

CURRENT BYLAWS

Approved by NA: 5-8-91

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CHARTER

and

BYLAWS

of the

PETER HOWELL

NEIGHBORHOOD ASSOCIATION

CHARTER

This neighborhood association is formed to provide the residents of the area surrounding the Peter Howell Elementary School a means to address any and all situations which may affect the quality of life of the residents within the association boundary.

ARTICLE I. NAME AND BOUNDARIES

The name of this association shall be the Peter Howell Neighborhood Association (hereinafter referred to as the "Association"). It shall encompass the area bounded on the north by Speedway Boulevard, on the east by Columbus Boulevard, on the south by Broadway Boulevard, and on the west by Alvernon Way (hereinafter referred to as the "Neighborhood").

ARTICLE II. ORGANIZATION STRUCTURE

Membership qualifications, officers and committees of the Association and the selection and duties thereof shall be defined by the bylaws.

ARTICLE IV. MEETINGS

There shall be an annual meeting and such other meetings as deemed necessary to conduct the business of the Association. Circumstances of these meetings shall be determined by the bylaws.

ARTICLE V. TERM OF CHARTER

Upon approval, this charter shall remain in effect until revoked or amended by a 2/3 majority of the members present at a meeting called for that purpose.

ARTICLE VI. DISSOLUTION OF ASSOCIATION

This Association may be dissolved by a 2/3 majority of the members present at a meeting called for that purpose. Any assets of the Association may be transferred to a successor organization or such other nonprofit organization as designated by the members at the time of dissolution.

BYLAWS
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ARTICLE II. PURPOSE

The purposes for which the Association is established are to ensure the preservation of the integrity of the Neighborhood, retain established land use patterns, and to address any and all problems as shall affect the quality of life in the Neighborhood.

ARTICLE III. MEMBERSHIP

Section 3.1 Eligibility. Membership in the Association is open to any adult resident, owner of real property, or business proprietor within the Neighborhood.

Section 3.2 Dues. Initially no dues shall be assessed by the Association. If in the opinion of the directors it becomes necessary to raise revenues, dues may be assessed with the approval of a 2/3 majority vote of members attending a meeting called at least in part for that purpose. In no case shall payment of dues be a condition of membership or voting privilege.

ARTICLE IV. MEMBERSHIP MEETINGS

Section 4.1 Annual Meeting. The annual meeting of the Association membership shall be held on the third Wednesday in September of each year beginning with the year 1991, at such time and place within the city of Tucson, Arizona, as is specified in the notice of meeting for the purpose of reporting to the membership on the Association's activities for the previous year, electing directors, and transacting such other business as may come before the meeting. In the event the annual meeting can not be held at the designated time, the meeting shall be held as soon thereafter as possible.

Section 4.2 Special Meetings. Special meetings of the membership may be called by the president, a majority of the Board of Directors or by the president upon receipt of a petition signed by not less than 25 members of the Association, and it shall thereupon be

the duty of the secretary to cause a notice of such meeting, including the purpose for which it is to be held, to be given in the manner provided in Section 4.3. The President shall designate the time and place of the meeting.

Section 4.3 Notice of Meetings. Written notice of the time, place and purpose of any meeting of the membership shall be forwarded to each member not less than 10 nor more than 25 days before the meeting.

Section 4.4 Quorum. A quorum must be present at any meeting of the membership in order to conduct business. Twenty of the current members of the Association shall constitute a quorum.

ARTICLE V. BOARD OF DIRECTORS

Section 5.1 General Powers, Number. The business and affairs of the Association shall be managed by a board of not less than 5 nor more than 15 directors which shall exercise all of the powers of the Association. Directors shall receive no compensation for their service.

Section 5.2 Election and Tenure. The initial directors shall be elected at the organizational meeting at which these bylaws are approved and shall serve terms ending on the date of the first annual meeting. Thereafter, directors shall be elected at the annual meeting for a term of one (1) year. Directors may serve successive terms without limitation.

Members willing to serve shall have their names placed on a list of candidates by informing the secretary before the annual meeting. Members may also have their names added to the slate by announcing at the annual meeting before voting starts. If the number of candidates is less than the maximum, the members on the list shall be elected individually by a majority vote or, on a motion from the floor, the entire list may adopted, also by majority vote. If the number of candidates exceeds the allowable number of directors, the presiding officer shall solicit withdrawals. This will be done after first obtaining information as to the location of each candidate's residence, so as to encourage even geographic distribution. If this process fails to adequately reduce the list, the membership shall select the directors by voting for candidates from the list. Location of residence will be reviewed prior to the voting process. Each member shall vote for not more than 15 candidates and not more than 1 vote per candidate, by marking an x next to names on the prepared ballot or by writing in candidates who have announced their willingness to serve at the meeting.

Section 5.3 Vacancies. A vacancy on the Board of Directors shall exist in the event of any of the following:

1. The death of any director.
2. Upon receipt of a letter of resignation from any director.
3. Any director no longer qualifies as a member of the Association according to the criteria specified in Section 3.1.
4. Any director has three consecutive unexcused absences from meetings of the board.

In the event a vacancy occurs, the Board of Directors may fill the vacancy from the membership by appointing a new director to serve until the next annual meeting.

Section 5.4 Annual Meeting of the Board of Directors. The annual meeting of the Board of Directors shall be held following, but not more than 30 days after, the annual meeting of the Association membership. Notice of the meeting shall specify the time, the place within the city of Tucson, Arizona, and the purpose of the meeting. The purpose shall include the election of officers, passing upon reports from the previous year, and transacting such business as shall have been deemed appropriate by the outgoing officers. A report on the results of this meeting shall be provided to the membership within 15 days of the meeting. This report shall include names, addresses, and phone numbers of the members of the board and of the newly elected officers as well as results of any actions taken.

Section 5.5 Regular Meetings. Regular meetings of the Board of Directors shall be held at such times as determined by the board but not less often than quarterly.

Section 5.6 Special Meetings. The special meetings of the Board of Directors may be called by the president, vice president, or by a majority of the directors, and it shall then be the duty of the secretary to cause notice of such meeting to be given as provided in section 5.7.

Section 5.7 Notice of Directors Meetings. Written notice of the time, place, and purpose of each annual or regular meeting of the Board of Directors shall be given to each director at least ten (10) days before such meeting, either personally or by mail, by the secretary, president or vice president or at the direction of any of them. Written notice of the time, place, and purpose of any special meeting of the Board of Directors shall be given to each director at least twenty-four (24) hours before such meeting, either personally or by mail, by the secretary, president or vice president or at the direction of any of them.

- Section 5.8 Quorum. A majority of the then members of the Board of Directors shall constitute a quorum, provided that if less than such majority is present at said meeting, a majority of the directors present may adjourn the meeting to another time. In such event, the secretary shall notify the absent members of the time and place of adjournment.
- Section 5.9 Action Without Meeting. Unless otherwise restricted by these bylaws, any action required 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 consent thereto in writing. The written consent shall be filed with the minutes of proceedings of the board or committee.
- Section 5.10 Liability of Directors for Debts. The private property of the directors shall be exempt from execution or other liability for any debts of the Association and no director shall be liable or responsible for any debts or liabilities of the Association.

ARTICLE VI. OFFICERS

- Section 6.1 Officers. The officers of the Association shall be a president, vice president, secretary, and treasurer, and such other officers as the Board of Directors shall appoint.
- Section 6.2 Election. The Board of Directors shall elect all officers of the Association for terms of one (1) year, or until their successors are elected and qualified. Whenever possible, the president and vice president should reside on opposite sides of 5th Street.
- Section 6.3 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise shall be filled by the Board of Directors. Any officer may be removed from office by a majority vote of the Board of Directors at a meeting called for that purpose.
- Section 6.4 President. Subject to the control of the Board of Directors, the president shall have general supervision, direction, and control of the business and affairs of the Association. He or she shall preside at all meetings of the membership, the directors, and the executive committee, and shall have such other powers and duties as may be prescribed by the Board of Directors.
- Section 6.5 Vice President. In the absence or disability of the president, the vice president shall perform all the duties of the president, and in so acting shall have all the powers of the president. The vice president shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 6.6 Secretary. The secretary shall keep a full and complete record of the proceedings of the Board of Directors and any standing committee(s), shall make service of notice of meetings and any other notices as may be necessary and proper, shall supervise the keeping of all the books and records of the Association except the books of account, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

Section 6.7 Treasurer. The treasurer shall receive all funds of the Association and deposit such funds in the checking or savings account of the Association. The treasurer shall pay out all moneys as authorized by the Board of Directors. The treasurer shall maintain accurate records of all financial business of the Association and shall make a monthly financial report to be submitted to the Board of Directors at each regular meeting for approval. At the end of the fiscal year, the treasurer shall have in order and present all records, receipts and reports to the membership. The treasurer shall be responsible for maintaining the membership roster.

ARTICLE VII. COMMITTEES

Section 7.1 Standing Committees. Standing committees shall include the executive committee and such other standing committees as shall be designated by the Board of Directors. Members of the other standing committees shall be selected in such manner as designated by the board at such time as the committee is authorized.

Section 7.2 Executive Committee. The executive committee shall consist of the officers of the Association. The executive committee may act for the Board of Directors when authorized by the Board of Directors or the Bylaws. This committee is empowered to study all recommendations of other standing or special committees and submit proposals for board action.

Section 7.3 Special Committees. The president may appoint special committees from the Association membership as required.

ARTICLE VIII. FINANCIAL TRANSACTIONS

Section 8.1 Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on the behalf of the Association and such authority may be general or confined to specific instances.

Section 8.2 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of moneys, and all notes, bonds or other evidence of indebtedness issued in the name of the Association shall be

signed by such officer or officers as shall be determined by resolution of the Board of Directors.

Section 8.3 Deposits. All funds of the Association shall be deposited to the credit of the Association in such financial institutions as the Board of Directors may select.

Section 8.4 Fiscal Year. The fiscal year of the Association shall begin on the day of the annual meeting of the Association membership and shall end on the day preceding the next such meeting.

Section 8.5 Audits. All financial records and funds of the Association shall be audited at least once a year by a committee of at least two members of the Board of Directors, appointed by the president, before a new treasurer takes office.

ARTICLE IX. AMENDMENT OF BYLAWS

These bylaws may be amended by a 2/3 majority vote of members present at a meeting called for that purpose. Proposed amendments shall be included as part of the statement of purpose of the meeting as specified in section 4.3.

The foregoing Charter and Bylaws were adopted by resolution on May 8, 1991.

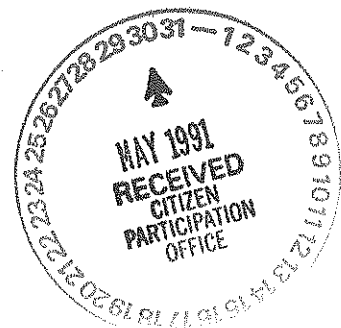
William J. Hoffmann
President

James M. [unclear]
Vice President

ATTEST:

Peter S. [unclear]
Secretary

Joe [unclear]
Treasurer



BY-LAWS AMENDMENT

OF THE

PETER HOWELL NEIGHBORHOOD ASSOCIATION

The amendment or change to the By-Laws of the Peter Howell Neighborhood Association (PHNA) was approved October 10, 2012 at the Annual Meeting in Tucson, Arizona.

Part of the statement of purpose of this Annual Meeting was to amend the PHNA By-Laws. Article 4, Section 4.1 of the By-Laws say (in part): "The annual meeting of the Association membership shall be held on the third Wednesday in September of each year..."

Proposal: change the word September to October.

That way there will not be a yearly conflict with holidays. President Chris Brooks made a motion, and asked the 47 people in attendance to raise their hands if they wanted the change. He then determined that there was much more than the 2/3rds approval needed of the people present at the meeting. The motion for the change of the By-Laws passed.

Now, "The annual meeting of the Association membership shall be on the third Wednesday in October of each year..."

The above Amendment to the By-Laws is adopted by resolution on June 22, 2013.

[Signature]
Gary Stone, President

[Signature]
Mariano Rodriguez, Vice President

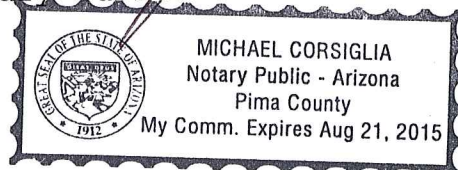
[Signature]
Neal Scott, Treasurer

STATE OF ARIZONA
County of Pima ss:

This instrument was acknowledged before me this 22nd day of June, 2013 by Gary Stone and Neal Scott and Mariano Rodriguez (MRL)

[Signature]
Notary Public

My Commission Expires: Aug 21 2015



STATE OF ARIZONA
County of Pima ss: