

MEDLOCK HISTORIC NEIGHBORHOOD ASSOCIATION PROPOSED BYLAWS - 11/18/2016

Article I ORGANIZATION

Section 1. Name

The name of this organization shall be Medlock Place Historic Neighborhood Association.

Section 2. Organization

The Association is formed for civic, non-profit purposes. Upon dissolution of the Association any and all assets will be distributed to the Members in good standing. The Association shall be operated so as not to benefit any private Member or individual.

Section 3. Purpose:

The purpose of this Association is to promote our Central and Camelback Neighborhood;

1. Facilitate communication between the residents and the City of Phoenix;
2. Provide and maintain updated information for the Members regarding activities, which might have an impact on the future growth or improvements within the neighborhood;
3. Encourage active participation by the Membership and promote good will among the Members of the Association;
4. Protect and enhance the quality and integrity of the neighborhood;
5. Promote the quality of family living in the North Central city area, and preserve the unique personality of the neighborhood;
6. Provide for expansion and growth of commercial facilities in such a manner as to preserve the quality and the unique personality of the neighborhood
7. Protect and enhance the quality of the residential area;
8. Promote the restoration of existing properties and encourage compatible new developments including commercial along the east, west, and southern boundaries.

Section 4. Boundaries

The Association is bounded by Missouri Avenue on the North, Camelback Rad on the South, Central Avenue on the East and Seventh Avenue on the West. The Association does not include:

- 1) Multi-family housing west of 3rd Avenue, South of Colter Avenue and North of Camelback Road
- 2) Multi-family housing and condominiums bounded by Georgia Avenue, East of 3rd Avenue, Central Avenue, Missouri Avenue
- 3) Multi-family housing and condominiums bounded by west of 3rd Avenue, Missouri Avenue and North of Georgia Avenue

**Article II:
MEMBERSHIP**

A. Categories

Category I: Any person owning residential property in the boundary of the Medlock Place Neighborhood Association is a voting Member and shall have the right to vote on any issue put forth by the Executive Board and the election of Board Members. No more than 1 Member per qualified household shall vote at scheduled Association Meetings and the Annual Election Meeting.

Category II: Any other person interested may become a non-voting Member.

B. Association Dues

1. Members are encouraged to voluntarily contribute annually to help cover operating costs, Association gatherings, and projects approved by the Executive Board to improve or protect the neighborhood as defined in Section 3.
2. Contributions can be made at any time during the year and the newly elected board shall request contributions annually when they are seated.

B. Rights and Privileges

1. Category I Members shall have the following rights and privileges:
 - A. Voting
 - B. Serving as officer or board Member.
 - C. All voting Members have the right, at reasonable times, with written notice, to inspect the financial records.
2. All Members shall have the following rights and privileges:
 - A. Serving on committees.
 - B. Receiving notices and mailings.
 - C. Attending scheduled Association Meetings.

**Article III
MEETINGS**

Section 1. The Association shall meet annually with additional meetings as the Executive Board shall designate.

Section 2. A Quorum shall consist of the voting Members present. Members shall vote on items put forth by the Executive Board and a simple majority vote of the Member's present shall rule.

Section 3. Each voting Member household shall have one (1) vote. Members can vote by proxy ballot for the annual election of Executive Board Members. Each proxy ballot shall be signed by

both the Member assigning the proxy ballot and the Member accepting the proxy on an Executive Board approved form. All proxy ballots are to be submitted the Secretary at the Annual Election Meeting prior to the tabulation of votes.

Section 4. Notices of Association Meetings shall be made to the Membership in a timely manner.

Section 5. Special meetings shall be called upon written request to the Executive Board by no less than 5 voting Members.

Section 6. Authority: Roberts Rules of Order, latest edition, shall govern the Association's deliberations unless such rules are in conflict with the Association's by-laws, or special rules of order.

Section 7. Minutes of Association Meetings:

- A written record of the deliberations and decisions at regular Association Meetings and Special Meetings shall be prepared and kept by the Recording Secretary in the form of Minutes.
- Upon approval by the Board of Directors, such Minutes shall become a part of the records of the Association.

Article IV EXECUTIVE BOARD

Section 1: Composition

A. There shall be an Executive Board, consisting of the officers, the Association Advisor, and other Members who shall be elected annually by the Association.

B. The elected board Members shall have the following qualifications:

1. Members in good standing of the Association.
2. Elected board Members shall consist of no more than four Members at large, one of whom, should represent the business community within the Association if possible if they are a qualified Members of the Association.

Section 2: Duties

A. The Executive Board shall be responsible for and conduct the business of the Association for the benefit of the Membership.

B. The Executive Board shall be responsible to the Membership.

C. Anyone who serves as a Member of the Executive Board, or on one of the committees created thereby, shall be immune from civil liability and shall not be subject to suit directly or indirectly for any act or omission undertaken in good faith and within the scope of the Member's official capacity unless any resultant damage or injury was caused by the willful and wanton or grossly negligent conduct of such person.

Section 3: Term of office:

All officers and Members of the Executive Board shall serve until the adjournment of the Annual Election Meeting at which their successors are chosen.

Section 4: Meetings

A. The Executive Board shall attempt to meet monthly and only meeting when a quorum is possible

B. The Executive Board shall also meet upon the call of the President or the Secretary, and otherwise as may be determined by the Executive Board.

C. All meetings of the Executive Board shall be open to the Membership, but participation shall be limited to the Members of the Executive Board unless the board calls an open meeting. Nothing herein shall preclude the Members of the Executive Board from meeting informally on an ad hoc basis when no formal action is taken.

Section 5: Quorum

A quorum of the Executive Board shall be defined as a majority of its Members.

Section 6: President

The President shall serve as the chairperson of the Executive Board.

Section 7: Vacancies

A. The Executive Board shall have the power to fill any vacancy on the Executive Board or in the elective offices except that of the President.

B. In the case of the death, incapacity or resignation of the President of the Association, the Vice President shall become President and shall serve the unexpired portion of the current term of office.

C. An appointed officer or appointed board Member shall serve the unexpired portion of the term of office of the person being replaced.

Article V OFFICERS

Section 1. Composition

A. The officers shall consist of the President, Vice President, Secretary and Treasurer, and Members At Large.

B. The immediate past president of the Association shall become the Advisor of the Executive Board for the following year or until the next President is elected.

C. The President, Vice President, Secretary, Treasurer and Members At Large shall be elected at the Annual Election Meeting.

D. The officers shall serve without compensation, but shall be reimbursed for any reasonable expenditure incurred in the discharge of their Association duties.

Section 2. Terms of Office

A. All officers and Members of the committees shall serve for a period of one (1) year or until their successors are elected or appointed and qualified.

B. No officer shall hold more than one (1) office at a time unless there are no other Members willing to serve for the office.

Section 3. Duties of Officers

A. The officers shall perform the duties pertaining to their offices as generally defined: Examples include but are not limited to:

President

- Writes agendas
- Chairs Association Meetings and Annual Election Meeting
- Presents the "State of the Neighborhood" report at the Annual Election Meeting
- Represents the Association before Boards and Commissions
- Communicates the Board's decisions to interested parties
- Coordinates and oversees all of the activities of the board
- May appoint a committee to plan the annual block party or other neighborhood events
- Writes articles for the newsletter
- Ensures progress on all pertinent issues
- Votes on issues

Vice President

- Aids president
- Facilitates meetings in president's absence
- Coordinates committee chairmen
- Votes on issues

Treasurer

- Collects and records annual dues
- Maintains a roster of dues collected from Members
- Makes deposits and reimbursements
- Provides report of district finances at the Annual Election Meeting
- Votes on issues

Secretary

- Records the minutes of Executive Board and Association Meetings and maintains an up to date Membership data base
- Notifies board Members of upcoming meetings
- Prepares the ballots for the Annual Meeting
- Votes on issues

Members at Large

- Attend Association Meetings
- Act on behalf of the neighborhood
- Vote on issues

Commercial Liaison - Must to be a voting Member.

- Attends Association Meetings
- Votes on issues

Additionally, any other such duties to be assigned by the Executive Board.

B. The Treasurer shall have custody of all Association funds. He/She shall account for the receipt and disbursement of all funds of the Association, and keep funds on deposit in a bank approved by the Executive Board. The Treasurer shall be directly accountable to the Executive Board and shall give a financial report at the Board and regular Association Meetings and an annual financial statement at the Annual Election Meeting. The annual statement shall be filed with the Secretary with copies to the President, and the permanent file of the Association. The Treasurer, Vice President, and President shall be authorized signers on the Association banking accounts. The Treasurer may issue checks on all Association expenditures under \$200.00. The President shall approve all expenditures over \$200.00 and may approve expenditures in writing via email.

Section 4. Qualifications

Each officer must be a qualified voting Member

Section 5. Appointments

The President shall appoint all committee chairpersons and committee Members unless otherwise provided in the by-laws.

A. Any Officer or other Board Member may be removed for cause by a majority vote of the Membership present at a Special Meeting called for the purpose of said removal.

B. Any Executive Board Member may be removed for non-attendance at two or more Association Meetings. Removal for non-attendance shall be by majority vote of the Executive Board. An Executive Board Member whose removal is being considered shall not be entitled to vote on the removal. Notwithstanding the foregoing, any Executive Board Member who fails to

attend three consecutive Association Meetings shall automatically be deemed to have resigned from the Board. Said Member shall have 30 days to commit to the Board in writing that they intend to remain a Member of the Board and will attend all future meetings. If said Member does not respond in writing, the Board shall then proceed to fill the vacancy created by such automatic resignation.

Section 6. Compensation

No Executive Board Member shall receive compensation for any service he/she may render to the Association. However, any Board Member may be reimbursed for actual expenses incurred in the performance of duties. No Member will be reimbursed for organizational time and expenses in forming the Association.

Article VI Committees

Except for the Nominating Committee, Special Committees may be appointed and discharged at the discretion of the President for such tasks as circumstances warrant. A Special Committee shall be limited to the accomplishment of the task for which it was created and, unless otherwise specifically conferred by the Executive Board, shall have no power to act on behalf of the Board. Upon completion of the task for which it was appointed, a Special Committee shall be discharged. Except as authorized by the Executive Board, no committee or representative shall incur expenses on behalf of the Association, nor shall any committee or representative commit the Association to any declaration of policy.

Article VII Amendments

Section 1. These by-laws may be amended or repealed by a vote of two-thirds majority of those voting Members present and voting at any Association Meeting.

Section 2. Any voting Member may make such a proposal.

Section 3. Such proposal must be submitted in writing to the Executive Board.

Section 4. Membership must be notified of the proposal one month prior to the meeting at which the proposal will be discussed.

Article VIII Nominations and Elections

Section 1. Nominating Committee

A. Composition:

The Nominating Committee shall consist of a minimum of two Members, none of whom shall be

a candidate for office at the next scheduled election, nor may they be a Member of the Executive Board. The Nominating Committee shall be formed no later than 30 days prior to the scheduled annual election

B. Duties:

1. The Nominating Committee shall receive nominations from Association Members for the positions of President, Vice President, Secretary, Treasurer and other Board Member position.
2. The Committee shall obtain approval of nominees' acceptance prior to submitting the names to the Executive Board and all nominees shall sign a statement that they are qualified Association Members and they must be present at the Annual Election Meeting election.

Section 2. Time Tables

A. The Nominating Committee shall be appointed no later than (1) month before the scheduled annual elections.

B. The Executive Board shall be notified of the nominees' names no later than one week before the elections.

C. The voting Membership shall be notified of the nominees' names no later than one week before the elections.

D. The elections shall take place at the Annual Election Meetings.

Section 3. Elections

A. Voters: Property owners in the Association as defined previously.

B. Voting:

1. For any office for which there is only one nominee, elections may be by voice vote or a show of hands.

2. For any office for which there are two or more nominees, elections shall be by secret ballot.

3. If only one nominee is present for each position a voice vote or show of hands shall qualify the slate of candidates.

4. Additional Nominations: If no nominations are filed for any available board position, nominations from the floor shall be accepted for that position only. Nominees must be present at the Annual Election Meeting.

C. Ballots:

When required, the Nominating Committee shall prepare ballots.

D. Tabulation:

1. The Secretary and the Nominating Committee shall have the responsibility of counting and tabulating all votes cast in a ballot election. The Secretary shall retain a copy of the tabulations for a reasonable period of time.

E. Results:

The President shall announce the results of all elections.

Article IX: Code of Conduct

All Members attending Association Meetings shall agree and adhere to a code of conduct or forfeit their rights to attend Association Meetings. Members who violate the *Code of Conduct* will be requested to leave the meeting. As Association Meetings are held in private and rented facilities, the owner of the property shall have the right to exclude temporarily or permanently any Association Member or attendee they deem to be dangerous or otherwise unfit to be on their property. Violations of the *Code of Conduct* include but are not limited to:

- Belligerent behavior such as shouting, name calling, threatening Members, interrupting others, not respecting others rights to state their opinions/positions.
- Attending meetings while intoxicated or under the influence of illegal drugs.
- Use of vulgar language.
- Not respecting the rights of others to conduct their business in peace.
- Physically threatening or intimidating a Member.
- Harassing or intimidating Members in the community because of their positions on neighborhood affairs.
- Harassing or belligerent behavior towards invited guests and speakers at Association Meetings.

**Article X
Books and Records**

The Association shall keep complete books and records of accounts and minutes of proceedings. Any Member, upon written request, may examine in person, at any reasonable time, and for any purpose, the Association's books, records and general Membership and regular meeting minutes.