

**KEELING NEIGHBORHOOD ASSOCIATION BYLAWS**

MAY 22 2008

Department of Registration & Administration

**MISSION STATEMENT**

The Keeling Neighborhood Association has been formed to encourage positive relationships and open communication among residents (property owners, renters, and businesses) and to establish ties with other neighborhood associations for achieving common objectives.

**ARTICLE I: NAME AND BOUNDARIES**

The name of this association shall be the Keeling Neighborhood Association. It shall encompass the area bound on the north by East Fort Lowell Road, on the east by North First Avenue, on the south by East Grant Road, and on the west by North Stone Avenue.

**ARTICLE II: PURPOSES**

- a) To provide an open forum among neighbors, in order to make informed decisions on issues, which improve the quality of our neighborhood life
- b) To encourage desirable neighborhood improvements, such as revitalization, and urban blight reduction
- c) To enhance the environment with the creation of parks, playgrounds, bike paths, and community gardens
- d) To enhance cooperation with businesses, the Keeling Elementary School and other schools, religious institutions, as well as other organizations within the neighborhood
- e) To improve safety, welfare, and health of the neighborhood and its residents
- f) To deal effectively with crime issues and work proactively to prevent crime
- g) To encourage appropriate commercial development and discourage undesirable commercial intrusion within the neighborhood
- h) To encourage single family residences and low density housing that are owner occupied homes
- i) To encourage the presence of on-site management for residential rental property

**ARTICLE III: MEMBERSHIP**

Membership in the Keeling Neighborhood Association is open to all residential and commercial property owners, renters, business owners, and organizations within the Keeling Neighborhood.

CURRENT BYLAWS

**ARTICLE IV: LEADERSHIP TEAM**

Approved by NA: April 2008  
 Filed in DNR Files: Aug 20 2008  
 Filed by: Beth

**Section 1: Composition and Function**

NA folder  
 Bylaws Binders

In lieu of traditional "officers," the Keeling Neighborhood Association is directed by a Leadership Team comprised of eight elected positions (or their proxies) and a varying number of committee representatives (or their proxies). Team organization assures that leadership is decentralized, authority is distributed, decision-making is consensus-based, and responsibility

is shared. A key role of the Leadership Team is to make recommendations that are brought before the membership at general meetings. All Leadership Team members must be residents living within the boundaries of the Keeling Neighborhood. [Refer to Article V, Section 1d for meeting scheduling policy]

## **Section 2: Job Descriptions of Elected Positions**

### **a.) Meeting Facilitator:**

1. Conducts the General Meeting and the Leadership Team Meeting in accordance with the meeting agenda [Refer to Article VI, Section 2, for the meeting agenda]
2. Maintains order, timing, and flow of the meeting [Refer to Article VI, Section 3, for "Rules of Conduct for the General Meeting"]

### **b.) Meeting Coordinator:**

1. Conducts the General Meeting and the Leadership Team Meeting during the absence of the Meeting Facilitator
2. Makes preparations for the General Meeting by arranging and scheduling the meeting place, including the logistics for the meeting
3. Greets and signs in visitors at the General Meetings

### **c.) Secretary:**

1. Transcribes the minutes of each General and Leadership Team meeting and keeps these in a permanent file with all legal documents and legal transactions of the association
2. Reads the previous meeting's minutes at the General Meeting as a prerequisite for approval
3. Documents the votes taken on elections and issues at the General and Leadership Team Meetings
4. Makes duplications of the minutes from the General and Leadership Team Meetings, which are forwarded to the Historian/Archivist for the permanent archive

### **d.) Treasurer:**

1. Manages the Keeling Neighborhood Association's bank accounts and finances
2. Keeps all financial records, including receipts, and handles deposits and dispersal of funds per directions of the Leadership Team and/or in compliance with motions passed by members at the Keeling Neighborhood Association General Meetings
3. Reports the state of the Neighborhood Association's funds at each General and Leadership Team Meeting and makes available printed reports and bank statements
4. Presents expenses to the Leadership Team for approval. The general membership must approve expenditures in excess of \$25
5. Copies of the Treasurer's reports are given to the Historian/Archivist to be filed in the archives.
6. Non-trivial amounts of expenditures on behalf of the Keeling Neighborhood Association are to be reimbursed
7. All small expenditures are to be combined into one large disbursement

### **e.) Neighborhood Spokesperson:**

1. Official representative of the Keeling Neighborhood Association who communicates with state, county, and municipal departments and agencies, other neighborhood associations, and other entities, with examples being Ward 3, Tucson Police Department, and Pima County
2. Maintains a list of committee contacts that involve neighborhood projects and business

f.) Communications Coordinator:

1. Publishes the Keeling newsletter
2. Maintains the neighborhood website
3. Manages e-mail and newsgroups/blog, which involve internal communications for the neighborhood
4. Represents and facilitates a *Communications* committee [Refer to Article V, Section 1e]

g.) Neighborhood Advocate:

1. Brings to the attention of the Leadership Team any suggestions or important concerns of neighborhood members and facilitates conflict resolution
2. Attends civic and other meetings that can impact the Keeling Neighborhood
3. Represents and facilitates a *Neighborhood Outreach* committee and is active in neighborhood recruitment [Refer to Article V, Section 1e]
4. With assistance from the Neighborhood Outreach Committee the Neighborhood Advocate collects demographic information and gives out information about the Keeling Neighborhood Association and its activities. Such door to door personal contacts will be done yearly in hopes of attracting new members [Refer to Article V, Section 1f]

h.) Historian/Archivist:

1. Gathers neighborhood information of historic value and collects and preserves important documents and materials from the Leadership Team, committees, and membership
2. Participates in other research activities of the Keeling Neighborhood Association

### **Section 3: Responsibilities of the Leadership Team**

- a) Financial responsibilities include approval of all expenditures, insuring reimbursement of these expenditures and appointment of 3 co-signers of financial accounts
- b) The Neighborhood Advocate, along with the rest of the Leadership Team, will endeavor to maintain an up-to-date mailing list, along with a list of **residents**, property owners, and business owners within the boundaries of the Keeling Neighborhood. It is, however, the responsibility of members to notify the Leadership Team, in writing, of any changes, errors, or omissions on the mailing list
- c) All Leadership Team members must work together to formulate activities and agendas for the General Meeting
- d) Elected Leadership Team members are voted into their position to serve the best interests of all constituents in the Keeling Neighborhood Association, including individuals with whom they may have difference. In this capacity, Leadership Team members, which include Committee Representatives, will interact with all members in a proper, courteous, mature, and professional manor. It must be remembered that the Keeling Neighborhood Association is a public entity composed of taxpaying members.

### **Section 4: Leadership Team Meetings**

- a) The Leadership Team will meet a minimum of once every two months or more if needed. An announcement of the meeting will be communicated in advance to the members of the Leadership Team. The Leadership Team Meetings are conducted, at a day, time, and location agreed upon by the Leadership Team by a majority of members at the previous Leadership Team meeting [Refer to Article V, Section 1d for meeting scheduling policy]
- b) Plans, projects, decisions, and important matters discussed at the meetings must be

reported at the General Meeting and published in the Newsletter.

- c) A quorum for the Leadership Team is two-thirds of the team members.
- d) A proxy may take the place of an absent Leadership Team member. A proxy is allowed to vote on behalf of the absent Leadership Team member. A proxy can not be a current member of the Leadership Team. Each proxy may only represent one absentee Leadership Team member. Each member of the Leadership Team has only one vote. Any of the Leadership Team members may utilize assistants who provide help with tasks that are required for that position.
- e) Implementation of the recommendations made during Leadership Team meetings on neighborhood-wide events must be brought before the membership for consideration [Refer to Article VI, Section 4].
- f) Recommendations made by the Leadership team that may significantly impact the neighborhood require a longer and more inclusive consensus-based decision-making process. If there is a dispute regarding the significance of an issue a show of hands shall be conducted to determine the degree of importance.
- g) Committee representatives are to be present at the General Meetings and meetings held by the Leadership Team.
- h) Leadership Team recommendations must be made clear to all members and should be presented openly and clearly at the General Meeting so that everyone is well-informed. The exception involves matters of urgency, where there are immediate and impending deadlines. In such a case, the decision-making process would be deferred to the Leadership Team.

#### **Section 5: Replacing Leadership Team Members**

- a) If a member resigns from the Leadership Team, a letter of resignation must be submitted to the Meeting Facilitator who presents it at the General Meeting for a vote of acceptance. A 30 day notice of resignation will be given if possible.
- b) Inappropriate or unethical conduct (as defined in Article IX, Code of Ethics) on the part of one or more Leadership Team members will require calling a special Leadership Team meeting. The parties involved will be asked to explain their actions. If necessary, written evidence is presented, and witnesses may be called. A two-thirds majority vote of the Leadership Team is taken to retain or ask for a resignation.
- c) If a resignation is not forthcoming, the issue is presented to the attention of the General Meeting. Transcripts and written testimony are presented, and a two-thirds majority vote of the General Meeting, where at least 15 voting members are present is taken to retain or dismiss the individual(s). [Refer to Article VI section 4d]
- d) Any vacancies occurring during the term of any elected Leadership Team position shall be filled using the elective procedures found in Article VII.

#### **Section 6: Liability of Leadership Team Members**

The private property of any and all Leadership Team members shall be exempt from legal action or other liability for any debts of the Keeling Neighborhood Association and they shall not be liable or responsible for any debts or liabilities of the Keeling Neighborhood Association.

### **ARTICLE V: COMMITTEES**

## **Section 1: Committee Structure, Function, and Operation**

- a) Committees must have a minimum of three members, and there is no limit on how many committees a person may join. Any member may join any committee.
- b) Committees will choose their own facilitator who helps conduct their meetings.
- c) Committees will also choose their own Committee Representative who will be on the Leadership Team. The Committee Representative need not be a fixed position and can be rotated within the committee.
- d) Members of the Leadership Team who are members of any committee cannot be chosen as committee representative. The exceptions are the Communications Coordinator representing the Communications Committee and the Neighborhood Advocate representing the Outreach Committee.
- e) Any meeting time, date and location shall be mutually agreed upon by a majority of the individuals meeting. Meetings can not be cancelled by a single individual without a majority consensus of the participants.
- f) Continuing unresolved conflicts within a committee will be arbitrated by the Leadership Team members, and the committee must abide by their decision. [Refer to Article IX, Section 3].
- g) Committees serve specialized functions, such as *Crime Prevention*, *Social* (social activities and fund raising), *Neighborhood Beautification* (environmental and aesthetic aspects of neighborhood), *Neighborhood Outreach* (individual contact with neighbors and businesses, and membership recruitment), and *Communications* (Newsletter/website/e-mail).

## **Section 2: Formation of Committees**

A new committee may be formed as a need arises. Newly-created committees must be approved by a two-thirds majority vote at a General Meeting. [Refer to Article VI section 4d]

## **Section 3: Committee Reports**

Committee representatives shall present progress reports at Leadership Team and General Meetings.

## **Section 4: Committee Open Houses**

Any committee project that physically affects the Keeling Neighborhood and costs \$500 or more must be presented to the public through an open house. An open house should be conducted after major stages of the design proposal have been completed and should include preliminary design ideas. These open houses must present multiple design ideas and offer the public a chance to voice their opinions, thoughts and concerns on the project.

# **ARTICLE VI: GENERAL MEETINGS**

## **Section 1: Meeting Time and Location**

The General Meetings of the Keeling Neighborhood Association are conducted monthly, at a day, time, and location, agreed upon by the membership. [Refer to Article V, Section 1d for

meeting scheduling policy]

## **Section 2: Meeting Agenda**

1. Call to order, participant introductions, and newcomers welcomed
2. Presentation by Tucson Police Department representative if available
3. Reading and approval of the minutes of the previous General Meeting by the Secretary
4. Elections/Voting if applicable
5. Old Business: Items carried over from the previous meeting
6. Reports from the Leadership Team and all committees
7. Guest speaker(s), if appropriate, with a time limit required
8. New Business: Items brought up by the audience for discussion (Not all people who attend General Meetings are members of the association.)
9. Call for adjournment

## **Section 3: Rules of Conduct for the General Meeting**

- a) The Meeting Facilitator is responsible for calling the meeting to order and maintaining the rules of conduct during the meeting.
- b) Anyone in the audience wishing to speak must be recognized by the Meeting Facilitator.
- c) Each speaker has a predetermined amount of time to present their ideas. During this time, no other members of the audience are allowed to interrupt.
- d) No speaker can take the floor more than a predetermined number of times. This would allow everyone a chance to speak, to insure that no one individual dominates the meeting.
- e) Shouting, aggressive, threatening or other discourteous behavior is prohibited on the premises before, during, and after the meeting. The Meeting Facilitator is responsible for maintaining order.
- f) Meetings are scheduled for one and a half hours.
- g) Rules for the conduct of the meeting must be posted in a conspicuous place.

## **Section 4: Voting Procedures On Issues**

- a) Voting is done by a "for" or "against" show of hands.
- b) Each member present has one vote.
- c) Voting on non-critical issues at a General Meeting requires only a simple majority.
- d) More important issues require that at least 15 members be present and a two-thirds majority vote be taken, examples being committee formation and amendments to Bylaws.
- e) A proposal is made and seconded by a show of hands.
- f) Before any voting, there must be adequate time made available for a thorough discussion of the issue.
- g) Any member attending a meeting may call for a vote on any issue as long as the request is done in a proper fashion.
- h) Abstentions are not counted as votes.
- i) There is no absentee voting or voting by proxy.
- j) A voter must be 18 years of age or older, a member of the Keeling Neighborhood Association (as defined in Article III), and must be present to vote at meetings where voting takes place.

## ARTICLE VII: ELECTIONS

### Section 1: Voter Eligibility and voting Procedures Regarding Elections

- a) A voter must be 18 years of age or older, a member of the Keeling Neighborhood Association (as defined in Article III), and must be present to vote at meetings where voting takes place.
- b) Each person present has one vote.
- c) Elections must be conducted via written ballot
- d) The elected person is the individual who receives the most votes
- e) Abstentions are regarded as non-votes.
- f) There is no absentee voting or voting by proxy

### Section 2: Election Procedure of Leadership Team Members

- a) Annual Meeting: The November General Meeting is designated as the *annual* meeting when voting for Leadership Team members takes place. A report is submitted to the Department of Neighborhood Resources.
- b) Nominations: Nominations for Leadership Team members are made at the October meeting. (General Meetings occur on the first Tuesday of every month, with allowed exceptions.) If there are no names submitted, or if a nominated person withdraws, there will be a call for nominations at the November meeting.
- c) Elections: Before voting takes place, each nominee will briefly present their platform to the meeting and accept questions.
- d) Transitional Leadership Team Meeting: After the election, the existing and newly-elected teams must meet as soon as possible to transfer all documents, records, and materials pertaining to the duties and responsibilities of new Leadership Team members, ongoing projects, and other association matters. That meeting is held as soon as possible and no later than 14 days after the election.
- e) Official Term of Newly-Elected Leadership Team: The newly-elected Leadership Team officially begins its one-year term on the day following the election.
- f) Tie Votes: In the event of a tie a re-vote on toes positions will be conducted immediately. In the event of a second tie the candidates will be asked to have one individual concede. If no one conceded a third re-vote will be conducted at the next general meeting.

### Section 3: Special Elections

- a) Special elections will be conducted on an "as-needed" basis in the event a vacancy of a position on the Leadership Team arises.
- b) The membership of the Keeling Neighborhood Association is notified that a position is open for the purposes of recruiting potential candidates.
- c) Nominations are presented to fill the vacancy, followed by a vote at the next General Meeting.
- d) Depending upon circumstances, it may not be possible to fill the position immediately.

## ARTICLE VIII: PROCEDURE FOR AMENDING BYLAWS

- a) Amendments or significant alterations to the bylaws require a minimum of two-thirds majority vote at a General Meeting, where there are at least fifteen persons present.
- b) Proposed amendments must be announced to the neighborhood association at least 45 days in advance. [Refer to Article VI, Section 4]
- c) Before a vote is taken, there must be adequate time for discussion.
- d) Voting involving any Bylaw change must be placed near the top of the General Meeting agenda.
- e) If bylaw changes are desired by the General Membership, there will be a review of the bylaws by a committee appointed for that purpose.

## ARTICLE IX: CODE OF ETHICS

### Section 1: Code of Ethics for Leadership Team Members, Committees, and all Keeling Neighborhood Association Members

Each member of the Keeling Neighborhood Association shall abide by the following *Code of Ethics*. The Keeling Neighborhood Association is a democratic institution, working within the larger framework of the City of Tucson. All members are accountable to the Keeling Neighborhood Association and agree to be in compliance with the Bylaws. If individual members of our neighborhood association attempt to hold to high minded ideals such as caring for all, cooperating for the common good, and being of service in a personal neighborly way to those less fortunate, Keeling Neighborhood can evolve into a place that evokes the feeling of a cherished home.

- a) Members of the Keeling Neighborhood Association must behave in a mature, professional, and respectful manner at all times.
- b) Communications and questions shall be responded to or at least acknowledged in a timely manner.
- c) No one person or a select few shall be allowed to take control of the decision-making processes on issues that will have a major impact on the neighborhood.
- d) No one person shall cancel, reschedule or change the location of a meeting without a majority consensus of the participants.
- e) All neighborhood issues and decisions must be presented honestly, openly, and clearly to the membership.
- f) All members of the Keeling Neighborhood Association are restricted from utilizing their position for private, financial, or other gain for themselves, other persons, members of their immediate family, or other persons with whom they have close business or financial ties.
- g) All members shall disclose any conflicting family, business, or financial interests they have in decisions being considered by the Keeling Neighborhood Association.
- h) All members of the Keeling Neighborhood Association shall not use any inside information obtained as a result of their service for private financial gain, either by direct action on their part or by counsel, recommendations or suggestions to others, including particularly those with whom they have family, business, or financial ties.
- i) All members shall not use their position in any way to influence or coerce another person to provide any financial benefit to themselves or persons with whom they have family,

business, or financial ties.

- j) All members shall not receive or solicit from persons having business connections with the Keeling Neighborhood Association anything of value, such as a gift, gratuity, loan, or favor for themselves or persons with whom they have family, business, or financial ties.
- k) All members of the Keeling Association shall not represent themselves to the community in any way that exceeds the authority of their position within the neighborhood association.

## **Section 2: Consequences of Ethics Violations**

- a) A violation of any of the above provisions shall subject the Leadership Team member or any other member to possible removal from their position or other actions. This will take place after due notice is made, and a hearing is called.
- b) Matters involving non-compliance with the Code of Ethics require that the Leadership Team be convened. All concerned parties must be invited to that meeting and evidence presented.
- c) The Leadership Team determines if a violation exists. If so, a two-thirds majority vote will determine if the violation is to be presented to the General Meeting for consideration.
- d) A vote of censure at a General Meeting requires a vote where at least 15 voting members are present and a two-thirds majority is required. [Refer to Article VI section 4d]
- e) If there is a vote of censure, the Leadership Team will propose actions to the association at the next general meeting for a vote of approval or disapproval.

## **Section 3: Conflict Resolution**

If there are conflicts between one or more members of the association, that adversely affects the Leadership Team, any committees, any other members, or directly impacts the Keeling Neighborhood, then the Leadership Team must convene as soon as possible to attempt a resolution.

- a) This involves issues that affect the Keeling Neighborhood Association and the Keeling Neighborhood. These are matters of significance to the neighborhood – not trivial matters.
- b) A neutral venue would be provided for conflict resolution, where the differing parties are represented within the Keeling Neighborhood Association. This would involve a neutral and unbiased participant. This is a means for arbitration, where the objective would be to resolve the matter/conflict. It is mandatory that the parties of concern attend this meeting of mediation.
- c) The procedure for conflict resolution is as follows:
  - Step 1 involves a small meeting, called by the Neighborhood Advocate, that will be held between the concerned parties, the Neighborhood Advocate who facilitates the meeting, and a neutral person, agreed upon by both sides, who participates in the discussion. Often, the causes of conflicts are misunderstandings, and such meetings would facilitate communication and cooperation to help settle the issue at that point in time.
  - Step 2, if the issue remains unresolved, it will be taken to the Leadership Team at a special meeting, facilitated by the Neighborhood Advocate. Documentation and/or witnesses would be required at this time to substantiate and verify facts involving the conflict.
  - Step 3, if a Leadership Team meeting fails to resolve the conflict, we would use professional mediation provided by the City of Tucson or an alternative mediation

service. At this level compromises will have to be made by the parties concerned.

- Step 4, if there is a failure to reach agreement through professional mediation, the issue will be presented at a General Meeting. If the parties involved in the conflict continue to refuse to cooperate and work together, consequences shall be established and decided at a General Meeting, which may include suspension, probation, or termination from the association.

#### ARTICLE X: DISSOLUTION OF THE KEELING NEIGHBORHOOD ASSOCIATION

The Keeling Neighborhood Association may be dissolved by a two-thirds majority of at least 25 voting members present at a special meeting called for that purpose. Any assets of the association will be transferred to a succeeding neighborhood association or to some other non-profit organization as designated by the voting members at the time of dissolution.

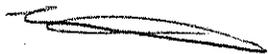
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