

**FIRST AMENDMENT
AND RESTATEMENT OF THE
WILSHIRE HEIGHTS NEIGHBORHOOD ASSOCIATION
CONSTITUTION AND BY-LAWS**

**ARTICLE: I
NAME AND DEFINITIONS**

Section 1.01 Name. The name off this organization shall be WILSHIRE HEIGHTS NEIGHBORHOOD ASSOCIATION.

Section 1.02 Definitions.

A. "Association" means WILSHIRE HEIGHTS NEIGHBORHOOD ASSOCIATION, an Arizona non-profit unincorporated association, its successors and assigns.

B. "By-Laws" means the WILSHIRE HEIGHTS NEIGHBORHOOD ASSOCIATION Constitution and By-Laws.

C. "Declaration" means that Declaration of Establishment of Conditions, Reservations, and Restrictions recorded the 3rd day of January, 1967, in Book 2902 at pages 27 through 32, inclusive, in the office of the Pima County Recorder, State of Arizona or as same may be amended and or extended.

D. "Voting Member" means and refers to every person and/or entity who has paid to the Association their annual dues. An "owner" or resident of a lot within Wilshire Heights may be a member of the Association.

E. "Owner(s)" means resident or non-resident property owner(s) or entities of a recorded lot or block of WILSHIRE HEIGHTS Subdivision.

ARTICLE. II

PURPOSE

Section 2.01 Purposes. The purpose of this Association shall be:

A. To ensure the preservation of the integrity of the neighborhood and to retain the established land use patterns.

B To initiate, promote, and execute plans or projects for the improvement and development of the area known as WILSHIRE HEIGHTS, which are designed to improve the appearance, comfort, convenience, health, or safety of the area, enhance property values therein, or contribute toward making the area a more pleasant and desirable place in which to live,

C. To support and to administer the Declaration, and to enforce non-adherence of same.

D. To aid, cooperate with, or enlist the support of public agencies or other organizations in the development of similar plans and projects for the improvement of the area.

E. To establish cooperative alliances with other neighborhood associations for the achievement of common goals.

ARTICLE III

MEMBERSHIP, DUES, AND VOTING

Section 3.01 Association Membership. Membership in this Association shall be open to all owners and residents in WILSHIRE HEIGHTS SUBDIVISION recorded in Book 9 of Maps and Plats at pages 1 and 2, in the office of the County Recorder of Pima County, State of Arizona.

Section 3.02 Voting and Dues. Voting membership shall be limited to those owners and residents who have paid to the Association annual dues for the first year, determined by the Board of Directors to be \$12.00 for the calendar year, or for the portion remaining thereof after commencement of ownership. Subsequent to the first year, voting membership shall be limited to those owners and members who have paid to the Association annual dues, if any, in an amount to be determined by the Board of Directors but not to exceed \$12.00 per calendar year. Members will be entitled to one (1) vote for each recorded lot he/she owns or resides upon.

Section 3.03 Proxies. Votes may be cast by proxy provided that proxies are filed with the Secretary of the Association before the appointed time of the meeting.

Section 3.04 Voting on Major Projects or Expenditures.

Voting on major projects and/or expenditures of over FIVE HUNDRED DOLLARS (\$500.00) shall require the vote of two thirds (2/3) of those members entitled to vote. Such voting may be done without a meeting, upon formal ballot submitted to each voting member. In the event a ballot is used, voting members shall then be given thirty (30) days in which to return their ballots to the Secretary of the Association. Any ballots not returned at the expiration of the thirty (30) days shall be considered as ballots with affirmative votes and counted as such.

Section 3.05 Termination of Membership. Members terminating their membership in the Association by reason of terminating their residence or ownership in WILSHIRE HEIGHTS, or for any other reason, shall not be entitled to a refund of any dues or contributions that they have paid to the Association.

ARTICLE IV

BOARD OF DIRECTORS AND DUTIES

Section 4.01 Number. The affairs of the Association shall be governed by a Board of

Directors comprised of not less than nine (9) persons who are members of the association.

Section 4.02 Election and Term of Office. The members of the Board of Directors shall be elected annually from the membership at the Annual Meeting of the Association, or upon formal ballot submitted each member and returned to the Secretary of the Association by the date indicated on the ballot. Five (5) members shall serve for two (2) years and four (4) members shall serve for one (1) year, or until such time as their successors should be elected or appointed.

The members of the Board may succeed themselves indefinitely, but in no instance shall there be more than one (1) board member from each lot.

Section 4.03 Resignation. Any director may resign at any time upon written notice to the Association.

Section 4.04 Removal of Directors. At any regular or special meeting duly called, any one (1) or more of the directors may be removed with or without cause by a majority of the voting members and a successor may then be elected to fill the vacancy thus created. Any director whose removal has been proposed shall be given an opportunity to be heard at the meeting.

Section 4.05 Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by vote of the owners shall be filled by vote of the majority of the remaining Directors, even though they constitute less than a quorum; and each person so elected shall be a Director until a successor is elected at the next regular annual meeting of the Association.

Section 4.06 Board of Directors' Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a

quorum present, the majority of those present may adjourn the meeting, from time to time. At any such adjourned meeting, providing a quorum is present, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 4.07 Powers and Authority of the Board. The Board of Directors shall have all the powers of an Arizona non-profit association, subject only to such limitations upon the exercise of such powers as are expressly set forth in the Association By-Laws and the Declaration. The Board shall have the power to do any and all lawful things which may be authorized, required or permitted to be done by the Association under and by virtue of said By-Laws and the Declaration, and to do and perform any and all acts which may be necessary or proper for or incidental to the exercise of any of the express powers of the Association.

ARTICLE V

OFFICERS AND DUTIES

Section 5.01 Designation. The principal officers of the Association shall be a President, a Vice President, a Secretary and Treasurer, all of whom shall be Directors. Any number of offices, except the offices of president and secretary, may be held by the same person, unless these By-Laws otherwise provide.

Section 5.02 Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board and shall hold office at the pleasure of the Board.

Section 5.03 Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and the successor elected at any regular meeting of the Board of Directors, or at any special meeting of

the Board of Directors called for such purpose.

Section 5.04 President. The president shall be the chief executive officer of the Association. The president shall preside at all meetings of the Association and the Board of Directors. The president shall have all of the general powers and duties which are usually vested in the office of president of the association., including but not limited to the power to appoint committees from among the residents or owners from time to time as the president may in his discretion decide is appropriate to assist in the conduct of the affairs of the Association.

Section 5.05 Vice President. The vice president shall take the place of the president and perform the president's duties whenever the president shall be absent or unable to act and the vice president may be assigned special responsibilities by the president. If neither the president nor the vice president is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The vice president shall also perform such other duties as shall from time to be time imposed upon by the Board of Directors.

Section 5.06 Secretary. The secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meeting of the Association; the secretary shall have charge of such books and papers as the Board of Directors shall direct, and shall in general perform all the duties incident to the office of secretary.

Section 5.07 Treasurer. The Treasurer shall have responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association.

ARTICLE VI
MEETINGS OF MEMBERS

Section 6.01 Annual Meetings of Members. There shall be an annual meeting of the members during the month of October of each year at such time and place convenient to the owners as may be designated by the Board of Directors. The Board of Directors may designate another date for such annual meeting not more than thirty (30) days before or after the date fixed for said annual meeting by written notice of the Board given to the owners not less than ten (10) nor more than thirty (30) days prior to the date fixed for said annual meeting specifying the date, time and place thereof.

Section 6.02 Special Meetings of Members. A special meeting of the members may be called at any reasonable time and place by written notice of the Board of Directors, by written notice of the President, or by the members having one-fifth (1/5) of the total votes and delivered to all other members not less than ten (10) days nor more than thirty (30) days prior to the date fixed for said meeting, specifying the date, time and place thereof, and the nature of the business to be undertaken. No business shall be transacted at a special meeting except as stated in said notice unless by consent of a majority of members present, either in person or by proxy.

Section 6.03 Notice of Meeting. It shall be the duty of the Secretary of the Association to mail or deliver a notice of each annual or special meeting within the time period specified above stating the purpose thereof as well as the date, time and place where it is to be held to each member of record. The mailing or delivery of such notice to each member shall be considered notice served.

Section 6.04 Quorum and Adjourned Meeting. The presence at any meeting, in person or

by proxy, or owners entitled to vote at least a majority of the total votes shall constitute a quorum. If any meeting cannot be held because a quorum is not present, the members present, either in person or by proxy, may, adjourn the meeting to a time not less than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called, at which meeting the quorum requirement shall be the members present either in person or by proxy entitled to vote at least twenty-five percent (25%) of the total votes. Except as otherwise provided herein, any action may be taken at any meeting of the members upon the affirmative vote of the members having majority of the total votes present at such meeting either in person or by proxy.

Section 6.05 Order of Business. The order of business at all regular annual meetings of the Association shall be as follows:

- A. Roll call.
- B. Proof of notice of meeting or waiver of notice.
- C. Reading of minutes of preceding meeting.
- D. Report of officers.
- E. Report of committees.
- F. Election of Directors.
- G. Unfinished business.
- H. New business.

ARTICLE VII
MEETINGS OF BOARD OF DIRECTORS

Section 7.01. Organization Meeting. The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order to legally constitute such meeting, provided a majority of the whole Board shall be present.

Section 7.02 Regular Meetings. Regular Meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least one (1) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally by mail or telephone at least three (3) days prior to the day set for such meeting. Attendance of a director at a regular meeting shall constitute a-waiver of notice of such meeting.

Section 7.03 Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) day's notice to each Director, given personally by mail or telephone, which notice shall state the date, time, place and purpose of the meetings. Special meetings of the Board of Directors shall be called by the President or secretary in like manner and on like notice on the written request of at least four (4) Directors. Notwithstanding the foregoing, a majority of the Directors may waive the three (3) day's notice requirement for calling a special meeting and convene a special meeting at such date, time and place as agreed upon by the majority of Directors. Attendance of a director at a special meeting shall constitute a waiver of notice of such meeting.

Section 7.04 Quorum. A quorum of the Board of Directors shall be as set forth in Section 4.06 of these bylaws.

ARTICLE VIII

ASSESSMENT

Section 8.01 Special Assessment. In the event the Board of Directors is required to make any expenditure for which there are not sufficient funds available in the Treasury, the Board may levy a special assessment, which special assessment shall be charged to each member in the same proportion. The members shall be personally obligated to pay such special assessment in such amounts and at such times as the Board determines to such depository as may be designated by the Board. Expenditures of \$500.00 or more shall be voted upon pursuant to Section 3.04 of these By-Laws.

A. If the special assessment assessed to any property member is not paid within (10) days after it is due, then said member shall be deemed to be delinquent and may be required by the Board of Directors to pay a late charge in the amount to be determined by the Board.

B. All of a member's dues and special assessments must be paid for that member to be considered "in good standing" and to enjoy the privileges and benefits of membership in the Association.

C. Any special assessment exceeding \$25.00 per member must be approved by a majority of members present and represented by proxy at an annual meeting or by a majority of ballots returned of ballots delivered to all lots in the subdivision.

ARTICLE IX

COMMITTEES

Section 9.01 Types of Committees. The work of the Association shall be carried out by committees, to be called Standing Committees and Special Committees. The existence of the Standing Committees shall be continuous.

Section 9.02 Standing Committees. Standing Committee Members shall be appointed by the incoming president within ten days of the first meeting of the year, their appointments to be subject to approval of the Board of Directors. In the event of vacancies in the Standing Committees, through resignation or otherwise, the President shall immediately fill such vacancies by appointment, such appointments to be subject to the approval of the Board of Directors.

A. The Standing Committees shall be:

1. Membership Community Relations Committee shall be composed of not more than 20 resident members, each representing, insofar as possible a numbered block as designated on the official plot of WILSHIRE HEIGHTS. These Block representatives shall be appointed by the President. The duties of this Committee shall be to welcome newcomers and encourage membership in the Association, to keep the Secretary advised of changes in membership as they may occur, to ascertain the voting qualifications of members present at meetings, to assist the Treasurer in the collection of dues and contributions, and to act as liaison between the Board of Directors and the members.

2. The Planning Committee shall undertake the development of plans and projects pursuant to the purposes of the Association as set forth in Article II and, following approval by

the Board of Directors of such plans and projects, to proceed with the execution of same.

3. The Nuisance Committee shall function in the abatement and control of nuisances such as unsightly dumps, traffic control, excessive noise, public services and utilities, and similar problems, and shall be responsible for administering the Declaration.

Section 9.03 Special Committees. Special Committees shall be appointed from time to time as their existence is required, appointments to be made by the President, and subject to the approval of the Board of Directors. A majority vote of the Board of Directors Committee may at any time terminate the existence of a special committee.

Section 9.04 Appointment of Chairman. The chairman of any committee shall be designated by the President.

ARTICLE X

AMENDMENTS

Section 10.01 By-Laws. These By-Laws may be amended by two-thirds (2/3) of those members of the Association who are entitled to vote or those eligible to vote in attendance at an annual meeting pursuant to Section 6.01 or by 2/3 of the ballots received after delivery to all lots in the subdivision.

ARTICLE XI

GENERAL PROVISIONS

Section 11.01 Singular Includes Plural. Unless the context requires a contrary construction, the singular shall include the plural and the plural the singular and the masculine, feminine or neuter shall each include the masculine, feminine and neuter.

Section 11.02 Captions. All Captions and titles used in these By-Laws are intended solely for the convenience or reference purposes only and in no way define, limit or describe the true intent and meaning of the provisions hereof.

WILSHIRE HEIGHTS NEIGHBORHOOD ASSOCIATION

By Robert J. C. [Signature] 10/3/96
President

Erin Bishop 10/3/96
Secretary