

CURRENT BYLAWS

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BY-LAWS

OF

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**BLNMAN - ELM NEIGHBORHOOD ASSOCIATION**

**PREAMBLE**

Blenman - Elm Neighborhood Association is formed (i) to provide open channels of communication among the residents of the Blenman-Elm neighborhood in order that they may make informed decisions on issues which affect the quality of life in this and other urban neighborhoods and (ii) to foster neighborhood improvement in order to preserve and protect the quality of life of the neighborhood's residents.

**ARTICLE I**

Name, Boundaries

1. The name of the Association shall be Blenman-Elm Neighborhood Association, Inc.
2. The Association shall encompass the following geographic areas of Tucson, Arizona, hereinafter referred to as the "Neighborhood":
  - a. The area bounded by Speedway Boulevard on the South, Grant Road on the North, Country Club Road on the East and Tucson Boulevard on the West; plus:
  - b. The area bounded by Speedway Boulevard on the South, Elm Street on the North, Tucson Boulevard on the East and Campbell Avenue on the West; plus:

- c. All lots located on the North side of Elm Street between Tucson Boulevard and Campbell Avenue and including those lots both on the cul-de-sac named Potter Place and in the development known as Potter Park, both of which are accessed from the north side of Elm Street at Wilson Avenue.

## ARTICLE II

The purposes of the Association shall be:

1. To maintain the present viable low density and primarily residential character of one of Tucson's most outstanding inner-city neighborhoods.
2. To provide a vehicle for Neighborhood land-use and transportation planning and encourage beneficial and compatible uses in keeping with the character of the Neighborhood, including the development of standards for architecturally compatible buildings and other improvements which enhance the character of the Neighborhood.
3. To discourage undesirable commercial intrusion throughout the Neighborhood.
4. To discourage the encroachment of high rise developments not compatible with other structures and uses in the Neighborhood.
5. To discourage uses, development, and activities which would materially increase automobile traffic hazards for schools, churches and residents in the Neighborhood and adjoining neighborhoods or which would otherwise adversely affect the Neighborhood and its residents.

6. To conduct activities beneficial to the Neighborhood and which support the foregoing purposes and to establish cooperative alliances with other neighborhood associations for the achievement of common goals.

7. To foster and encourage a sense of community and cooperation among the residents, schools, churches and businesses of the Neighborhood.

### **ARTICLE III**

#### Activities

This Association is organized to engage exclusively in non-profit activities permitted to be carried on by a non-profit corporation under Arizona law.

### **ARTICLE IV**

#### Members

1. Membership: Membership shall not be denied any person on the basis of race, sex, creed, or views or opinions contrary to the goals or purposes of the Association. Voting membership shall be open to any person, over eighteen (18) years of age, who resides or is the property owner of property located in, or an organization or business establishment located within the Neighborhood. Associate membership shall be available to any interested person under eighteen (18) years of age, any person residing outside of the Neighborhood, or any business or other organization located outside of the Neighborhood. Each household or business within the Neighborhood shall be entitled to only one vote.

2. Dues. Dues for each category of membership shall be any amount each household, business or organization wishes to contribute with the minimum annual contribution being \$5.00 per household, business or organization. The required dues for membership may be modified by the Board of Directors at any time. Annual dues must be paid in order to become a voting member of the Association, and shall be payable at the annual meeting or any time prior thereto for the one-year period following each such annual meeting.

3. Annual Meetings: Annual meetings of members shall be held on the first Wednesday in November, if not a legal holiday, and if a legal holiday, then on the next business day following, or at such other date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. At the annual meeting, members shall elect the Board of Directors and transact such other business as may properly be brought before the meeting.

4. Notice of Annual Meeting: Written notice of the annual meeting stating the place, date, and hour of the meeting shall be given to each member of record entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting. Members entitled to vote at the meeting shall be those members who have paid the annual membership dues established under these Bylaws.

5. Membership Roll: The officer who has charge of the membership roll of the Association shall prepare and make, prior to the annual meeting of members, a complete list of the current members entitled to vote at the meeting. Such list shall be open to the

examination of any member, for any purpose germane to the meeting, during the course of the annual meeting.

6. Order of Business at Members' Meetings: Unless inconsistent herewith, Robert's Rules of Order will be followed during the course of the meetings. Order of business at all meetings of members, shall be as follows:

- (a) Calling the roll, unless the same shall be waived;
- (b) Secretary's proof of due notice of meeting;
- (c) Reading and disposal of any unapproved minutes;
- (d) Reports of officers, annual and otherwise;
- (e) Election of directors;
- (f) Unfinished business;
- (g) New business; and
- (h) Adjournment;

7. Special Meetings of Members: Special meetings of the members, for any purpose or purposes for which the Association has been formed, unless otherwise proscribed by statute, by the Articles of Incorporation, or by these Bylaws may be called by the President and shall be called by the President or Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of twenty-five (25) members entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

8. Notice of Special Meeting: Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is

called shall be given not less than ten (10) days nor more than fifty (50) days before the date of the meeting to each member of record entitled to vote at such meeting. Business transacted at any special meeting of members shall be limited to the purposes stated in the notice.

9. Quorum and Adjournment: A majority of the members entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum at all meetings of the members for the transaction of business. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote at the meeting, present in person or represented by proxy, shall have power to adjourn the meeting to another time or place, without notice other than announcement at the meeting at which adjournment is taken, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.

10. Majority Required: When a quorum is present at any meeting, the vote of a majority of the members present, whether in person or represented by written, signed proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the statutes or of the Articles of Incorporation, a different

vote is required, in which case such express provision shall govern and control the decision of such question.

## ARTICLE V

### Directors

1. Number: The number of directors which shall constitute the whole Board shall not be fewer than ten (10) nor more than twenty-five. The directors shall be elected at the annual meeting of the members, except as provided in Section 2 of this Article, and each director elected shall hold office until his or her successor is elected and qualified.

2. Attendance: A Director who is absent from a regular meeting three or more times without excuse within any one year shall automatically be removed from the board. A director's absence may be excused by notification of one of the officers of the Association prior to the meeting.

3. Vacancies: Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by the affirmative vote of a majority of the remaining directors then in office, though not less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by the statute.

4. Powers: The affairs of the corporation shall be managed by its Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts as are not by statute, the Article of Incorporation, or these by-laws directed or required to be exercised or done by the members.

5. Place of Meetings: The Board of Directors of the corporation may hold meetings, both regular and special, either within or without the State of Arizona.

6. Annual Meetings: The first meeting of each newly elected Board of Directors shall be held immediately following the annual meeting of members and in the same place as the annual meeting of members, and no notice to the newly elected directors of such meeting shall be necessary in order legally to hold the meeting, providing a quorum shall be present. In the event such meeting is not held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver of all of the directors.

7. Regular Meetings: Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.

8. Special Meetings: Special meeting of the Board may be called by the President or the Secretary on two (2) days' notice to each director, either personally, by mail, by telegram, or by telephone or other electronic means; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) directors.

9. Quorum: A majority of the membership of the Board of Directors shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the directors then present may adjourn the meeting to another time or place, without notice other than announcement at the meeting, until a quorum shall be present.

10. Action without Meeting: Unless otherwise restricted by the Articles of Incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

11. Waiver of Notice: Attendance of a director at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened or called. Any director may waive notice of any annual, regular or special meeting of directors by executing a written notice of waiver either before or after the time of the meeting.

## ARTICLE VI

### Officers

1. Designation of Titles: The officers of the corporation shall be chosen by the Board of Directors and shall be a president, a vice president, a secretary and a treasurer. The Board of Directors may also choose a chairman of the board, additional vice presidents, and one or more assistant secretaries and assistant treasurers. Any number of offices, except the offices of president and secretary, may be held by the same person, unless the Articles of Incorporation or these by-laws otherwise provide.

2. Appointment of Officers: The Board of Directors at its first meeting after each annual meeting of members shall, by a majority vote, elect a president, one or more vice presidents, a secretary, and a treasurer, each of whom shall serve at the pleasure of the Board of Directors. The Board of Directors at any time may appoint such other officers and agents as it shall deem necessary to hold offices at the pleasure of the Board of Directors and to exercise such powers and perform such duties as shall be determined from time to time by the Board.

3. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors at any time.

4. No Compensation: All officers shall serve without compensation. Any expenses incurred by an officer for a proper purpose of the Association may be reimbursed by action of the Board of Directors.

5. President: The President shall preside at all meetings of members and at all meetings of the Board of Directors. The President shall sign all deeds and conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of the Association, and shall act as operating and directing head of the Association, subject to policies established by the Board of Directors.

6. Vice Presidents: There shall be as many Vice Presidents as shall be determined by the Board of Directors from time to time, and they shall perform such duties as from time to time may be assigned to them. Any one of the Vice Presidents, as authorized by the Board, shall have all the powers and perform all the duties of the President in case of the temporary absence of the President or in case of his or her temporary inability to act. In case of the permanent absence or inability of the President to act, the office shall be declared vacant by the Board of Directors and a successor chosen by the Board.

7. Secretary: The Secretary shall see that the minutes of all meeting of members, of the Board of Directors, and of any standing committee are kept. The Secretary shall be the custodian of the corporate seal, if any, and shall affix it to all proper instruments when deemed advisable by him or her. The Secretary shall give or cause to be given required notices of all meetings of members and of the Board of Directors. The Secretary shall have charge of all the books and records of the Association except the books of account, and in general shall perform all the duties incident to the office of secretary of a corporation and such other duties as may be assigned to him or her.

8. Treasurer: The Treasurer shall have general custody of all the funds and securities of the Association except such as may be required by law to be deposited with any state official. The Treasurer shall see to the deposit of the funds of the Association in such bank or banks as the Board of Directors may designate. Regular books of account shall be kept under his or her direction and supervision, and he or she shall render financial statements to the President, directors, and members at proper times. The Treasurer shall have charge of the preparation and filing of such reports, financial statements, and returns as may be required by law. The Treasurer shall give to the Association such fidelity bond as may be required, if any, and the premium therefor, if any, shall be paid by the Association as an operating expense.

9. Assistant Secretaries. There may be such number of Assistant Secretaries as from time to time the Board of Directors may fix, and such persons shall perform such functions as may from time to time be assigned to them. No Assistant Secretary shall have power or authority to collect, account for, or pay over any tax imposed by any federal, state or city government.

10. Assistant Treasurers: There may be such number of Assistant Treasurers as from time to time the Board of Directors may fix, and such persons shall perform such functions as from time to time may be assigned to them. No Assistant Treasurer shall have the power or authority to collect, account for, or pay over any tax imposed by any federal, state or city government.

ARTICLE VII

Repeal, Alteration or Amendment

These By-Laws may be repealed, altered or amended, or substitute By-Laws may be adopted at any time by a majority of the Board of Directors or the members at a regular or special meeting thereof called specifically for that purpose.

*R. Churchill, President*  
Officer or Director  
Date; *8/10/94*

*[Signature]*  
Officer or Director  
Date; *8/10/94*