



# BYLAWS OF THE RICHLAND HEIGHTS EAST NEIGHBORHOOD ASSOCIATION AMENDED and RESTATED

## ARTICLE I DEFINITIONS

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

“FISCAL YEAR” shall refer to the period from October 1 to September 30.

## 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, to represent those interests before public and private entities, and to provide for the welfare of the residents of RHE.

## ARTICLE III MEMBERSHIP

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

## ARTICLE IV BOARD OF DIRECTORS

1. The affairs of RHENA are conducted by a Board of Directors (herein referred to as the Board) consisting of not less than five and not more than nine Voting Members of RHENA elected at the Annual Meeting.
2. Nominations for election to the Board of Directors shall be:
  - Made by the Nominating Committee at least one month before the Annual Meeting.
  - Made by petition, signed by at least 10 Voting Members, and delivered to the Secretary not less than one month before the Annual Meeting.
  - Made from the floor at the Annual Meeting.

Nominations made by the Nominating Committee and by petition shall be included in the published notice of the Annual Meeting. All candidates shall have the opportunity to introduce themselves at the meeting prior to the vote.
3. The election shall be conducted using written ballots, if deemed necessary by the Board, 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 positions 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 a random drawing prior to announcing the outcome.
5. Each elected Board Member's term is for three years starting at the close of the Annual Meeting at which they are elected.
6. A Board Member may resign by giving written notice to the rest of the Board.
7. A Board Member may be removed from office:
  - For cause deemed justifiable by two-thirds of the remaining Board, or
  - For failure to attend three consecutive Board Meetings without notifying the Board.
8. If a Board position becomes vacant by resignation, removal, death, or any other cause, the Board may agree to appoint another voting member of RHENA to serve the remainder of the term. This candidate must be approved by a majority of the remaining Board Members.
9. No Board Member shall claim to represent the wishes or opinions of the RHENA Board without prior affirmative vote of two-thirds of the Board.

## ARTICLE V MEETINGS

1. Board of Directors Meetings:
  - (a) The Board shall hold regular meetings at such date and place as determined by the Board. Meetings shall be held at least quarterly. Special Board Meetings may be called by the President or any two Board Members by giving seven days' notice to the Board. A majority of the Board Members shall constitute a quorum.
  - (b) Board Meetings may be held at any location designated by the Board.
  - (c) Board 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.
  - (d) Board Meetings are preferably held in person, but may be held via video conferencing or by email.
  - (e) Board Meetings shall be posted on the calendar on the RHENA website.
2. Membership Meetings:
  - (a) An Annual Meeting of the Membership shall be held in October, at a place, date and time set by the Board.
  - (b) Special Meetings shall be held upon written request of 10% of the Voting Members, and shall be held within thirty days of receipt of the request by the Board. Special Meetings may also be called upon a majority vote of the Board.
  - (c) Every effort shall be made to notify the members of RHENA and other interested parties of the Annual Meeting or any Special Meeting. The Notice shall be sent 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 Annual or Special Meeting, Voting Members 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 as the Board sees fit, except those matters specifically covered by law or by these Bylaws.

## ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. The Board of Directors shall have power and duty to:
  - (a) Call Special Meetings of RHENA whenever it is deemed necessary, and shall call such meetings on the written request of 10% of RHENA members.
  - (b) Appoint and remove, at pleasure, all officers of RHENA and Committee members, prescribe their duties, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, officer or Board Member of RHENA in any capacity whatsoever.
  - (c) Establish, assess and collect membership dues.
  - (d) 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) Prepare a budget, if deemed necessary, and submit it to the members at the Annual Meeting for approval.

## ARTICLE VII OFFICERS, THEIR ELECTION AND DUTIES

1. The officers shall be: President, Vice-President, Secretary, Treasurer, and such other officers as may be determined necessary from time to time by the Board. The President and Vice-President shall be members of the Board. The Secretary and Treasurer may be Board Members or Voting Members. The same individual may serve as both Secretary and Treasurer. Election of officers shall take place at the first Board Meeting following the Annual Meeting. All officers shall be elected by a majority of the Board and shall hold office at its pleasure. Any officer may be removed by affirmative vote of the majority of the Board.
2. The President shall preside at all meetings of the Board and of the entire Membership. The President shall see that orders and resolutions of the Board 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 the President's absence, and such other duties as may be delegated or assigned by the President.
4. The Secretary shall keep the minutes of all proceedings and the votes taken, and perform other duties as requested by the Board. The Secretary shall keep the records of RHENA. If neither the President or Vice President are present at a meeting, the Secretary shall call the meeting to order and choose a Chairman Pro Tem to run the meeting in their absence.

5. The Treasurer shall:
  - Receive and deposit in bank accounts all monies of RHENA, and shall disburse such funds as directed by the Board. Disbursements made in the ordinary course of business shall not require pre-approval of the Board.
  - Keep proper records of income and disbursements, and submit the records to the Board and/or Finance Review Committee upon request.
  - Prepare an annual balance sheet statement that includes beginning balance, income, disbursements and ending balance, and submit it to the Board before the Annual Meeting.
  - Assist the Board in preparing a budget, if deemed necessary by the Board, and any other information to be submitted at the Annual Meeting.
  - Record the names of all Voting Members of RHENA based on payment of dues.
6. An Officer may be removed for cause deemed justifiable by a majority vote of the Board. Such action shall only take place at a Board meeting. The removal of a person as an officer does not constitute a removal of that person from the Board of Directors.
7. If any office becomes vacant by removal, resignation, death or any other cause, the majority of the Board Members shall elect a replacement to fill the vacancy, and such officer shall hold office until the election of their successor.

## ARTICLE VIII COMMITTEES

Standing Committee members shall be appointed by the Board of Directors within 90 days following the Annual Meeting and serve until their successors are appointed.

- (a) Nominating Committee – The Nominating Committee shall prepare a slate of Voting Members who have agreed to be candidates for vacancies on the Board that are to be filled by election at the Annual Meeting. Members of the Nominating Committee shall be eligible for nomination.
- (b) Financial Review Committee – The Financial 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,
  - when otherwise requested by the Board.

Ad Hoc Committees may be appointed by the Board as needed.

All Committees shall include at least one Board Member, and are responsible to the Board of Directors. Each Committee shall prepare a document, or update an existing document, describing the purpose of the Committee and how it operates.

## ARTICLE IX LIABILITY

1. The personal liability of any Board Member, or officer (or any other person who serves on the Board of Directors, a committee, or like body of RHENA) 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 Board Member or any other person described above for any of the following:
  - Any breach of duty of loyalty to RHENA or its members.
  - Acts or omissions which are not in good faith, or which involve intentional misconduct, or a knowing violation of law.
  - Any transaction from which the person derives an improper personal benefit.
2. Any repeal or modification of this article shall not adversely affect any right or protection of a Board Member 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 Bylaws 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 May, 2025.

*Jim Cummins*  
Jim Cummins, President

*Sandra Miller*  
Sandra Miller, Secretary

***Bylaws Revision History***

- Original RHENA Bylaws – 10/1994
- Restated Bylaws – 05/2025, including Revisions 1-10 to the original Bylaws (1994-2024)