

BYLAWS
OF THE
CATALINA VISTA NEIGHBORHOOD ASSOCIATION

ARTICLE I. THE ASSOCIATION

Section 1.1 Organization. The Catalina Vista Neighborhood Association (hereinafter referred to as the "Association") is a nonprofit, nonstock membership corporation established pursuant to Arizona Revised Statutes, Title 10, Chapter 5.

Section 1.2 Area of Interest. The area of interest and operation of the Association shall be that area within the following boundaries: Grant Road on the north, Tucson Boulevard on the east, Elm Street on the south, and Campbell Avenue on the west.

Section 1.3 Purposes. The purposes for which the Association is established are:

A. To provide for the maintenance and preservation of the Association's Area of Interest (hereinafter referred to as the "Area").

B. To ensure that any development be compatible with the residential qualities and character of the Area.

C. To encourage vehicular and pedestrian safety in the Area, and discourage vehicular traffic disruption and penetration of the Area.

D. To seek to renew existing Deed Restrictions and to consider proposing amendments that would be compatible with the character and quality of the neighborhood as may be required by law.

E. To periodically review the Blenman-Vista Neighborhood Plan and work with the City and Blenman-Elm to adopt recommended revisions.

F. To promote the health, safety and welfare of the residents of the Area, and do all things necessary, proper, incident and convenient to carry out these purposes.

ARTICLE II. MEMBERSHIP

- Section 2.1 Eligibility: Membership in the Association is open to any adult owner of real property within the Area set forth in Section 1.2. Non-resident owners may allow a tenant to become a member upon written notification to the Association. No more than one membership shall be available for any one street address or owner.
- Section 2.2 Evidence of Membership. Association membership and all the rights and privileges attendant thereto shall be evidenced by possession of a receipt from the Association for the annual dues. This procedure will be periodically updated to adhere to current practices.
- Section 2.3 Dues. The Association annual dues shall be established by the board of directors and ratified by a majority of the members present and voting at the annual meeting. Annual dues established at the annual meeting become due and owing at that time.
- Section 2.4 Non-Discrimination. The Association does not discriminate against any person on the basis of race, color, national origin, familial status, age, disability, gender, sexual orientation, or religion with respect to participation in its programs, services and activities.

ARTICLE III. MEMBERSHIP MEETINGS

- Section 3.1 Annual Meeting. The annual meeting of the Association membership shall be held in November of each year—at such time and at such place within the City of Tucson, Arizona, as is specified in the notice of the meeting for the purpose of electing directors, passing upon reports for the previous year and transacting such other business as may come before the meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture of dissolution of the Association and in the event of such failure, the annual meeting shall be held within a reasonable time thereafter.

Section 3.2 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 ten percent (10%) of the Association members, and it shall thereupon be the duty of the secretary to cause notice of such meeting, including the purpose for which it is to be held, to be given in the manner provided in Section 3.3. The president shall fix the time and place for holding the meeting.

Section 3.3 Notice of Meetings. Written mail notice of the time, place, and agenda of all meetings shall be forwarded to each member not less than 10 no more than 50 days before a meeting.

Section 3.4 Quorum. A quorum must be present at any meeting in order to conduct business. A quorum shall consist of ten percent (10%) of the current membership, or fifteen (15) members, whichever is higher.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 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 who shall exercise all of the powers of the Association. Directors shall receive no compensation for their service.

Section 4.2 Election and Tenure. Directors shall meet the membership requirements of the Association and shall be elected at the annual meeting for a term of one (1) year. Directors may serve successive terms without limitation. The board of directors shall nominate candidates for the board prior to the annual meeting and names of those candidates shall be provided to the Association members in the written notice of the annual meeting. In making its nominations, the board shall attempt to obtain broad geographical representation within the Association's area of interest. Further, the board shall include as a candidate in its notice any member who presents a signed petition, with ten (10) members' signatures, in a timely fashion. Candidates may also be nominated from the floor at the annual meeting.

Section 4.3 Vacancies. A vacancy on the board of directors shall exist in the event of the death of any director; upon receipt of a letter of resignation from any director; in the event of any director who no longer qualifies as an Association member, either because the director no longer meets membership criteria specified in Section 2.1; or in the event any director has three (3) consecutive unexcused absences from meetings of the board.

Section 4.4 Annual Meeting of the Board of Directors. The first meeting of the year of the board of directors shall be held following, but not later than sixty (60) days after, the annual meeting of the Association membership, at such time and at such place within the City of Tucson, Arizona, as is specified in the notice of the meeting for the purpose of electing officers, passing upon reports for the previous year and transacting such other business as may come before the meeting.

Section 4.5 Regular Meetings. Regular meetings of the board of directors shall be held from time to time as determined by the board as necessary, but not less often than quarterly.

Section 4.6 Special Meetings. Special meetings of the board of directors may be called by the president or by a majority of the directors, and it shall thereupon be the duty of the secretary or the president to cause notice of such meeting to be given as provided in Section 4.7. The president shall fix the time and place for holding the meeting.

Section 4.7 Notice of Director's Meetings. Notice of the time and place of each annual or regular meeting shall be given to each director forty-eight (48) hours before such meeting, either personally or by mail, by the secretary or by the president or at the direction of either of them. Notice of the time, place and purpose of any special meeting of the board shall be given not less than forty-eight (48) hours previous thereto either personally or by electronic mail, by or at the direction of the secretary or president.

Section 4.8 Quorum. A majority of the members of the board of directors shall constitute a quorum, provided that if less than such majority of the directors is present at said meeting, a majority of

the directors present may adjourn the meeting from time to time;—and provided, further, that the secretary shall notify any absent directors of the time and place of such adjourned meeting.

Section 4.9 Action Without Meeting. To address time sensitive or urgent matters, unless otherwise restricted by these bylaws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting. All of the directors must register consent. A transcribed record of the action taken shall be voted into the board of directors' record of proceedings at the next regularly scheduled board meeting.

Section 4.10 Interest of Directors. No director of the Association shall have any right, title, or interest in or to any property or assets of the Association.

Section 4.11 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.

Section 4.12 Limitation on Board of Directors. The board of directors is not authorized to amend deed restrictions. Further, the board is not authorized to adopt or approve a neighborhood plan without approval of the majority of the members of the Association.

ARTICLE V. OFFICERS

Section 5.1 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 5.2 Election. The board of directors shall elect all officers of the corporation for terms of one (1) year, or until their successors are elected and qualified.

Section 5.3 Vacancies. A vacancy in any office because of the death, resignation, disqualification or otherwise shall be filled by the board of directors.

Section 5.4 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 from time to time by the board of directors.

Section 5.5 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 from time to time by the board of directors.

Section 5.6 Secretary. The secretary shall keep a full and complete record of the proceedings of the board of directors and any standing committee(s), shall see that all notices are given in accordance with the Bylaws, shall supervise the keeping of all the books and records on 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 5.7 Treasurer. The treasurer shall have care and custody of all funds, money and property of the Association, except as otherwise provided herein or in a resolution of the board of directors; shall supervise the keeping of regular books of account; shall render financial statements to the president, directors and members at proper times; shall have charge of the preparation and filing of such reports, financial statements, and returns as may be required by law; and shall have such other powers and perform such other duties as may be prescribed and as recited in Article VIII, "Financial Transactions."

ARTICLE VI. COMMITTEES

Section 6.1 Standing Committees. Members of the standing committees shall be appointed by the president from the board of directors of the Association. Such appointments shall be for a term of one year but may be renewed for successive one year terms by the

president. Should the president wish to include a person not a member of the board of directors in the deliberation of a committee, he or she may do so upon approval of the executive committee of the Association.

The standing committees of the Association shall be as follows:

A. Executive Committee -- The executive committee shall consist of the officers of the Association and such additional members of the board of directors as the president may designate. The executive committee may act for the board of directors when specifically authorized by the board of directors or the Bylaws. This committee is empowered to study all recommendations of standing or special committees and submit proposals for board action. The executive committee shall be responsible for seeing that adequate procedural safeguards are established for the receipt and disbursement of all Association funds and property.

B. Nominating Committee -- The nominating committee shall consist of such members of the board of directors as the president shall designate. The major function of this committee is the nomination of prospective directors.

Section 6.2 Special Committees. The president may appoint special committees from time to time as required. Such committees may include persons who are not members of the board of directors.

ARTICLE VII. NONPROFIT CORPORATION

The Association shall at all times be operated on a nonprofit basis, and no part of the income or assets of the Association shall be distributed to, or inure to benefit of, any member, director or officer.

ARTICLE VIII. FINANCIAL TRANSACTIONS

Section 8.1 Contracts. Except as otherwise provided in the 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 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 of the Association and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 8.3 Deposits. All funds of the association shall be deposited from time to time 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 first day of January of each and every year and shall end on the last day of December of the same year.

ARTICLE IX. MISCELLANEOUS

Section 9.1 Waiver of Notice. Any director or member may waive in writing any notice of a meeting required to be given by the Bylaws. The attendance of a director or member at any meeting shall constitute a waiver of notice of such meeting by such director or member, except in case a director or member shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

Section 9.2 Rules and Regulations. The board of directors shall have the power to make and adopt such rules and regulations not inconsistent with law, the Articles of Incorporation or these Bylaws, as it may deem desirable for the management of the business and affairs of the Association.

Section 9.3 Accounting System and Reports. The board of directors shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system.


ARTICLE X. AMENDMENTS

These Bylaws may be altered, amended, or repealed by the affirmative vote of a two thirds (2/3) majority of the members at any annual or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment, or repeal; except that Section 1.2, Section 4.1, and Article VII of these Bylaws may not be altered, amended or repealed.


The foregoing Bylaws were considered and accepted by the general membership at its meeting on October 24, 1985, and were adopted by the Association's board of directors at its Initial Meeting on June 5, 1986, pursuant to Article VII of the Association's Articles of Incorporation.

These Bylaws were amended after due consideration of the general Association membership at its meeting on November 26, 2018, and adopted by the Association's board of directors at its meeting on January 28, 2019.

SIGNED:


Dan Schnoll, President
2/9/2019

ATTEST:


Alison Hughes, Acting Secretary
2-09-2019