

2003

8/16/94
3/25/03
M. Bean
X 1st Vice
X 2nd Vice

Man, Lynn - President
Debbie - Vice President
Bob - Secretary
Leon Bean - Treasurer
3/23/2003

BYLAWS
OF THE
SAM HUGHES NEIGHBORHOOD ASSOCIATION

ARTICLE I.
LOCATION OF OFFICE

A. Principal Office. The known place of business of the corporation shall be P.O. Box 42931, Tucson, Arizona 85733-2931. *Official name is SHNA, INC.*

B. Other Offices. The corporation may also maintain offices at other places within the Sam Hughes Neighborhood bound by Speedway and Broadway Boulevards and Country Club and Campbell Avenues as may be designated by the Board of Directors. Business of the corporation transacted at other such offices will have the same effect as that conducted at the principal office.

ARTICLE II.
PURPOSE

The purpose of the Sam Hughes Neighborhood Association is to engage in charitable and educational activities and to promote programs that enhance the civic, social and cultural integrity of the Sam Hughes Neighborhood. The corporation is organized to engage exclusively in nonprofit activities for public charitable and common interest purposes within the meaning of section 501C-3 of the Internal Revenue Code of 1986 and of any amendments or successor provisions thereto. The association shall not carry on any other activities not permitted to be carried on by an association exempt from income tax under section 501C-3 of the Internal Revenue Code of 1986.

ARTICLE III.
MEMBERSHIP

A. Eligibility. Membership of this association shall be composed of two categories: (1) voting members and (2) associate members. A voting member is a person who resides in the Sam Hughes Neighborhood, has paid the current dues and is at least eighteen (18) years old. An associate member is a dues-paying person, business, agency, or organization interested in the progress of this neighborhood or of the association. Associate members shall not be accorded any voting rights.

B. Application for Membership. Application for membership shall be in writing on a designated form. All applications must be accompanied by a payment of one (1) year's dues.

C. Dues. Dues and assessments will be determined by the Board of Directors and will be published in a neighborhood publication. Dues are annual covering the period of January 1 through December 31. Dues will not be prorated.

D. Termination of Membership. All memberships expire on December 31 and shall not retain any privileges or voting rights.

ARTICLE IV.
MEMBERSHIP MEETINGS

A. The Board of Directors is required to hold one (1) annual meeting during January in the City of Tucson for the election of members of the Board of Directors. A notice of this meeting shall be published at least ten (10) days prior to the meeting in a neighborhood publication.

B. Special meetings to be held in the City of Tucson of the association membership may be called by a majority vote of the Board of Directors. Written notice of these meetings must be published at least ten (10) days prior to the meeting date in a neighborhood publication.

C. Special meetings of the association membership may be requested by any member by submitting a petition to an officer of the Board of Directors signed by no less than twenty (20) voting members. The Board is required to publish notice of these meetings at least ten (10) days prior to the meeting date in a neighborhood publication. The Board is required to hold these meetings within thirty (30) days of receipt of the petition.

D. Membership Quorum. A majority of voting members in attendance at a membership meeting shall constitute a quorum.

E. Proxies. Proxies shall not be valid at any meeting.

F. Majority Required. The vote of the holders of a majority of the voting power present, in person, shall decide any question brought before such meeting, unless the question is one which by express provisions of these Bylaws or the Articles of Incorporation a different vote is required.

G. Voting. Each voting member has one (1) vote in person at every meeting.

H. Order of Business. The order of business at all meetings of the association membership shall be as follows:

1. Report of the President;
2. Report of any committees or officers as necessary;
3. Election of directors at the annual meeting;
4. Old business;
5. New business; and
6. Adjournment.

ARTICLE V. NOMINATIONS AND ELECTIONS

A. Nominations of members of the Board of Directors shall be made from the floor of the annual meeting.

B. Election of the Board of Directors shall be held on the same day as nomination.

C. Three (3) members of the association and a chairperson from the existing Board of Directors shall be appointed by the President at the annual meeting to act as election tellers.

D. In the event that an election teller is nominated for Board membership, that person shall be removed as election teller and replaced by an alternate appointed by the President.

E. Upon installation of the Board of Directors, whose terms begin at the close of the annual meeting, all documents, records and any materials pertaining to the association in the possession of the outgoing Board members shall be submitted to their newly-elected counterparts within ten (10) days of the installation.

F. Any vacancies occurring during the year on the Board of Directors may be filled by a majority vote of the Board of Directors.

ARTICLE VI.
FISCAL RESPONSIBILITY

A. Any withdrawals from the association accounts in excess of Fifty Dollars (\$50.00) must have the majority approval of all the Board of Directors.

B. Financial records and funds of the association shall be audited at least once each year by a committee of at least two (2) members of the association, appointed by the President, before a new Treasurer takes office.

C. If it becomes necessary for the Treasurer to relinquish that office, the records and funds of the association shall be audited by a committee of at least two (2) members of the association, appointed by the President.

ARTICLE VII.
BOARD OF DIRECTORS

A. Number. The Board of Directors shall consist of no fewer than three (3) nor more than fifteen (15) voting members of the association. The Board of Directors shall be elected at the annual meeting except as provided by Article VII, paragraph B. Each director shall hold office until his or her successor is elected.

B. Vacancies. Vacancies may be filled by the affirmative vote of a majority of the remaining directors then in office. The directors so chosen shall hold office until the next annual election.

C. Powers. The business and affairs of the Sam Hughes Neighborhood Association shall be directed 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 Articles of Incorporation, or these Bylaws required to be exercised or done by the members.

D. Board Meetings. Regular meetings of the Board of Directors shall be held monthly and are open to all interested members. All voting members may place an item on the agenda by notifying the President or the Secretary at least ten (10) days prior to the next meeting.

E. Special Meetings. Special meetings of the Board of Directors may be called by the President, the Secretary, or on the request of two (2) directors with the appropriate notice to each director at least ten (10) days prior to the special meeting.

F. 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. If a quorum is not present at a meeting of the Board, then the directors present shall adjourn. A special meeting will then be called.

G. Unseating Board Members. Any member of the Board of Directors who is absent from four (4) Board meetings may be eliminated from the Board. The Board of Directors shall remove a Board member by a majority vote and the removed director may appeal the decision to a special meeting of the general membership.

H. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting provided that an emergency exists and there is a good faith attempt to contact all members of the Board of Directors. All actions taken in

this manner must have the approval of three-quarters (3/4) of the directors contacted. A written record of the action taken, the names of the Board members contacted and the vote of the Board shall be filed with the minutes of the subsequent Board meeting.

I. Compensation. The Board of Directors shall serve without compensation.

J. Order of Business at Directors' Meeting. The order of business at all regular or special meetings of the Board of Directors shall be:

1. Call the roll;
2. Reading and approval of unapproved minutes;
3. Reports of officers;
4. Reports of committees;
5. Unfinished business;
6. New business; and
7. Adjournment.

K. Term of Office. The term of office of the Board of Directors begins at the close of the annual meeting. The term continues, for approximately one (1) year, until the close of the next annual meeting. Directors may be reelected.

L. Each Director of the Association shall abide by the following Code of Ethics during his or her term of office:

1. A Director shall refrain from any use of his office which is motivated by, or gives the appearance of being motivated by, the desire for private gain for himself or other persons, including particularly those with whom he has family, business or financial ties.

2. A Director shall not use any inside information obtained as a result of his service for private personal gains, either by direct action on his part or by counsel, recommendations or suggestions to others, including particularly those with whom he has family, business or financial ties.

3. A Director shall not use his position in any way to coerce, or give the appearance of coercing, another person to provide any financial benefit to him or persons with whom he has family, business or financial ties.

4. A Director shall not receive or solicit from persons having business with the Sam Hughes Neighborhood Association anything of value as a gift, gratuity, loan, or favor for himself or persons with whom he has family, business or financial ties while in service as a director.

5. A Director shall disclose to the Sam Hughes Neighborhood Association Board any family, business or financial interest he has in matters considered by the Board, and shall refrain from making a recommendation or voting thereon.

6. A violation of any of the above provisions shall subject the director to removal from office, if any, after due notice and hearing, a majority of the directors votes in favor of removal.

ARTICLE VIII.
OFFICERS

A. Titles. The officers of the corporation shall be chosen by the Board of Directors by majority vote. The officers shall be a President, a Vice President, a Secretary, and a Treasurer. Any number of offices except the offices of President and Secretary may be held by the same person.

B. Appointment of Officers. The Board of Directors at its first meeting after each annual meeting of the members shall choose a President, one or more Vice Presidents, a Secretary, and Treasurer. 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.

C. 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.

D. President. The President shall preside at all meetings of the membership 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 corporation, and shall act as operating and directing head of the corporation, subject to policies established by the Board of Directors.

E. Vice President. The Vice President shall have all the powers and perform all the duties of the President in case of the temporary absence of the President or in the case of temporary inability to act. In the case of permanent absence or inability of the President to act, the office of President shall be declared vacant by the Board of Directors and a successor chosen by the Board.

F. Secretary. The Secretary shall see that the minutes of the membership and of the Board of Directors are kept. The Secretary shall be the custodian of the corporate seal and shall affix it to all proper instruments when deemed advisable. The Secretary shall give or cause to be given required notice of all meetings of the membership and of the Board of Directors.

G. Treasurer. The Treasurer shall have general custody of all funds and securities of the corporation, except such as may be required by law to be deposited with any state official. The Treasurer shall see to the deposit of the corporation's funds in such bank or banks as the Board of Directors may designate. Regular books of account shall be kept under the Treasurer's direction and supervision, and the Treasurer shall render financial accountings to the Board of Directors and the membership annually. 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 maintain the membership rolls.

ARTICLE IX.
COMMITTEES

Any committee found necessary by the Board of Directors shall be created by a majority vote of the Board. Membership of any committee will be through an appointment by the Board of Directors. Any actions of any committee shall be subject to the policies established by the Board of Directors.

ARTICLE X.
OBLIGATIONS

No debt or obligation whatsoever for the payment of money or other thing of value shall be created or incurred by any officer, director, employee of the corporation, or any other member; and no contract or other act whatsoever of any officer or agent of this organization, or other person, by the terms or result of any debt or obligation whatsoever is created or attempted to be created, shall be in any manner binding upon this organization unless the same is authorized by provision therefor in the budget of the organization, or unless the same respectively be authorized and directed or ratified by the Board in regular or special meetings.

ARTICLE XI.
INDEMNIFICATION OF DIRECTORS AND OFFICERS

This corporation may indemnify any and all of its directors and officers or former directors and officers against expenses incurred by them, including legal fees and judgments or penalties rendered or levied against any such person in a legal action brought against any such person while acting within the scope of his employment as a director or officer of the corporation, provided that the Board of Directors shall determine in good faith that such a person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action.

ARTICLE XII.
AMENDMENTS

These Bylaws may be amended at a special meeting, noticed for this purpose, of the Board of Directors by a majority vote of all the directors. After the Board of Directors has approved the proposed amendment(s), a written notice shall be published to all of the voting members of the association announcing that the Bylaws have been amended and including a copy of the proposed amendment(s). The amendment(s) shall take effect thirty (30) days after the notice is published unless a petition, signed by no less than twenty (20) voting members of the association, is presented to an officer of the Board of Directors asking for a special membership meeting to consider the amendment(s). In this event, the amendment(s) shall become effective only upon a majority vote of those members present at the special meeting of the membership. In addition, if the Board of Directors fails to pass an amendment(s) to the Bylaws as proposed by any member, a special membership meeting may be called for the purpose of adopting the proposed amendment(s) subject to the requirements above.

ARTICLE XIII.
ADOPTION

These Bylaws shall be adopted by a majority vote of all members of the Board of Directors.

These Bylaws were adopted by a unanimous vote of the Board of Directors on November 18, 1987; they were most recently amended by unanimous vote on August 16, 1994, the amendments becoming effective November of 1994.