

BY-LAWS OF THE
RICHLAND HEIGHTS EAST NEIGHBORHOOD ASSOCIATION

ARTICLE I
DEFINITIONS

“RHE” shall mean and refer to the Richland Heights East neighborhood, which is bounded on the north by Prince Road, on the east by Tucson Boulevard, on the south by Ft Lowell Road, and on the west by Campbell Avenue, in the City of Tucson, Pima County, Arizona.

“RHENA” shall mean and refer to the Richland Heights East Neighborhood Association, an unincorporated association of the residents of RHE.

ARTICLE II
PURPOSE OF RHENA

RHENA was created in 1994 to be an organization to promote the interests of the residents of Richland Heights East and to represent those interests before public and private entities, and to provide for the welfare of the residents of RHE. RHENA is organized as a not-for-profit association.

ARTICLE III
MEMBERSHIP

1. Membership shall be open to all residents, property owners and businesses within RHE.
2. A Voting Member shall be any adult (18 years of age or older) member of a household or owner of a business within the boundaries of RHE who is current on membership dues as established by RHENA.
3. Each Voting Member shall be entitled to one vote.

ARTICLE IV
MEETINGS

1. Board of Director Meetings:
 - (a) The Board of Directors shall hold regular meetings at such date and place as determined by the Board. Special meetings may be called by the President or any two Directors by giving two days notice to all Directors. A majority of the Directors shall constitute a quorum.

- (b) Meetings shall be open to all members of RHENA. A specific and reasonable time period, as determined by the presiding officer, shall be provided in which members may address the Board of Directors.
 - (c) Board meetings may be held telephonically, or via email.
2. Membership Meetings:
- (a) An annual meeting of the membership shall be held on the third Monday of October, unless it is a holiday, in which case it shall be held on the first day thereafter that is not a holiday, at a time and place set by the Board of Directors.
 - (b) Special meetings shall be held upon written request of 10% of the membership, and shall be held within thirty days of receipt of the request by the Board of Directors. Special meetings may also be called upon a majority vote of the Board of Directors.
 - (c) Every effort shall be made to notify members of RHENA and all interested parties of the annual or any special meeting by mail, email or delivery to the last address reported by the member to the Board. The Notice shall be mailed or delivered at least ten (10) days prior to the date of the meeting and shall enumerate the general nature of the items of business to be conducted.
 - (d) At any meeting a Voting Member may vote in person or by proxy.
 - (e) The quorum required for any action of RHENA, at either the annual or a special meeting, shall be the members present, in person or by proxy, unless otherwise specified. Proxy votes shall be legal for all business of RHENA.
3. Roberts Rules of Order Revised shall govern all meetings, except those matters specifically covered by law, or these By-Laws.

ARTICLE V BOARD OF DIRECTORS

1. The affairs of RHENA are conducted by a Board of Directors consisting of not less than three and not more than nine Voting Members of RHENA, elected at the annual meeting. Vacancies on the Board are to be filled until the next regular election by appointment by a majority of the remaining Directors.
2. Nominations for election to the Board of Directors shall be made by the Nominating Committee. Other nominations may be made by petition, signed by at least 10 Voting Members, and delivered to the Secretary not less than ten days before the annual meeting. Nominations made by the Nominating Committee and by petition shall be included in the published notice of the

annual meeting. Nominations may also be made from the floor at the annual meeting.

3. The election shall be conducted using written ballots, if deemed necessary, otherwise by a show of hands or voice vote.
4. Plurality voting shall be utilized. Each Voting Member, in person or by proxy, may cast votes up to the number of directorships to be filled, one per candidate. The candidates receiving the highest number of votes shall be elected. In case of ties, the winner shall be selected by lots at the annual meeting at which the election occurred.
5. Each elected Director's term is for three years starting with the close of the annual meeting at which they are elected.
6. A Director may be removed from office for cause deemed justifiable by a majority of the Board, or if he/she fails to attend three consecutive meetings of the Board.

ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. The Board of Directors shall have power:
 - (a) To call special meetings of RHENA whenever it deems it necessary, and shall call such meetings on the written request of 10% of RHENA members.
 - (b) To appoint and to remove, at pleasure, all officers, agents and employees of RHENA, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer or Director of RHENA in any capacity whatsoever.
 - (c) To establish, assess and collect membership fees.
 - (d) To exercise for RHENA all powers, duties and authority vested in or delegated to RHENA, except those reserved to the members.
2. The Board of Directors shall:
 - (a) Keep a record of its acts and present a statement thereof at the annual meeting.
 - (b) Supervise all officers, agents and employees of RHENA.
 - (c) Prepare a budget, if it is deemed necessary, and submit it to the annual membership meeting for approval.

ARTICLE VII
OFFICERS, THEIR ELECTION AND DUTIES

1. The officers shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be determined from time to time by the Board of Directors. The President and Vice-President shall be members of the then current Board, and shall be elected by a majority vote of the Board of Directors, and shall hold office at its pleasure. The offices of Secretary and Treasurer may be Directors or Voting Members, and may be either elected or appointed by the Board by affirmative vote of the majority of the Board. Any officer may be removed from office by agreement of a majority of Directors. Such action may only take place at a Board of Directors meeting. Election of officers shall take place at the first board meeting following the annual meeting.
2. The President shall preside at all meetings of the Board of Directors and of the entire membership. The President shall see that orders and resolutions of the Board of Directors are carried out and shall sign all leases, contracts and other written documents.
3. The Vice-President shall perform the duties of the President in his/her absence, and such other duties as may be delegated or assigned by the President.
4. The Secretary shall keep the records of RHENA, and those of the Board of Directors. The Secretary shall keep the minutes of all proceedings and the votes taken, and perform other duties as requested by the Board.
5. The Treasurer shall receive and deposit in bank accounts all monies of RHENA, and shall disburse such funds as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business. The Treasurer shall record the names of all Voting Members of RHENA.
6. The Treasurer shall keep proper records of income and disbursements and submit the records to the Finance Review Committee when requested. The Treasurer shall prepare an annual balance sheet statement (showing beginning balance, income, disbursements, ending balance), and submit it to the Board for the annual meeting. The Treasurer shall assist the Board in preparing a budget and other information to be submitted to the annual meeting of the membership.

ARTICLE VIII
COMMITTEES

All standing committees are responsible to the Board of Directors and shall be appointed by them within 90 days following each annual meeting to serve until their successors are appointed. Each committee is to consist of a chairman and two or more members, and shall include a member of the Board of Directors.

- (a) Nominating Committee - The Nominating Committee shall prepare a slate of Voting Members who have agreed to be candidates for vacancies that are to be filled by election at the annual meeting. Members of the Nominating Committee shall be eligible for nomination.
- (b) Finance Review Committee - The Finance Review Committee shall review RHENA's balance sheet and statement of income and expenses at the time any new Treasurer takes office, prior to each annual meeting, and when otherwise ordered by the Board.
- (c) Ad Hoc Committees - Ad Hoc Committees may be appointed by the Board of Directors as needed.

ARTICLE IX LIABILITY

1. The personal liability of any director, officer, employee or agent (or any other person who serves on a board, council, committee or like body of RHENA in an advisory capacity) to RHENA or its members for monetary damages for a breach of fiduciary duty is hereby eliminated; provided, however, that the foregoing provision shall not eliminate the liability of a director or any other person described above for any of the following:
 - (a) Any breach of duty of loyalty to RHENA or its members.
 - (b) Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law.
 - (c) A violation of A.R.S. §10-1026.
 - (d) Any transaction from which the person derives an improper personal benefit.
 - (e) A violation of A.R.S. §10-1097.
2. Any repeal or modification of this article shall not adversely affect any right or protection of a director or any other person described above existing at the time of such repeal or modification.

ARTICLE X BOOKS AND PAPERS

The books, records and papers of RHENA shall at all reasonable times be subject to the inspection of any Voting Member.

ARTICLE XI
AMENDMENTS

Proposed amendments to these By-Laws may be presented in writing and may be adopted by a majority vote of those present at any annual or special meeting of the membership, or by a two-thirds vote of the Board of Directors.

Dated this 8th day of April, 2013.

Sandra A. Wuzelbacher
President

Sandra R. Miller
Secretary

By-Laws Revision History

- Original RHENA Articles of Incorporation and By-Laws – October 1994
- Revision 1 – by RHENA Board – integrated the Articles of Incorporation into the By-Laws – February 2009
- Revision 2 – by RHENA Board – Article VIII, Item (a) – expanded the description of Nominating Committee and added this Revision History – February 2011
- Revision 3 – by members – Article VI, Item 2(c) – added “if it is deemed necessary” about preparing a budget – October 2011
- Revision 4 – by RHENA Board – Article VIII, Item (b) – changed the name of the Auditing Committee to the Finance Review Committee – October 2012
- Revision 5 – by RHENA Board – Article V – changed to require plurality voting to elect board members – December 2012
- Revision 6 – by RHENA Board – Article III – definition of a member of RHENA and a Voting Member, and Article IV, Item 2, Part C – notification of meetings – March 2013