

By-laws of the Palo Verde Neighborhood Association (Palo Verde NA)

ARTICLE I. NAME AND BOUNDARIES

The name of this association shall be the Palo Verde Neighborhood Association (hereafter referred to as the "Association"). It shall encompass the area bounded on the north by Grant Road, on the east by Alvernon Way, on the south by Speedway Blvd, and on the west by Country Club Road.

ARTICLE II. PURPOSE

The purposes for which the Association is established are to maintain the quality of life of the neighborhood, facilitate a sense of community, assist neighbors with information and resources, and provide a forum for addressing neighborhood concerns, such as those regarding commercial and residential development. The Grant-Alvernon Area Plan, adopted by the Mayor and Council of the City of Tucson, shall be used as a guideline by the Association when fulfilling these purposes. The Association will include a Board of Directors (hereafter referred to as the "Board" and *see Sections 5.1 and 6.1*).

ARTICLE III. MEMBERSHIP

3.1 Eligibility. Membership in the Association is open to any adult resident, owner of real property, or business proprietor within the neighborhood. Membership is automatic for anyone who meets these criteria. Proof of residency, property ownership, or business ownership may be required at times. They shall be referred to as Members of the Association in PVNA documents, not to be confused with Members of the Board.

3.2 Dues. At present, no dues will be assessed by the Association. In the future, dues may be assessed with the approval of a two-third majority vote of members attending a meeting called at least in part for that purpose. In no case shall payment of dues be a condition of membership or voting privilege.

ARTICLE IV. MEMBERSHIP MEETINGS

4.1 Annual Meeting. The Annual Meeting of the Association membership shall be held during the month of October of each year as is specified in the meeting notice. The purpose shall be to report to the membership on the Association's activities for the previous year, elect the Board (*see Section 6.1*), and transact needed business. If the Annual Meeting cannot be held during October, the meeting shall be held as close to the date as possible and notification will be provided. At least 14 calendar days notice with the Annual Meeting date, time, and location must be provided to PVNA membership.

4.2 Special Meetings. Special meetings of the membership shall be called by the President, a majority of the Board, or by the Board upon receipt of a petition signed by not less than 25 members of the Association. The Board shall post a notice of the meeting, including its time, place and purpose. Notice shall be given on all official Association channels, as described in the Policies & Procedures Manual. The Board shall designate the time and place of the meeting.

4.3 Notice of Meetings. Written notice of the time, place and purpose of any meeting of the membership shall be provided to each member. When planning to send advance notification of the Annual Meeting, the Board must be aware of the lead times required by the Planning and Services Department of the City of Tucson for the Annual Mailing. See the Policies & Procedures Manual for timeline and deadline examples.

4.4 Quorum. A quorum must be present at any Association membership meeting in order to conduct business. For membership meetings, i.e., the Annual Meeting and Special Meetings, twenty of the current members of the Association shall constitute a quorum. If the Board chooses to provide information in advance and to offer an online voting option, these votes can contribute to quorum. *(See Section 5.8 for establishing a quorum in Board meetings.)*

ARTICLE V. BOARD STRUCTURE

5.1 The PVNA Board of Directors shall refer to all Officers and Members of the Board of Directors. All Officers and Members of the Board must be Members of the Association. All Officers and Members of the Board have a vote when it comes to Board decision-making and be made up of the following categories:

1. Elected Officers: Positions elected by the Members of the Association. These officers make up the Executive Committee. The positions are the President, Vice President, Secretary, Treasurer, and Communications Chair.
2. Executive Committee: The Executive Committee shall consist of the officers elected at the most recent Annual Meeting of the Association *(See Section 5.4.2 for vacancies on Executive Committee)*. The Executive Committee may act for the Board when authorized by the Board in the Bylaws. This committee is empowered to study all recommendations of other standing or special committees and submit proposals for Board action.
3. Non-elected Members of the Board of Directors are appointed by the Board as needed. Select Members of the Board of Directors may lead committees or task forces. Refer to the Policy & Procedure Manual for additional definitions and details.

4. Committee Members: The regular activities of the Association and its Board shall be supported by additional volunteers who serve at-will as Committee Members. These roles *do not* have a vote when it comes to Board decision-making.

5.2 General Powers & Number. The business and affairs of the Association shall be managed by the Board, of not less than 5 nor more than 15 Board Members, which shall exercise all of the powers of the Association. The Board shall create and maintain a Policies and Procedures Manual. All Members of the Board are expected to act in the best interest of the Association, its Board, and Membership at all times. Detailed responsibilities for each Member of the Board can be found in the Policies & Procedures Manual, which can be adjusted by the Board throughout the year.

5.3 Election and Tenure. The President, Vice President, Secretary, Treasurer, and Communications Chair shall be elected at the Annual Meetings as their terms expire. All Members of the Board may serve successive terms. All elections will be conducted according to the Policies & Procedures Manual.

5.4 Vacancies. A vacancy on the Board shall exist in the event of any of the following:

- a. The death of any Board member
 - b. Upon receipt of a letter of resignation from any Board member
 - c. Any Board member no longer qualifies as a member of the Association according to the criteria specified in Section 3.1
 - d. Any Board member has three consecutive unexcused absences from meetings of the Board, as specified in the Policies & Procedures Manual.
 - e. Any Member of the Board who is consistently failing to fulfill their duties as defined in the Bylaws and the Policies & Procedures Manual shall be subject to probation, or recommended for resignation, by the Executive Committee.
1. In the event a vacancy occurs, the Board may fill a non-elected Board Member vacancy from the Membership by appointing a new Board Member by a majority vote of the Board.
 2. For vacancies on the Executive Committee, the Board may fill the vacancy from the Membership by appointing a new Elected Officer by a majority vote of the Board to serve out the remainder of the original term.
 3. PVNA shall publish any such changes to the official PVNA channels to inform Members of the Association.

5.5 Regular Meetings. Regular meetings will occur for the Board to conduct business. They shall be held at least quarterly.

5.6 Special Meetings. Special meetings of the Board may be called by the President, the Vice President, or by a majority of the Board. It shall then be the duty of the Secretary to give notice to the Board Members.

5.7 Notice of Board Meetings. Written notice of the time, place, and purpose of regular meetings of the Board shall be given to each Board member at least seven (7) days before such meeting.

5.8 Quorum. A majority of the Board shall constitute a quorum, for Board meetings, 51% of the filled Board positions must be present in order to vote and pass motions. If less than the majority is present at said meeting, a majority of the Board present may adjourn the meeting to another time.

5.9 Action without Meeting. The Board may take action without a meeting if a majority of the Board consent by phone, electronic communications, or in writing. These consents shall be filed with the minutes of proceedings of the Board or committee.

5.10 Liability of Board for Debts. The private property of the Members of the Board shall be exempt from liability for any debts of the Association and no Member shall be liable or responsible for any debts or liabilities of the Association.

ARTICLE VI. BOARD OF DIRECTORS

6.1 Election and Tenure

1. The President, Vice President, Secretary, Treasurer, and Communications Chair shall be elected at the Annual Meetings as their terms expire. Elected Officers have a term of two (2) years.
2. All elections must be carefully conducted according to these Bylaws and additional details provided in the Policies and Procedures Manual.
3. The Board shall appoint all non-elected Members of the Board for terms of two (2) years.
4. The nominations for elected positions, and corresponding candidate materials, will open at least 60 days in advance. The candidate materials will be publicized to the Association Membership on all Association channels. Any Member may choose to nominate themselves or any other Member who they feel would be qualified to be an Officer of the Board. All nominations must be submitted in writing to the current Association email address, or submitted in person at a Board Meeting. All nominations shall be closed thirty (30) days prior to the Annual Meeting. There shall be no nominations made from the floor at the Annual Meeting.
5. The Association Membership must be provided advance notice of the election of Board Officers in election years. Clear guidelines on election processes and how to vote must

be published to all Association channels.

6. When there are multiple candidates for any Elected Officer position, the Board shall invite the League of Women Voters (or another third party organization) to advise on voting procedures and facilitate the voting count to determine the outcome. If no third party is available, the Board shall appoint a task force of no less than six (6), and up to twelve (12) Members of the Association to facilitate the voting count.

6.2 President. Subject to the control of the Board, the President shall have general supervision, direction and control of the business and affairs of the Association. They shall preside at all meetings of the Membership, the Board, and the Executive Committee, and shall have such other powers and duties as may be prescribed by the Board.

6.3 Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and 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 by the Board.

6.4 Secretary. The Secretary shall keep a complete record of the proceedings, provide timely notice of meetings, and any other notices as may be necessary and proper, shall supervise the keeping of all the books and records except the financial records and shall discharge such other duties as pertain to the office or as prescribed by the Board.

6.5 Treasurer. The Treasurer, and one other Elected Officer as decided by the Board, shall receive all funds and deposit such funds in the bank account of the Association. The Treasurer shall pay out funds as authorized by the Board. The Treasurer shall maintain accurate records of all financial business and shall report to the Board at each regular meeting. At the end of the fiscal year, the Treasurer shall have in order and present all records, receipts, and reports to the membership at the Annual Meeting.

6.6 Communications Chair. The Communications Chair shall be responsible for overseeing and managing all PVNA communication channels, which may include but not limited to: the PVNA website, email communications, print materials, and social media and online platforms.

6.7 Absence or disability. In the absence or disability of any Board Member, the Executive Committee shall be responsible to temporarily assign their duties to another Member of the Board.

ARTICLE VII. COMMITTEES

7.1 Standing Committees. Standing committees shall include the Executive Committee, and other committees as designated by the Board.

7.2 Special Committees. The Executive Committee may appoint special committees as required.

ARTICLE VIII. FINANCIAL TRANSACTIONS

8.1 Contracts. The Board may enter into any contract or execute such contracts, on behalf of the Association.

8.2 Checks and Payments. The Treasurer, with support from the Executive Committee, is responsible for overseeing all checks and payments of debts in the name of the Association.

8.3 Deposits. All funds of the Association shall be deposited to the account of the Association in such financial institutions as the Board may select.

8.4 Fiscal Year. The fiscal year of the Association shall follow the regular calendar year.

8.5 Audits. At least once a year, or upon request by the Executive Committee, the Treasurer must provide a copy of all financial records and funds to the Executive Committee for review and auditing.

IX. GENERAL

9.1 Procedure

The current edition of the Roberts Rules of Order shall guide the procedures of the Association.

9.2 Compensation

The Board of Directors shall receive no compensation for their service.

9.3 Association Property

All property, tangible and intangible, shall be the property of the Association. Upon leaving office the person in possession of the property shall transfer it and all records to the Executive Committee or the succeeding officer at a date, time and place that is mutually agreed upon. This shall be done within 14 days of leaving office.

ARTICLE IX. AMENDMENT OF BYLAWS

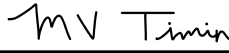
These bylaws may be amended by a simple majority vote of Members of the Association present at the Annual Meeting, at a meeting called for that purpose, or through electronic voting as defined in the Policies & Procedures Manual. Draft amendments must be shared with the

Membership at least 30 days in advance of the meeting or voting date. Final version of proposed amendments must be shared at least 7 days in advance of the meeting or voting date. Notice of the bylaws amendments vote must be included as part of the statement of purpose of the meeting as specified in the Policies and Procedures Manual.

ARTICLE X. DISSOLUTION OF ASSOCIATION

This Association may be dissolved by a simple majority of the Membership present at a meeting called for that purpose. Any assets of the Association may be transferred to a successor organization or coalition, the City of Tucson, or such other organizations as designated by the Board at the time of dissolution.

The foregoing Bylaws were adopted by resolution on **10/19/23**.

Val Timin 
President

ATTEST:

Val Timin
Maribeth Slebodnik
Vicki France
Paula Chronister
Patrick Hart
Nancy Stromp
Arlene Danser
Patricia Perry
Steve Poe
Micah Samuelson
Rachel Dacquisto

MEMBERSHIP VOTING RESULTS AND DATE:

Date 10/19/23
Yes 63
No 1

[6.1](#)