

BYLAWS of the
ARMORY PARK NEIGHBORHOOD ASSOCIATION
(Adopted July 2008- Revisions Adopted November 9, 2010)

ARTICLE ONE

PURPOSE AND FUNCTION

.1 PURPOSE

The purpose of the Armory Park Neighborhood Association (hereinafter “APNA” or “the Association”) is to ensure that the neighborhood known as the Armory Park Historical Residential District (hereinafter “Neighborhood”) shall maintain its historical aesthetic qualities and to promote, as well as provide for, desirable neighborhood improvements.

.2 FUNCTIONS

- .2.1 To have an influence on the location and types of businesses, services and developments (including open space) that occur in the Neighborhood, and to support projects in the area that are compatible with the residential and historic character of the Neighborhood.
- .2.2 To advocate for the prevention of high-rise and industrial encroachment within the Neighborhood and adjacent neighborhoods.
- .2.3 To promote the protection and preservation of contributing historic buildings in the Neighborhood and surrounding boundaries –(i.e., Safford School, Carnegie Library building, etc.)
- .2.4 To create programs and events that foster community relationships and offer opportunities for residents to become actively involved in Neighborhood issues.
- .2.5 To discourage large commercial vehicles from using the Neighborhood as a thoroughfare.
- .2.6 To collect membership fees and/or raise enough funds to cover the Neighborhood annual budget.
- .2.7 To perform other such duties or activities that are compatible with these functions.

.3 BOUNDARIES

The association shall encompass the areas bounded on the North by Broadway/Toole/ 12th Street; East by Third Avenue/ Union Pacific Avenue/ Southern Pacific Avenue/2nd Avenue; South by 19th Street; West by Sixth Avenue/ Stone Avenue; and as represented on the (attached) map certified by the Department of Neighborhood Resources as of October 10, 2005, and revised by vote of the Association on November 9, 2010.

ARTICLE TWO

MEMBERSHIP

.1 CLASSES OF MEMBERSHIP

There shall be two classes of members, Voting and Associate.

.2 QUALIFICATIONS FOR MEMBERSHIP

.1 **Voting Members:** Any individual, business, organization or agency that owns property in or resides in the Armory Park Neighborhood is eligible to be a Voting member of the Association, providing membership dues are current. Businesses, organizations or agencies that are voting members carry one vote per business, organization or agency.

.2 **Associate Members:** An Associate member may be an individual, business, organization or agency with an interest in the Armory Park Neighborhood, who does not own property or reside within the limits of the Neighborhood, providing membership dues are current.

.3 NONDISCRIMINATION

No aspect of membership shall be denied solely on the basis of race, color, age, sex, sexual preference, gender orientation, creed, disability, or national origin.

.4 FEES

.4.1 **Dues:** The Board shall determine the dues for Voting and Associate members. Dues shall be paid on an annual basis.

.4.2 **Past Due Fees:** The Board shall decide when any dues or assessments have become past due. All rights and prerogatives of membership shall cease when fees have been determined to be past due.

.5 PREROGATIVES AND OBLIGATIONS OF MEMBERS

.5.1 Voting Members

.5.1.1 Voting members may attend and vote on all matters presented at general and special meetings of the Membership.

.5.1.2 Voting members may hold office and sit on or serve as chairperson of any APNA committee.

.5.1.3 Voting members may cause any issue to be discussed by the Board by presenting a request, in writing, to the President or presiding officer of the Board.

.5.1.4 Voting members shall promptly pay, upon appropriate notice, any and all dues of the Association.

.5.1.5 Voting members may attend and observe any meeting of the Board or any committee meeting of the APNA.

.5.1.6 Voting members shall comply with all rules and bylaws of the Association.

.5.2 Associate Members

- .5.2.1 Associate members may attend general and special meetings of the Membership, but not vote on issues presented at the meetings. Associate members may not vote for officers or members of the Board of Directors.
- .5.2.2 Associate members may not serve on the Board of Directors, hold office or serve as chairperson of any APNA committee. Associate members may serve on any committee of the Association.
- .5.2.3 Associate members may cause any issue to be discussed by the Board by presenting a request, in writing, to the President or presiding officer of the Board.
- .5.2.4 Associate members may attend and observe any meeting of the Board or any committee meeting of the APNA.
- .5.2.5 Associate members shall promptly pay, upon appropriate notice, any and all dues of the Association.
- .5.2.6 Associate members shall comply with all rules and bylaws of the Association.

.6 QUALIFICATIONS, PREROGATIVES AND OBLIGATIONS GENERALLY

The Board of Directors may waive any qualification, prerogative or obligation in this Article at its discretion, when such waiver shall serve the best interests of the Neighborhood and/or the Association. The fact that the Board elects to affect such waiver in any instance shall not constitute a commitment to issue such a waiver in any other instance.

2.7 BEHAVIOR

Participation at any level is conditioned upon courtesy and respect for all individuals.

ARTICLE THREE

OFFICERS AND ORGANIZATION

.1 OFFICERS

- .1.1 The duties of the officers shall be as follows:
 - .1.1.1 **President:** The President presides as the chair at all Board and Membership meetings, and shall act for and on behalf of the Membership, and deal with the day-to-day business of the Association. The previous year's President shall present a summary of activities, accomplishments, and pertinent issues to the incoming President in a timely manner.

- .1.1.2 **Vice President:** The Vice-President shall share in the day-to-day Association business as delegated by the President, and in the absence of the President, shall assume all of the duties and prerogatives of that office.
- .1.1.3 **Secretary:** The Secretary shall keep the permanent records of the Association, including a current list of the Board, the minutes of all regular and special meetings, and shall provide copies of such minutes to each Board member within thirty (30) days of the meeting. The Secretary shall keep records of majority and minority opinions expressed when a vote occurs, if written records are provided. The Secretary may write all letters on behalf of the Association that are of a general nature and do not fall within the purview of a designated committee of the Association. The Secretary shall maintain all permanent files of the Association, although the President may elect to maintain a set of “working” files.
- .1.1.4 **Treasurer:** The Treasurer shall maintain the books and records of the current year including reconciling the bank accounts, depositing all receipts and making all payments in a timely manner, as well as maintaining a permanent record of all financial business of the Association. The Treasurer shall provide financial statements which will include a statement of assets and liabilities and a statement of cash receipts and disbursements at each regularly scheduled Board meeting or whenever requested by the Board. See paragraph 6.2.1 and 6.2.2 herein for further description of the financial statements. He or she shall file the annual Arizona Corporation Commission report, with an annual financial statement attached, with the Commission, on an annual basis. He or she shall serve as statutory agent of the Association by notifying the Commission as prescribed on the annual report.

2 THE BOARD OF DIRECTORS

- .2.1.1 The duties and composition of the Board of Directors (herein known as the “Board”) shall be as follows:
- .2.1.2 **Purpose:** The Board shall serve in directing and advising the Officers of the Association in all matters.
- .2.1.3 **Composition:** The Board shall be comprised of twelve (12) voting members, four of whom are the officers enumerated in Article Three. The Board shall be nominated and elected by the Voting members. At least 75% of the board must be residents. No more than one member from the same household may be on the board at the same time.
- .2.1.4 **Removal From Office:** Board members who do not attend a meeting will be recorded as absent. The President may remove any member of the Board who is absent for three consecutive Board meetings, or who is absent for a total of four meetings during any 12-month period from the Board. This removal shall result in a Board vacancy.

- .2.1.5 **Term:** Board members shall serve for three-year terms, beginning in the January after their election. The officer's positions shall be filled from members of the Board. The term for serving as an officer shall be one year. The Voting members at the November elections shall elect officers annually from the newly elected Board. An officer shall serve no more than two consecutive terms in the same office, nor more than four consecutive terms as an officer in any position.
- .2.1.6 **Actions:** Any action or position taken by a Board member representing the Association shall be approved by a majority vote of the Board prior to taking that action.
- .2.1.7 **Alternate Members of the Board:** At least two Alternate members of the Board shall be elected each year. Voting members are eligible to serve as Alternate members of the Board.
- .2.1.8 **Vacancy:** The President may appoint an Alternate Board Member to the Board to fill any vacant board seat. If at any time an insufficient number of Alternate Board members exists, a special meeting of the Voting membership shall be held to elect sufficient numbers of Alternate members to satisfy the requirements of the Association. A simple majority of those present at the special meeting will serve to elect Alternate members in this situation.
- .2.1.9 **Officer Vacancy:** Any officer vacancy shall be filled from the Board by a majority vote of the Board, The ensuing vacancy on the Board would then be filled with an Alternate member as specified above
- .2.1.10 **Quorum:** A quorum is required to conduct the formal business of the Association. A quorum is one-half plus one members of the current board.
- .2.1.11 **Majority Vote:** For those issues requiring a majority vote of the Board, a majority shall be declared as more than half of the votes cast. Abstentions shall be called for and named in the minutes, but will have no effect on the calculation of the vote. The president votes only to make or break a tie. No vote shall be recorded as "unanimous" in the minutes or other official association records or correspondences if there is any number of abstentions or absences.
- .2.1.12 **Annual Meeting:** The meeting at which board elections are held shall be considered the Annual Meeting.
- .2.1.13 **Conflict of Interest:** In the event of any conflict or potential conflict between the interests of the Association and the interests of a Director or Officer, the interested Director or Officer must advise the Board of the conflict or potential conflict, and must refrain from participating in any action or from influencing any transaction in which the Director or Officer has an interest.

- .2.1.14 **Fiduciary Responsibility:** Directors and Officers of the Association have a fiduciary responsibility to the Association.

.3 COMMITTEES

- .3.1 The committees of the Association, their purposes and responsibilities shall be as follows:

.3.1.1 **Committees:** The Board shall establish Standing Committees and their chairpersons when an on-going concern needs to be addressed. The Board shall establish Ad Hoc Committees when short-term issues arise. Each committee shall receive a statement of scope and purpose from the Board at the time the committee is formed. Standing committees and their chairpersons shall be approved by a majority of voting Board members and shall be re-approved at the first board meeting of the new year. Each committee shall prepare a proposed statement of Policies and Procedures for Board approval within thirty (30) days of the formation of a committee.

.3.1.2 **Executive Committee:** An Executive Committee shall be established by the Board at the first board meeting of the new year.

.3.1.3 **Composition:** The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer and one other Board member. The majority of those Board members present shall elect this Board member.

.3.1.4 **Prerogatives:** The Executive Committee shall meet and act only in emergencies. An emergency shall exist when an issue of vital importance to the Association arises and a quorum of the Board cannot be established. All actions taken by the Executive Committee must be ratified by the full Board at its next regular meeting. All members of the Board shall be notified of any meeting of the Executive Committee, and may attend such meetings as observers, but may not vote.

.3.2 COMMITTEES GENERALLY

.3.2.1 Each committee shall include at least one Board member.

.3.2.2 Each committee shall be responsible to maintain accurate records of its activities and shall generate any correspondence appropriate to its delegated responsibility. Copies of all records and correspondences that involve APNA policies or positions shall be forwarded to the President who will forward them to the Secretary for inclusion in the permanent files of the Association. A copy of the correspondence will also be available to Board members at the next regular meeting.

- .3.2.3 Any vacancy in the position of a committee chairperson shall be filled by a majority vote of the Board.
- .3.2.4 Committee chairpersons and their committees shall have full responsibility and authority to fulfill their slated purpose while staying within their budget and guidelines.
- .3.2.5 Each committee chairperson shall submit an annual written summary of committee activity to the President each December. The Board shall review and update committee position statements and policies on major issues at the first board meeting of the new year.

ARTICLE FOUR

MEETINGS

- .1 MEETINGS
 - .1.1 **Number of Meetings:** At least ten (10) Association meetings shall occur during the calendar year.
 - .1.2 **Election Meeting:** A meeting will be held each November for the purpose of electing board members and officers for the coming year. Other board business may occur at that meeting. This meeting will be considered the Annual Meeting of the Association per section 3.2.1.12.
 - .1.3 **First Quarter Meeting:** A meeting will be held during the first quarter of the new calendar year for the purpose of introducing the new board to the Association and for the new board to inform the Association of their goals and objectives for the year.
 - .1.4 **Board Meetings:** Board members will meet with enough regularity to be effective. All board meetings are open meetings that anyone may attend.
 - .1.5 **Strategic Planning Meeting:** A Strategic Planning Meeting shall occur prior to the First Quarter Meeting in section 4.1.3.
 - .1.6 **Open Meetings:** All meetings of the Association are open meetings that anyone may attend.
 - .1.7 **Notice:** A system for notification of Association meetings shall be established to inform Armory Park residents and Association Members of meetings. Notices will be distributed at least ten (10) days prior to meetings.
 - .1.8 **Special Meetings:** Any twenty-five (25) Association Members or five (5) Board Members may petition the President to convene a Special Meeting. Upon receipt of such a request, the President shall promptly cause a Special Meeting to occur. Reasonable notice of the Special Meeting shall be made.

.2 CONDUCT OF BUSINESS

All meetings of the Association shall be conducted in accordance with these Bylaws. Robert's Rules of Order shall be used as the general guide for the conduct of business for issues where the Bylaws are silent and other issues as necessary.

ARTICLE FIVE

NOMINATIONS AND ELECTIONS

An Elections Committee shall be established for the nomination and election of Officers, members of the Board, and Alternate members of the Board. This committee shall consist of a minimum of three persons appointed by the Board at least thirty (30) days prior to the election. The President will appoint one of the committee members to serve as Chairperson.

- .1 **Slate of Candidates:** The Elections Committee will present a slate of candidates at the November meeting of the General Membership. Nominations will also be accepted from the floor.
- .2 **Election Tellers:** The Elections Committee will select two Voting members to serve as Tellers during the election. Tellers will be responsible to collect and tabulate votes during the election. Any member wishing to monitor the conduct of the balloting may do so.

2 ELECTIONS

- .2.1 **Secret Ballot:** All elections shall be conducted by secret ballot. The board may decide to allow an acclamation vote for certain uncontested items at its discretion with consent of those present.
- .2.2 **Eligibility to Vote:** Voting members who have fully paid their dues at least thirty (30) days before an election are eligible to vote in that election.
- .2.3 **Votes:** A simple majority of those votes cast will result in the successful election of an individual to a position or office.
- .2.4 **Staggered Terms:** Members of the Board shall be elected on staggered terms with one-third of the members being elected each year.

ARTICLE SIX

FINANCE

- .1 **ASSETS**
- .1.1 **Bank Accounts:** All liquid assets of the Association shall be maintained in a checking and/or savings account at a federally insured financial institution.

- .1.1.1 **Signatures:** All officers of the Association shall execute signature cards. The signature of any two officers shall be required for all disbursements and withdrawals above \$100.00 from APNA accounts.
- .1.1.2 **Interest Bearing Instruments:** With the advice and consent of the majority of the Board, the Treasurer may invest Association funds into interest-bearing accounts or instruments, which are non-speculative and felt to be of low or moderate risk.
- .1.1.3 **Withdrawal/Application of Funds:** The withdrawal and or application of any Association funds not already allocated in the approved operating budget shall require the prior approval of a majority of those members of the Board voting.
- .1.1.4 **Petty Cash:** The Treasurer may maintain a petty cash fund of no more than \$100.00 to cover incidental, small expenditures. Any transfer or application of cash to or from the petty cash fund will require a written receipt and must be reported to the Board at its next regular meeting.
- .1.1.5 **Board Designated Funds:** At any time, the Board, in its sole discretion, may designate certain monies to be applied only for certain purposes. These funds shall not be available to the Association for operations or other uses without Board action.

.2 REPORTS AND AUDITS

- 6.2.1 **Regular Reports:** The Treasurer shall provide monthly financial statements including a statement of assets and liabilities and a statement of cash receipts and disbursements at every regular Board meeting, regardless of his or her ability to personally attend the meeting. The statement of assets and liabilities shall be as of the end of the month ending prior to the month the meeting is held. The statement of receipts and disbursements shall be for the month ending and year to date through the end of the month ending prior to the month the meeting is held.
- .2 **Annual Report:** The Treasurer shall prepare financial statements including a statement of assets and liabilities and a statement of cash receipts and disbursements as of and for the year ending December 31st, the fiscal year of the Association. If there is a change in the office of the Treasurer, the predecessor Treasurer shall be responsible for the month of December and the year-end financial statements and provide them to his or her successor before the January meeting of the New Year.
- 6.2.3 **Audits:** An audit of the books of the Association shall be conducted annually and whenever a different individual assumes the office of Treasurer. The audit shall be conducted by a qualified individual who is not a member of the Board. Said individual will be selected by a majority vote of the Board. A majority of the Board members may request an audit to be performed at any time. Audit results must be presented to the board.

.3 BUDGET

An annual operating budget will be adopted by a majority of the board before the First Quarter Meeting defined in section 4.1.3. The operating budget may subsequently be amended by a majority of those Board members voting.

.4 ASSET MANAGEMENT

A minimum cash balance of \$1,000 shall be maintained at all times. At no time shall the board approve expenditures that will cause the association to reduce its total cash balance below \$1,000.

ARTICLE SEVEN

ADOPTION AND AMENDMENT

.1 PROPOSED AMENDMENTS

Any proposed amendments to these Bylaws must be distributed to Association members at least thirty (30) days prior to the meeting where the amendments will be considered for adoption.

.2 ADOPTION

A three-quarters vote of Board members is required to adopt amendments to these Bylaws.

.3 EFFECT

Amendments to these Bylaws become effective upon an affirmative vote of three-quarters of the Board members.

Armory Park Neighborhood Association 2010 Reconciled Boundary

