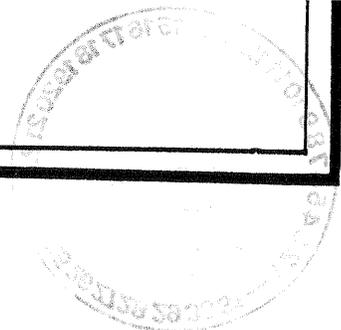
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*The
Bylaws
of*

BALBOA HEIGHTS NEIGHBORHOOD ASSOCIATION ,

adopted MARCH 24, 1992

M. Jane Baker, Pres.



BYLAWS
OF
BALBOA HEIGHTS NEIGHBORHOOD ASSOCIATION
a Non-Profit Corporation

ARTICLE I

OFFICES

The Principal Office of this Corporation shall be in the City of TUCSON
_____, County of PIMA _____, State of ARIZONA _____,
and, if so required by State Laws, the Corporation shall have a Registered Office in the City of _____,
County of _____, State of _____, and a Registered Agent
whose office is identical with the Registered Office. The addresses of each of these offices may be changed from time to time by
the Board of Directors.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Authority and Number. The affairs, business and property of the corporation shall be managed and controlled by its
Board of Directors, numbering not less than 3, nor more than 6 members, who need not be residents of this State, nor
an Officer or Member of this Corporation.

Section 2. Term of Office. The Board of Directors initially appointed in the Articles Of Incorporation may serve staggered terms in
office which shall number not less than 2 years, nor more than 5 years. Said staggered terms shall be apportioned be-
tween all of the directors to the extent that one-third (1/3) of the directors shall serve the lesser term; another one-third (1/3) of the
directors shall serve a median term between the lesser term and the greater term; and the remaining one-third (1/3) of the directors
shall serve the greater term of 5 years. The term of office each director shall initially serve, shall be fixed by a majority vote of the
Board of Directors initially appointed in the Articles of Incorporation.

Section 3. Election. The directors shall hold office until the expiration of their respective terms of office and until their successors
have been elected and qualified, unless sooner removed by death, resignation, disqualification or otherwise. The election of
directors to fill the expired terms of any directors shall be held at a regular meeting, if such meeting is held within 15 days prior to
the expiration of such director's term of office, provided however, that such elections are not reserved to the corporate members, if
any, in such case, the election of directors to fill the expired terms of any director shall be held at a Special Meeting called by the
members for that purpose.

Section 4. Vacancies. A vacancy on the board of directors created by the death, resignation, removal or otherwise, shall be filled
by a majority vote of the board of directors for the unexpired portion of the term. Any vacancy created by reason of an increase in
the number of directors shall be filled by the board of directors, unless such election is reserved to the members, if any.

Section 5. Special Meetings. A special meeting of the board of directors may be called by, or at the request of any officer of the
corporation, or by any two or more directors. The person or persons authorized to call such special meetings shall fix the time
and place of such special meeting, and taking into consideration the proximity and convenience to all such affected board
members. Notice of such Special Meeting shall be in accords with the notice provisions of Section 8 hereof. Robert's Rules of
Order (latest edition) shall prevail at all such meetings.

Section 6. Regular Meetings. Regular meetings of the board of directors shall be held monthly on the LAST TUESDAY
month, with or without notice other than notice provided in these Bylaws, or by written resolution if said date is changed by an act
of the board of directors.

Section 7. Annual Meetings. Annual meetings of the board of directors shall be held each year on the LAST TUESDAY
of DECEMBER _____ each year, or if such day be a legal holiday, such meeting shall be held on the next succeeding
business day. Said annual meeting shall be held for the purpose of appointing the officers of the corporation, appointing
directors to fill any expired terms of office, and the transaction of any other business that may come before the board.

Section 8. Notice. Notice of any meetings provided under these Bylaws shall be given at least five days prior to the date fixed for
for such meeting by written notice personally delivered or sent by Certified Mail, Telegram or wire to the last known address of each
director as shown in the records of the corporation. If such notice is given by mail, it is deemed delivered when deposited with the
United States Postal Service, properly addressed with postage prepaid, or if given by telegraph or wire, such notice is deemed
delivered when delivered by the telegraph or wire company. Any director may waive notice of any meeting by personally
attending, unless such attendance is for the express purpose of objecting to the legality of such meeting.

Section 9. Quorum. The number of directors necessary to constitute a quorum shall be 3; but if less than such number are present at said meetings, a majority of the directors present shall adjourn the meeting. Any act by a lawful quorum of directors shall be an act by the board of directors, unless such act requires a greater number of directors by law or by these Bylaws.

Section 10. Compensation. Directors shall not receive any stated or fixed salaries for their services, but by a resolution of the board of directors, a fixed sum and an expense allowance for attendance, if any, may be allowed for attendance at each regular, special and annual meeting, however, nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE III

OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the board of directors), a Secretary and a Treasurer. The board of directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable. Such Officers to have authority and perform the duties prescribed from time to time by the board of directors. Any two offices may be held by the same person, except the office of president and secretary.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the Annual Meeting of the Board of Directors. New offices may be created and filled at any meeting of the board of directors. Each officer so elected at the annual meeting shall hold office until the next annual meeting of the board of directors and until his(her) successor shall have been duly elected and qualified.

Section 3. Removal. Any officer elected or appointed by the board of directors may be removed by a majority vote of the board of directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to any contractual rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office occasioned by death, resignation, removal disqualification or otherwise, may be filled by the board of directors at its next regular meeting, or a special meeting called for that purpose, for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the day to day business affairs of the corporation. He(she) shall preside at all meetings of members, if any, and of the board of directors. He(she) may sign, with the secretary, or any other proper officer of the corporation authorized by the board of directors, any contract, deeds, or other instruments which the board of directors have authorized to be executed, except in those cases where the signing and execution thereof shall be expressly delegated by the board of directors, or by these Bylaws, or by statute to some other officer or agent of the corporation; and in general he(she) shall perform all duties incident to the office of President and such other duties as may be prescribed by the board of directors from time to time.

Section 6. Vice-President. In the absence of the president or in the event of his(her) inability or refusal to act, the vice-president (or in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned to him(her) by the president or the board of directors.

Section 7. Secretary. The secretary shall keep the minutes of all meetings of the board of directors and members, if any, in one or more books provided for that purpose; prepare and send all notices as provided under these Bylaws, or as required by law; be custodian of the corporate records and of the Seal of the Corporation; see that the seal of the corporation is affixed to all documents, the execution of which, on behalf of this corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; to keep a register of the Post Office Addresses of each member of the board of directors and the corporate members, if any; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him(her) by the president or by the board of directors.

Section 8. Treasurer. If required by the board of directors, the treasurer shall give bond for the faithful discharge of his(her) duties in such sum, and with such surety or sureties as the board of directors shall determine. The treasurer shall have charge and custody of, and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the president and, in general, perform such other duties as from time to time may be assigned to him(her) by the president or by the board of directors.

Section 9. Assistant Secretaries and Assistant Treasurers. The assistant secretaries and assistant treasurers shall, in general, perform such duties as shall be assigned to them by the secretary or treasurer, or by the president or the board of directors, and if required by the board of directors, the assistant treasurer shall give a bond for the faithful discharge of his(her) duties in such sums and with such sureties as the board of directors shall determine.

ARTICLE IV

COMMITTEES

Section 1. Committee of Directors. The board of directors may, by resolution or resolutions passed, designate and appoint one or

more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the corporation. Said committees shall not have the authority to make, alter or amend the Articles of Incorporation or the Bylaws; elect, appoint or remove any member of any such committees, or any director or officer of the corporation; or adopt a plan of merger, consolidation or dissolution; or to authorize the sale, lease, exchange or mortgage all, or substantially all of the property and assets of the corporation. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed by law.

Section 2. Term of Office. Each member of a committee shall continue as such until successors are appointed, unless such committee shall be sooner terminated, or unless such member be removed, resigns or otherwise cease to qualify as a member thereof.

Section 3. Committee Chairman. One member of each committee shall be appointed chairman by a majority vote of the committee members.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the board of directors designating the committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of committee members shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government, not inconsistent with these Bylaws or with rules adopted by the board of directors. In any case, Robert's Rules of Order shall prevail at all meetings of the committee membership, unless specifically or otherwise provided by resolution adopted by the board of directors.

ARTICLE V

ACTION BY RESOLUTION

The board of directors may act, without convening a regular or special meeting, by written resolution signed by all of the member of the board of directors, and duly entered in the Corporate Records.

ARTICLE VI

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts, and shall keep minutes of all proceedings of its board of directors, committees and, if applicable, its members. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, this corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the president or a vice-president of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the president may select.

Section 4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

ARTICLE VIII

FISCAL YEAR

The Fiscal Year of the corporation shall end on DECEMBER 31 of each year.

ARTICLE IX

CORPORATE SEAL

The board of directors shall provide a Corporate Seal which shall have inscribed thereon the name of the corporation, the State of Incorporation and the Year of Incorporation. Said seal shall be in the form impressed below:

ARTICLE X

SECTION 1. CLASSES OF MEMBERS.

THE CORPORATION SHALL HAVE ONE OR MORE CLASSES OF MEMBERS. THE DESIGNATION OF SUCH CLASSES; THE QUALIFICATION AND RIGHTS OF THE MEMBERS OF EACH CLASS SHALL BE AS FOLLOWS:

VOTING MEMBERS, SHALL EITHER OWN OR RENT PROPERTY IN THE ASSOCIATION BOUNDRIES WHICH ARE: GRANT ROAD NORTH TO AND INCLUDING GLENN, STONE AVE WEST TO ORACLE ROAD. EACH MEMBER SHALL TAKE AN ACTIVE INTEREST IN THE GOALS OF THE ASSOCIATION. VOTING MEMBERS SHALL ELECT ITS DIRECTORS AND OFFICERS BY A MAJORITY VOTE OF MEMBERS PRESENT AT ITS MEETINGS. DUE NOTICE OF MEETINGS SHALL BE SENT BY MAIL TO ALL ADDRESSES IN THE BOUNDRIES OF THE ASSOCIATION.

SECTION 2. OTHER MEMBERS.

THE GENERAL PUBLIC MAY ATTEND ANY MEETING AND CAST A VOTE AS TO THE BUSINESS OF THE ASSOCIATION BUT CANNOT CAST A VOTE FOR THE ELECTION OF THE DIRECTORS OR OFFICERS.

ARTICLE XI

DUES:

DUES SHALL BE ON A VOLUNTARY BASES ONLY, UNLESS VOTED OTHERWISE BY THE MEMBERS.

ARTICLE XII

CERTIFICATES OF MEMBERSHIP

AS LONG AS DUES ARE ON A VOLUNTARY BASES NO CERTIFICATES OF MEMBERSHIP WILL BE ISSUED. IF IN THE FUTURE THE MEMBERS OF THE ASSOCIATION BY A MAJORITY VOTE CALL FOR FIXED DUES FOR THE ASSOCIATION, THEN THE BOARD OF DIRECTORS SHALL PROVIDE FOR THE ISSUANCE OF A CERTIFICATE WHICH EVIDENCES MEMBERSHIP IN THE CORPORATION. SAID CERTIFICATE SHALL BE IN SUCH FORM AS MAY BE DETERMINED BY THE BOARD. SUCH CERTIFICATES SHALL BE SIGNED BY THE PRESIDENT AND SEALED WITH THE SEAL OF THE CORPORATION. ALL CERTIFICATES EVIDENCING MEMBERSHIP OF ANY CLASS SHALL BE CONSECUTIVELY NUMBERED. THE NAME AND ADDRESS OF EACH MEMBER AND THE DATE OF ISSUANCE OF THE CERTIFICATE SHALL BE ENTERED ON THE RECORDS OF THE CORPORATION. IF ANY CERTIFICATES SHALL BECOME LOST, MUTILATED OR DESTROYED, A NEW CERTIFICATE MAY BE ISSUED THEREFORE UPON SUCH TERMS AND CONDITIONS AS THE BOARD OF DIRECTORS MAY DETERMINE.

ARTICLE XIII

MEETING OF THE MEMBERS

SECTION 1. ANNUAL MEETINGS.

THE ANNUAL MEETING OF THE MEMBERS SHALL BE HELD ON THE LAST TUESDAY OF DECEMBER OF EACH YEAR, FOR THE PURPOSE OF ELECTING DIRECTORS AND FOR THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING. IF THE DAY AFFIXED FOR THE ANNUAL MEETING SHALL BE A LEGAL HOLIDAY, SUCH ANNUAL MEETING SHALL BE HELD ON THE NEXT SUCCEEDING BUSINESS DAY.

SECTION 2. SPECIAL MEETINGS.

SPECIAL MEETINGS OF THE MEMBERS MAY BE CALLED BY THE PRESIDENT, THE BOARD OF DIRECTORS, OR NOT LESS THAN ONE-TENTH (1/10) OF THE MEMBERS HAVING VOTING RIGHTS.

SECTION 3. PLACE OF MEETINGS.

THE BOARD OF DIRECTORS MAY DESIGNATE ANY PLACE, EITHER WITHIN OR WITHOUT THIS STATE AS TO THE PLACE OF ANY ANNUAL MEETING OR ANY SPECIAL MEETING CALLED BY THE BOARD OF DIRECTORS.

SECTION 4. NOTICE OF MEETINGS.

NOTICE OF ALL MEETINGS OF THE MEMBERS SHALL BE MAILED TO EACH ADDRESS IN THE BOUNDRIES OF THE ASSOCIATION AT LEAST FIVE DAYS IN ADVANCE OF SUCH MEETINGS. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS SHALL BE IN THE ACCORDS WITH THE NOTICE REQUIREMENTS OF SECTION 8 OF ARTICLE II OF THESE BYLAWS.

SECTION 5. QUORUM.

THE MEMBERS HOLDING ONE-TENTH (1/10) OF THE VOTES WHICH MAY BE CAST AT ANY MEETING SHALL CONSTITUTE A QUORUM AT SUCH MEETING. IF A QUORUM IS NOT PRESENT AT ANY MEETING OF MEMBERS, A MAJORITY OF THE MEMBERS PRESENT MAY ADJOURN THE MEETING FROM TIME TO TIME WITHOUT FURTHER NOTICE.

SECTION 6. VOTING BY MAIL

WHERE DIRECTORS ARE TO BE ELECTED BY MEMBERS OF ANY CLASS OF MEMBERS, SUCH ELECTION MAY BE CONDUCTED BY MAIL IN SUCH MANNER AS THE BOARD OF DIRECTORS SHALL DETERMINE.