

## BYLAWS

### MILLVILLE NEIGHBORHOOD ASSOCIATION

#### ARTICLE I. NAME AND BOUNDARIES

A. The name of the Association shall be MILLVILLE NEIGHBORHOOD ASSOCIATION.

B. The Association shall encompass the areas generally bounded as follows and as more specifically shown on the map attached as Exhibit A attached hereto:

On the north by the Union Pacific railroad tracks;  
On the south by 22<sup>nd</sup> Street and 23<sup>rd</sup> Street as shown on Exhibit A; and  
On the west by the Nogales Spur Line and Jacobus as shown on Exhibit A.

#### ARTICLE II. MEMBERSHIP

A. The membership of this Association shall be residents, property owners and businesses within the neighborhood.

B. A Voting Member shall be a household, a business or a property owner within the neighborhood. Each household, business or property owner within the neighborhood shall be entitled to one (1) vote.

C. Dues will be determined from time to time by the Voting Members. The dues for the first year of the Association shall be from October 19<sup>th</sup> to September 30<sup>th</sup>. Thereafter the dues shall be for a fiscal year beginning on October 1<sup>st</sup> through September 30<sup>th</sup>. The annual dues shall be \$10.00 per Voting Member for each fiscal year. If a hardship exists, a waiver of dues will be considered by a membership committee. Donations are also accepted.

D. Membership shall not be denied on the basis of views or opinions contrary to the goals and purposes of the Association.

#### ARTICLE III. MEETINGS

A. Place of Meetings: All meetings of the Voting Members shall be held at such place as may be fixed from time to time by the Board of Directors, or in the absence of the direction by the Board of Directors, by the President or Secretary of the Association. A place in the City of Tucson shall be stated in the notice of the meeting.

B. Annual Meeting. Annual meetings of the Voting Members shall be held in the month of October of each year on a day set by the Board of Directors. The annual meeting may also be held on 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 the Voting Members

shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

C. Notice of Annual Meeting. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given not less than five (5) nor more than thirty (30) days before the meeting to each Voting Member.

D. Meetings Public. All meetings shall be public and open to any interested persons.

E. Voting Member. A Voting Member shall be a person who either resides or owns real property within the Millville neighborhood or is a business, agency or organization who either rents or owns real property within the neighborhood. A Voting Member shall be entitled to one (1) vote, providing that that Member is registered with the Association and is in good standing. Each person who attends the Association meetings as a Voting Member or as a representative of a business, agency or organization which is a Voting Member, shall have no more than one (1) vote, whether that person is a Voting Member and/or represents one or more businesses, agencies or organizations who are Voting Members.

F. Member in Good Standing. A Member in good standing for the October 19, 2005 meeting shall consist of one adult member of the household, business, renter or property owner. A Member in good standing thereafter shall be one adult member of the household, business or property whose dues are current and who has been present at a minimum of two (2) meetings during the previous 12 months as recorded on the sign-in sheet at each meeting. (The September 28, 2005 and October 19, 2005 qualify as meetings.)

G. Special Meeting of Members. Special meetings of the Members for any purpose or purposes may be called by the President and shall be called by the President or Secretary at the request in writing of the Board of Directors or at the request in writing of not less than fifty-one percent (51%) Voting Members. Such request shall state the purpose or purposes of the proposed meeting.

H. Notice of Special Meeting. Written notice of a special meeting stating the date, place and hour of the meeting and the purpose or purposes therefor shall be given not less than five (5) days nor more than twenty (20) days before the date of the meeting. Notice shall be given to each Member.

I. Quorum and Adjournment. Fifteen (15) Voting Members who are present in person shall constitute a quorum at all meetings of the Members for the transaction of business. If such quorum shall not be present at any meeting of the Members, the Members entitled to vote at the meeting present in person shall have the power to adjourn the meeting to another time or place without notice, other than announcement at the meeting at which the adjournment is taken, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than fifteen (15) days, a notice of the adjourned meeting shall be given to each Member.

J. Majority Required. When a quorum is present at any meeting, a majority of Voting Members shall decide any question brought before such meeting unless the question is one which by express provision of the Charter or these Bylaws requires a different vote, in which case such express provision shall govern and control the decision of such question.

#### ARTICLE IV. BOARD OF DIRECTORS

A. Election and Number. There shall be eight (8) directors of the Association. The directors shall be elected by the Voting Members at the annual meeting. At the initial meeting four (4) directors shall be elected for a two-year term, and four (4) directors shall be elected for a four-year term. Thereafter, each director shall be elected for a four-year term so that there will be an overlapping directorship.

B. Vacancies. Vacancies may be filled by the affirmative vote of a majority of the remaining directors then in office, though not less than a quorum, and the director or directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified. If there are no directors in office, then an election of the directors shall be held by the Voting Members.

C. Management. The business and affairs of the Association shall be managed by its Board of Directors.

D. Place of Meeting. The Board of Directors of the Association may hold meetings, both regular and special, within the City of Tucson.

E. Annual Meeting. The first meeting of the newly elected Board of Directors shall be held immediately following the organizational meeting of the Members and shall be in the same place as the annual meeting of the Members, and no notice of such meeting shall be necessary in order to legally hold such meeting, providing a quorum shall be present. In the event that 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 a special meeting of the Board of Directors or as shall be specified in a written waiver signed by all of the directors.

F. Regular Meetings. Regular meetings of the Board of Directors may be held with notice to all directors at such time and place as shall be determined from time to time by the Board.

G. Special Meetings. Special meetings of the Board of Directors may be called by the President or Secretary on one (1) day's notice to each director, either personally or by telephone. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of three (3) directors.

H. Quorum. A majority 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 Charter. 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.

I. Committees. From time to time the Board may appoint committees for any purpose or purposes, who shall have such powers as shall be specified in a resolution of appointment.

J. Compensation. No compensation shall be paid to any director for service in such capacity. A director may be paid any reasonable expense incurred on behalf of the Association which is approved by the Board of Directors.

K. Nominations. Nominations of Members for the Board of Directors shall be made from the floor at the annual meeting and/or from a slate presented by a nominating committee.

L. Removal. Any director may be removed from office by a two-thirds (2/3) vote of the Voting Members at a meeting called for that purpose.

#### **ARTICLE V. OFFICERS**

A. Designation of Titles. The officers of the Association shall be chosen annually from the Board of Directors by the Board of Directors and shall be at a minimum a President, a Vice President, a Secretary and a Treasurer. The President shall act as Chair of the Board.

B. The President shall call and preside at all meetings, shall act for and in behalf of the membership of the Association, and shall act as official spokesperson for the Association.

C. The Vice President shall, in the absence of the President, assume all of the duties of that office and shall be responsible for publicity and notifications of meetings of the Association.

D. The Secretary shall keep a permanent record of all formal meetings and all legal documents and legal transactions of the Association. The secretary shall transcribe the minutes of each meeting and shall maintain a file copy of same and submit a copy of the minutes to the Department of Neighborhood Resources, City of Tucson.

E. The Treasurer shall keep all financial receipts and a permanent record of all financial business of the Association. An up-to-date financial report shall be submitted at each meeting. The Treasurer shall be responsible for membership.

F. Any officer may be removed from an office by a two-thirds (2/3) vote of the Voting Members at a special meeting called for that purpose.

#### **ARTICLE VI. COMMITTEES**

A. The President shall have the power to appoint committees as necessary to implement the purposes of the Charter.

B. The President shall be an ex-officio Member of all committees.

## **ARTICLE VII. FISCAL RESPONSIBILITY**

A. Expenditures of funds of the Association may not be made without the signature of at least two (2) of the four (4) officers, of which at least one (1) shall be the President and Treasurer.

B. Financial records and funds of the Association shall be audited at least once a year by a committee of at least two (2) Voting Members appointed by the President prior to a new Treasurer's taking office.

## **ARTICLE VIII. INDEMNIFICATION**

Each director and officer of the Association now or hereafter serving as such shall be indemnified by the Association against any and all claims and liabilities to which he or she has or may become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected as such director or officer and the Association shall reimburse each such person for all legal expenses reasonably incurred in connection with any such claim or liability or wrong payments made by him or her in satisfaction of such claim or claims, either by compromise or in satisfaction of a judgment. No such person shall be indemnified against, or be reimbursed for any expense or payments incurred in connection with, or any claim or liability established to have arisen out of his or her own willful misconduct or gross negligence.

The right of indemnification hereinabove provided for shall not be exclusive of any right to which any director or officer of the Association may otherwise be entitled by law.

## **ARTICLE IX. AMENDMENT OF BYLAWS**

These Bylaws may be repealed, altered or amended, or substitute Bylaws may be adopted, at any time by a majority of the Board of Directors or by a two-thirds ( $\frac{2}{3}$ ) vote of the Voting Members at a meeting held for that purpose. Proposed amendments shall be sent to all Members at least ten (10) days in advance of the meeting where action is to be taken on a vote of the Voting Members.

## **ARTICLE X. GENERAL**

A. The rules in the current edition of Robert's Rules of Order shall govern the Association, the Board of Directors, and all subcommittees in all cases to which they apply and do not conflict with the specific provisions of this Charter and Bylaws or any special rules that the Association may adopt.

B. 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.

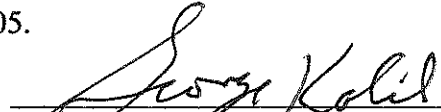
C. No officer, representative, spokesperson or Member shall have any financial liability of the Association.

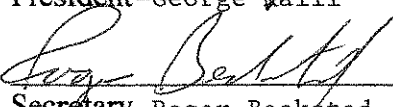
D. No officer, representative, spokesperson or Member shall have the authority to represent the Association in any matter without the written authorization of the Board of Directors.

**CERTIFICATE OF SECRETARY**

I hereby certify that the foregoing copy of the Bylaws is a true and correct copy of the Bylaws of the Association as the same were adopted at the first meeting of the Board of Directors.

DATED this 20 day of October, 2005.

  
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President - George Kalil

  
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Secretary - Roger Becksted

CURRENT BYLAWS  
Approved by NA: 10-21-05  
Updated in DNR Files: 10-24-05  
Filed by: TF  
 NA folder  
 Bylaws Binders