

**BYLAWS OF THE
PIE ALLEN NEIGHBORHOOD ASSOCIATION
(A Nonprofit Corporation)
Adopted April 1995**

**ARTICLE I
OFFICES**

The principle office of the corporation shall be located at ~~404 N. Fourth Avenue, #137, Tucson, Arizona, 85705.~~ 850 E. 7th Street, Tucson, Arizona, 85719. The corporation may have such other offices, either within or without the state of Arizona, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in Tucson a registered office, and a registered agent whose office is identical with such registered office, as required by the law. The registered office may be, but need not be identical with the principal office in Tucson, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II
BOUNDARIES**

The Pie Allen Neighborhood Association shall include all of the area that is bounded on the north by Sixth Street, on the east by Park Avenue, on the south by Broadway Boulevard, and on the west by Fifth Avenue, excluding the area bounded by Iron Horse Historic District.

**ARTICLE III
MEMBERS OF THE ASSOCIATION**

Section 1. Classes of members.

All members of the Association shall be at least 18 years of age. The corporation shall have three classes of members. The designation of such classes and qualifications and rights of the members of such classes shall be as follows:

1. Persons who reside within the designated boundaries, ~~and persons who reside within the boundaries of the Iron Horse Historic District.~~
2. Persons who own property within ~~either~~ of the above-designated boundaries.
3. Businesses operating within ~~either~~ of the above-designated boundaries.

Section 2. Voting Rights.

Each member shall be entitled to one (1) vote on each matter submitted to a vote of members. In no case shall any member be entitled to more than one (1) vote on each matter.

Section 3. Termination of Membership.

The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the Directors of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who shall be in default in the payment of dues for the period fixed in Article X of these Bylaws.

Section 4. Resignation.

Any member may resign by filing a written resignation with the Secretary.

Section 5. Reinstatement.

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 6. Transfer of Membership.

Membership in this corporation is not transferable or assignable.

**ARTICLE IV
MEETINGS OF MEMBERS OF THE ASSOCIATION**

Section 1. Annual Meetings

An annual meeting of the members of this association shall be held in September of each year at such place in Tucson, Arizona, as may be selected by the Board of Directors.

Section 2. Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights.

Section 3. Place of Meeting

The Board of Directors ~~may~~ shall designate any place, ~~either within or without Tucson,~~ within the greater Tucson area, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors, ~~If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in Tucson; but if all of the members shall met at any time and place either within or without Tucson,~~ and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than three (3) nor more than fifty (50) days before the date of such meeting, or at the direction of the president or the secretary, or the officers calling the meeting. In case of a special meeting or when required by statute or by these bylaws,

The purpose or purposes for which the meeting called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his/her address in the Pie Allen Neighborhood as it appears on the records of the corporation with postage thereon prepaid.

Section 5. Quorum

The members present holding twenty (20) ten (10) of the votes which may be cast at any membership meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting to another time without further notice.

Section 6. Proxies

At any meeting of members, a member ~~is entitled to vote~~ ⁽¹⁾ may vote by no more than two proxy proxies executed in writing by the member or his/her duly authorized attorney-in-fact. Proxies shall be valid for one specific meeting only. Proxies held by one person shall be limited to ~~members of the same household plus one additional proxy~~ one proxy per person. The proxy must be clearly indicated by name and address. Board proxies may be given by voice to the Board Chair; any deviation of this vote by chair ~~chairman~~ will invalidate the motion and demand a recount by not less than three Board members.

Section 7. Voting by Mail

Directors or officers Board of directors shall be nominated by members or any class of members. Such nomination may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the corporation shall be managed by its Board of directors.

Section 2. Number, Tenure, and Qualifications

The number of Directors shall not be less than five (5) nor more than nine (9). Each Director shall serve for their term of office or until the successor shall have been elected and qualified. Each term of office shall be three (3) years with terms running such that one-third of the Board is elected each year by the members of the association.

Section 3. Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of directors may provide by resolution the time and place, either within or without Tucson, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings

Special meetings of the Board of directors may be called by the President or at the request of the majority of the Board of Directors. The person or persons authorized to call a special meeting of the Board may fix any place, ~~either within or without Tucson,~~ within the greater Tucson area, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail to each director at his/her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board need be specifically required by law or by these Bylaws.

Section 6. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 7. Manner of Action

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Vacancies

~~Three (3)~~ One to three (1-3) Directors shall be elected by the members of the association at the annual membership meeting. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation

Directors as such shall not receive any stated salaries for their services, ~~but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board;~~ but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 11. Conflict of Interest

No contract or transaction entered into by the corporation shall be affected by the fact that a director of the corporation was personally interested in it, if at the meeting of the Board of Directors making, authorizing or confirming such contract or transaction, the interested director discloses his/her interest therein and refrains from voting on such contract or transaction, and such contract or transaction is adopted or ratified by a majority of a quorum of directors present.

Section 12. Dissolution of Corporation

In the event of dissolution of the corporation, no residual assets shall accrue to the benefit of any individual or group of individuals. Any residual assets shall be distributed to other nonprofit organizations at the discretion of the Board of Directors.

**ARTICLE VI
OFFICERS**

Section 1.

The officers of the corporation shall be a President, one (1) or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers including one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, as it shall deem desirable, from time to time; such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of the President and Secretary.

Section 2. Election and Term of Office

The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such a meeting, such election shall be held soon thereafter and as conveniently as may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified.

Section 3. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer removed.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President

The President shall be the principle executive officer of the association and shall, in general, supervise and control all of the business and affairs of the association. He/she shall preside at all meetings of the members. He/she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President

In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or other officer, in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restriction upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President and when so acting, shall have all the powers of and be subject to the restriction of the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 5. Secretary

The Secretary shall keep the minutes of the meeting of the members and of the Board of Directors in one (1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records keep a register of the mailing address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**ARTICLE VII
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or orders for payment of money, notes or other evidences or indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of Directors.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift bequest or device for the general purpose or for any special purpose of the corporation.

**ARTICLE VIII
BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of its members and Board of Directors for three years, and shall keep at the registered or principal office a record of the members entitled to vote. All books and records of the corporation may be inspected by any Board member or his/her agent or attorney for any purpose at any reasonable time.

**ARTICLE IX
FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

**ARTICLE X
DUES AND FEES**

Membership dues or fees shall be in an amount and payable at such times as shall be determined by the Board of Directors.

**ARTICLE XI
SEAL**

~~The Board of Directors shall provide a corporate seal, which shall have inscribed the name of the corporation and the state of Incorporation.~~

**ARTICLE XII
WAIVER OF NOTICE**

Whenever any notice is required to be given under the applicable provisions of the law or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

**ARTICLE XIII
AMENDMENTS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a vote of the Board of Directors at any annual meeting or at any special meeting, subject to publication of the proposed bylaw change and ratification by a majority of the members of the association where a quorum is present at a duly-noticed meeting.

**ARTICLE XIV
OBJECTIVES**

The objectives of the Pie Allen Neighborhood Association are: to promote the safety and welfare of property owners, residents and businesses within its designated boundaries ~~and the designated boundaries of the Iron Horse Historic District~~, to provide meeting space, funds, secretarial services, and advocate speakers; to supply to government agencies and interested parties accurate information on opinions and conditions within the district; and to assist in the physical improvement and preservation of buildings of an historic nature within these above designated boundaries.

ADOPTED AT GENERAL ANNUAL MEETING
25 SEPTEMBER 2006

Bodie Robins Sect.
Jay A. Bowler Treasurer
John A. ... Vice President
Ray A. ... - president

CURRENT BYLAWS
Approved by NA: 09-13-06
Updated in-DNR Files: 10-17-06
Filed by: TJE
 NA folder
 Bylaws Binders