

Coronado Neighborhood Association  
 Bylaws workshops  
 Emerson School Media Room

July 12, 2008 attendees: Diane Brennan, Matthew Conn, Elizabeth Compton, Jerry Cook, Andrea del Galdo, Ellen Edwards, Dot Hurd, Faith Klepper, Joe Murphy, Donna Reiner, Maureen Rooney, Mike Slaven, Rueben Valencia. Hal Korff, facilitator & Lynne Korff, notetaker

August 2, 2008 attendees: Diane Brennan, Matthew Conn, Andrea del Galdo, Ellen Edwards, Patrick Goodman, Faith Klepper, Maureen Rooney, Rueben Valencia. Hal Korff, facilitator

Existing	Proposed	Comments on recommended changes
<b>Greater Coronado Neighborhood Association</b>	<b>Coronado Neighborhood Association, Inc.</b>	Correction to legal name
<b>Bylaws</b>	<b>Bylaws</b>	
The Greater Coronado Neighborhood Association is organized for the purpose of preserving and improving the quality of life associated with the residential characteristics of the community.	The mission of the Coronado Neighborhood Association (“Association”) is to preserve and improve the quality of life of the residential community.	Correction to legal name.  Recommend separating mission (here) from purpose (next line) and simplify the wording.  Long discussion on whether original mission and purpose are still valid. Consensus was that they are unchanged.
This purpose is accomplished through a volunteer membership base which: builds a united and informed community; plans projects and activities that bring people together in celebration; and plans projects and activities which improve the environment of the community.	The purpose of the Association is to strengthen itself and the community by: <ul style="list-style-type: none"> <li>▪ uniting, informing and involving neighbors;</li> <li>▪ planning and implementing projects and activities that bring people together in celebration of our neighborhood; and</li> <li>▪ encouraging volunteer participation.</li> </ul>	Reworded to clearly state purpose.

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<b><u>Article 1 Offices</u></b>	<b><u>Article 1 – Location</u></b>	Changed Article name
<b>Section 1 – Location</b>	<b>Section 1 – Boundaries</b>	
	The boundaries of the Association are 7 <sup>th</sup> Street on the west, Thomas Road on the north, 20th Street on the east, and the I-10 Freeway on the south.	Boundary description moved to this section from Members section farther down.  Suggest changing Piestewa Pkwy to 20th Street to more accurately reflect the eastern boundary.
	<b>Section 2 – Offices</b>	Changed section number.
The principle office of the Greater Coronado Neighborhood Association shall be at a location within Phoenix, Maricopa County, Arizona, at an address that shall be determined by the General Membership.	The principal office of the Association shall be at a location within Phoenix, Maricopa County, Arizona, at an address that shall be determined by the Members.	Spelling corrected to “principal”  "Association" substituted for past name. General Membership changed to Members.  Otherwise unchanged.
<b><u>Article 2 Members</u></b>	<b><u>Article 2 – Members</u></b>	
<b>Section 1 – Categories of Members</b>	<b>Section 1 – Members</b>	
The Greater Coronado Neighborhood Association shall have two categories of membership: voting and non-voting members.	An Association member (“Member”) is any person, 18 or over, who registers with the Association and pays the membership fee.	Any interested person can be a member. Voting status is a subgroup, defined below.
	<b>Section 2 – Residents</b> A resident (“Resident”) is a person whose primary residence is within the geographical Boundaries of the Association.	After discussion of business presence (here for 8 hrs then home to another neighborhood), versus those who live here, need to define term.

<p>A. Voting memberships shall be granted to adult residents (either owner residents or renter residents) of the area bounded by 7<sup>th</sup> Street on the west, Thomas Road on the north, the Piestewa Parkway on the east, and the I-10 Freeway on the south.</p>	<p><b>Section 3 – Voting Members</b>  A voting member (“Voting Member”) is a Resident Member in good standing for at least 28 days prior to the vote. Each Voting Member is entitled to one vote. Voting by proxy shall not be permitted.</p>	<p>Age limit is set in previous paragraph.</p> <p>Membership date changed from 30 days to 28 days to accommodate short months.</p> <p>Boundaries were moved to “Article 1 Location” so don’t need to repeat here.</p> <p>Long discussion on allowing nonresident owners to vote. Consensus was that non-resident owners do not have the same stake as those who live here.</p>
<p>B. Non-voting memberships shall be granted to interested non-resident parties, and to children (under the age of 18) of a membership household.</p>		<p>No longer necessary. This is now defined by sections 1-3 above.</p>
<p><b>Section 2 – Membership Fees</b></p>	<p><b>Section 4 – Member Fees</b></p>	<p>Section renumbered and renamed</p>
<p>Membership fees shall be \$5.00 per household per year, renewed annually on January 1. A household includes all adults and children living at a single physical address. All members will be granted all full membership privileges in accordance with the bylaws. The membership fee will be credited to the GCNA general fund. Neighborhood network coordinators may request funds from the GCNA, but approval for funding will be determined by majority vote of the members in attendance at the monthly General Meeting.</p>	<p>Annual Member fees shall be set at the annual meeting (“Annual Meeting”) each year.</p>	<p>Deciding the fee each year allows CNA to raise fees if needed, and could be \$0 if desired.</p> <p>Membership description is included in Article 2, Sections 1-3 above.</p> <p>Network coordinators have not been active in years. This statement is not needed. Without networks, there is no need to specify where fees are credited, because there is only one account: CNA’s.</p>
<p><b>Section 3 – Representation</b></p>		<p>No longer needed.</p>
<p>Each adult member shall be entitled to one vote after 30 days membership in the Association. Voting by proxy shall not be permitted.</p>		<p>Included in Article 2 above, “one vote.” No longer needed.</p>

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	<b>Section 5 – Powers of the Membership Group</b>	Moved here from Article 3 Section 1 below and renumbered.
	Policies and projects shall be approved by the Voting Members, unless otherwise delegated.	Moved here from Article 3 Section 1 B below and renumbered. Removed the word “all”
<b>Section 4 – Resignation</b>	<b>Section 6 – Resignation</b>	Section renumbered
Any member may resign from membership by filing a written resignation with the Association. Non-renewal of membership fees is an automatic resignation from the Association.	Any Member may resign from membership by filing a written resignation with the Association. Non-renewal of Member’s fees is an automatic resignation from the Association.	Questioned whether this was even necessary. Example given of possible conflict of interest with job or another board might make it necessary. Consensus was that it should remain.  No change.
<b><u>Article 3 Meetings</u></b>	<b><u>Article 3 – Meetings</u></b>	
<b>Section 1 – Powers of the Membership Group</b>		Moved to the article addressing Members (Article 2 Section 5) above
A. The membership shall set policy for the Association.		Discussion of board vs member powers. Board is responsible for carrying out Assoc business. Membership approves. Keep next paragraph; delete this one.
B. All policies and projects shall be approved by the general membership, unless otherwise delegated.		Moved to the Member section (Article 2, Section 5) above.
<b>Section 2 – Annual Meeting</b>	<b>Section 1 – Annual Meeting</b>	Section renumbered
The annual meeting shall be on the first Thursday of May of each year unless otherwise decided by the general membership, or on a day thirty days prior to or after May first.	The Annual Meeting shall be on the first Thursday of May of each year unless otherwise decided by the Members.	Simplifying. End of sentence not needed.
<b>Section 3 – General Meetings</b>	<b>Section 2 – General Meetings</b>	Section renumbered
The general meetings of the Greater Coronado Neighborhood Association shall be on the first Thursday of each month at any location determined at the monthly meeting of the membership.	The general meetings (“General Meetings”) of the Association shall be on the first Thursday of each month, unless otherwise determined.	Association name changed.  Suggest deleting end of sentence. Changes may be necessary on short notice (example: school availability).

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<b>Section 4 – Special Meetings</b>	<b>Section 3 – Special Meetings</b>	Section renumbered
Special meetings may be called by the Board as herein after described or by written petition of 20 voting members of the Association.	Special meetings (“Special Meetings”) may be called by the Board or by written petition of 20 Voting Members of the Association.	Removed “as herein after described” because we are removing the 2nd paragraph from this section which makes it unclear
The Association shall be notified of special meetings via telephone, e-mail, or a notice posted upon a mutually agreed upon community bulletin board.		Delete here. Notice for all types of meetings is now covered in new “Notice of Meetings” section below.
<b>Section 5 – Quorum</b>	<b>Section 4 – Quorum</b>	Section renumbered
Ten voting members shall constitute a quorum for conducting business.	Eleven Voting Members, present and in person, shall constitute a quorum for conducting business.	Suggest changing to an odd number, from 10 to 11. Adding “in present and in person” rules out conference calling, etc.
<b>Section 6 – Manner of Acting</b>	<b>Section 5 – Manner of Acting</b>	Section renumbered
A simple majority of those voting members present is required for a motion to be approved.	A simple majority of those Voting Members present and in person is required for a motion to be approved.	“Present and in person” rules out conference calling, etc
<b>Section 7 – Paid Consultants</b>		Delete
The general membership may contract for services as needed to carry out the purpose of the Association.		Delete Paid Consultant section. This was moved to Powers of the Board.
	<b>Section 6 – Notice of Meetings</b>	New section added
	The Association shall notify Members of the date, time, place and agenda of each Annual, General and Special Meeting at least ten days before the meeting date. Members shall be notified by Association media.	Add Notice of Meetings to address all membership meetings

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<b><u>Article 4 Board of Directors</u></b>	<b><u>Article 4 – Board of Directors</u></b>	
<b>Section 1 – Powers of the Board</b>	<b>Section 1 – Powers of the Board</b>	
A. The Board shall carry out tasks as directed by the membership.	A. The Board of Directors (“Board”) shall carry out the business of the Association.	“Tasks” can run the board ragged. Wording changed to “business of the association” as recommended by Bylaws Committee.
B. The Board may act for the membership on matters that come up between regular meetings only if time prohibits a decision being made by the general membership at the next regular meeting.	B. The Board may act for Members on matters that occur between regular meetings only if time prohibits a decision being made by the Voting Members at the next regular meeting. Members shall be notified of the action at its next General Meeting and the information shall be entered into the minutes.	Added Bylaws Committee recommendation for additional wording: “The membership shall be notified of the action at its next general meeting and the information will be entered into the minutes”  Wording change: “come up” to “occur”
<b>Section 2 – Number, Tenure, and Qualification</b>	<b>Section 2 – Number, Tenure, and Qualification</b>	
The Board shall be made up of four executive officers and five directors which will be elected by the membership.	The Board shall consist of four executive officers (“Officers”) and five at-large directors who shall be elected by Voting Members.	“Directors” changed to “at-large directors” and “be made up” changed to “consist” for clarification.  Discussed increasing the number of seats. Consensus was: not necessary.
The Board members shall be dues paying members of the Greater Coronado Neighborhood Association for a minimum of three months prior to the date of election. A member with less than three months membership can be elected to stand as an interim Board member. When the member has accrued three months membership an election for that Board position shall be held at the next general membership meeting following thirty days notification of the election.		Deleted this paragraph. They must be members to be nominated (see Nominations below), so they will be members for at least 2 months by the time they are elected. Consensus was that 3 months is not necessary, and this simplifies the issue of holding another vote.

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	<b>Section 3 – Nominations and Elections</b>	Added section for clarification.
The elections will be held at the annual meeting of the Association. Elected Board members shall serve for one year, excepting those elected after the annual meeting. These Board members shall serve until the next annual meeting.	The elections shall be held at the Annual Meeting. Any Voting Member is eligible to serve as a Board member. Board members shall serve until the next Annual Meeting.	Added: Any voting member of the Association is eligible to serve as a board member.  Simplified "term." No matter when elected, the term ends at the next annual meeting.
<b>Section 3 – General Board Meeting</b>	<b>Section 4 – Board Meeting</b>	The word "general" is confusing. Removed. Section renumbered.
The Board shall meet as often as needed to carry out its tasks, and at any place it shall determine.	The Board shall meet as often as needed to carry out the business of the Association.	Changed "Tasks" to "business of the Association", consistent with Art 4 Sect 1. Location is addressed in Meeting Notice section, so not needed here.  Discussed defining meetings as "monthly." Consensus is that board meetings are a matter of policy, to be set by each board, not in the bylaws.
<b>Section 4 – Notice of Board Meetings</b>	<b>Section 5 – Notice of Board Meetings</b>	
Notice of Board meetings will be via mail, e-mail, telephone, or by mutual consent.	Notice of Board meetings shall be made via Association media at least four days prior to meeting when possible. In all cases, minutes of Board meetings shall be posted within four days or prior to the next General Meeting.	Board meetings are sometimes called on short notice so notification may not always be possible 4 days prior.  Posting of minutes is suggested as a new requirement.
<b>Section 5 – Quorum</b>	<b>Section 6 – Quorum</b>	Section renumbered
A quorum shall consist of 51% of elected Board of Directors.	A quorum shall consist of five (5) Board members.	Suggest changing 51% to a set number of 5 (which is 51% of a full board) to prevent changes being instituted by a dwindling board. By definition, they are "elected" so that word is removed.
<b>Section 6 – Vacancies</b>	<b>Section 7 – Vacancies</b>	Section renumbered
Board vacancies shall be filled at the next general membership meeting following thirty days notification of the election.	Board vacancies shall be filled at the next General Meeting following 28 days notification of the election.	Notification period changed from 30 to 28 days to accommodate short months.

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<b>Section 7 – Removal of Board Members</b>	<b>Section 8 – Removal of Board Members</b>	Section renumbered
Board members may be removed for cause by vote of 75% of the elected Board of Directors.	A Board Member may be removed by either: 1) A vote of 75% of the Board, or 2) A vote of 75% of the Voting Members at a General Meeting provided at least 10 Voting Members have signed and delivered a petition for removal to any Board Member and at least 28 days advance notice of the vote is given to the Members.	Discussed the difficulty of 75%. Consensus was that it should be difficult. No change.  Membership should also have a way to remove board members.
<b><u>Article 5 Officers</u></b>	<b><u>Article 5 – Officers</u></b>	
<b>Section 1 – Categories of Officers</b>	<b>Section 1 – Categories of Officers</b>	
The officers of the Greater Coronado Neighborhood Association shall be a president, a vice president, a treasurer, and a secretary. All officers shall be voting members of the Association for the length of their term.	The Officers of the Association shall be a president, a vice president, a treasurer, and a secretary. All Officers shall be Voting Members of the Association for the length of their term.	No change, other than Association name.
<b>Section 2 – Election and Term of Office</b>	<b>Section 2 – Election and Term of Office</b>	
Officers will be elected at large and by the general membership at the annual meeting. Their term will be for one year.	Officers shall be elected by Voting Members at the Annual Meeting and serve until the next Annual Meeting.	Discussed electing 9 at-large directors and allowing them to choose officers, but determined that could cause problems.  Wording of “term” changed for consistency.
<b>Section 3 – President</b>	<b>Section 3 – President</b>	
The president will preside over meetings, and with other elected officers will plan meeting agendas. The president will appoint chairs of committees.	The president shall preside over meetings and, with other Officers, shall plan meeting agendas. The president shall appoint chairs of committees.	Discussed expanding officer job descriptions. Consensus was that that would be better done with policy, determined by current board. Article 4, Section 1 assigns them responsibility but they can determine how that is accomplished.  No change.
<b>Section 4 – Vice President</b>	<b>Section 4 – Vice President</b>	
The vice president shall act in place of the president when he or she is unable to act.	The vice president shall act in place of the president when he or she is unable to act.	See comment in Section 3 above.  No change.

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<b>Section 5 – Treasurer</b>	<b>Section 5 – Treasurer</b>	
The treasurer will be the keeper of financial records and other financial duties. The treasurer will conduct meetings in the absence of the president and vice president.	The treasurer shall keep financial records and perform other financial duties. The treasurer shall conduct meetings in the absence of the president and vice president.	See comment in Section 3 above. If treasurer needs help, Article 7 allows hiring professional help which he/she can oversee.  Reworded for clarification only.
<b>Section 6 – Secretary</b>	<b>Section 6 – Secretary</b>	
The secretary will keep a record of the minutes and other records and correspondence of the Association. The secretary will conduct meetings in the absence of the president and vice president and the treasurer.	The secretary shall keep a record of the minutes and other records and correspondence of the Association. The secretary shall conduct meetings in the absence of the president and vice president and the treasurer.	See comment in Section 3 above.  No change.
<b><u>Article 6 Committees</u></b>	<b><u>Article 6 – Committees</u></b>	
<b>Section 1 – Designation and Members</b>	<b>Section 1 – Designation and Members</b>	
The president may designate any such task committees as needed to carry out the purposes of the Association. All committee members should be members of the Association and the chair of each committee shall be appointed by the president.	The president may create or disband any such task committees as needed to carry out the purposes of the Association. The chair of each committee shall be appointed by the president and shall be a Voting Member of the Association.	If the president can create a committee should also have the power to disband it when task is complete. Revise wording: "designate" to "create or disband"  Head of committee must be a voting member but committee members should be open to any interested party.
<b><u>Article 7 Contracts, Deposits and Funds</u></b>	<b><u>Article 7 – Contracts, Deposits and Funds</u></b>	
<b>Section 1 – Contracts</b>	<b>Section 1 – Contracts</b>	
Contracts will be approved by the membership and signed by two of the executive officers.	Contracts entered into by the Association shall be approved by the Voting Members and signed by two Officers.	Discussion: Small items like A-Z Rentals are signed by person picking them up. Not a contract with CNA. As long as that expenditure is part of an approved budget, no need for board signatures. Reimbursable expenses are not Association contracts.  Change wording to "Contracts entered into by the Association"...

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<b>Section 2 – Checks and Drafts</b>	<b>Section 2 – Checks and Drafts</b>	
The signatures of two elected officers are required for disbursement of funds which have been approved by the general membership.	The signatures of two Officers are required for disbursement of funds which have been approved by the Voting Members.	Discussion regarding whether treasurer should be a required signature. Consensus was that it's better to leave the option open in the event there is no treasurer, or treasurer is out of town. Three hands on the check may be better anyway.  Small wording changes only: "elected" deleted because it's implied. "General Membership" clarified to Voting Members.
<b>Section 3 – Deposits</b>	<b>Section 3 – Deposits</b>	
Funds shall be kept in a financial institution as designated by the treasurer.	Funds shall be kept in a financial institution as designated by the Board.	Designated by "board," not "treasurer." Like now, there may not be a treasurer.
<b>Section 4 – Gifts</b>	<b>Section 4 – Gifts</b>	
The Association may accept gifts.	The Association may accept gifts.	No change
<b><u>Article 8 Books and Records</u></b>	<b><u>Article 8 – Books and Records</u></b>	
<b>Section 1 – Books, Records, and Inspection</b>	<b>Section 1 – Books and Records</b>	Section name changed.
The Association shall keep correct and complete books and records of accounts, and shall also keep minutes of membership meetings. The Association shall keep a record of names and addresses of members entitled to vote.	The Association shall keep correct and complete books and records of accounts, and shall also keep minutes of all meetings. The Association shall keep a record of names and addresses of Members.	No change to these first two sentences. The Third sentence, addressing inspection, has been expanded to better address the ARS rules and is now a new section below.
	<b>Section 2 – Inspection</b>	New section
All books and records of the Association may be inspected by persons as authorized by the Board of Directors.	A. A Member, in good standing for at least six months immediately preceding the request, is entitled to inspect and copy any of the following records of the Association if he or she meets the requirements set forth in subsection B: 1. Minutes of the Board, Annual, General, Special and committee meetings. 2. Articles of Incorporation and Bylaws and any amendments thereto.	Existing bylaws are much broader than the ARS statutes. Ensure that member's personal information is not disclosed.  Referring to ARS statutes by number is not a great idea, statues change.  Suggest this abbreviated version of relevant ARS statutes: ARS 10-11601 Corporate Records ARS 10-11602 Inspection of records by members, applicability

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3. The Association's most recent financial statements showing in reasonable detail its assets and liabilities and the results of its operations.
4. Regularly prepared accounting reports of the Association.
5. Membership list, only if approved by the Board of Directors.

Persons requesting copies shall bear the reasonable cost of such copies.

B. A Member's request to inspect and copy Association records must be made in good faith and for a proper purpose. The request must describe with reasonable particularity the Member's purpose, and the records the Member desires to inspect must be directly connected to the Member's purpose. The Member must give the Association written notice of his or her request at least five business days before the date on which the Member wishes to inspect or copy the records. Records shall remain in the possession of the Association.

- C. The membership list or any part of the membership list shall not be:
1. Used to solicit money or property, unless the money or property shall be used solely to solicit the votes of the Members in an election to be held by the Association.
  2. Used for any commercial purpose.
  3. Sold to or purchased by any person.

<u>Article 9 Fiscal Year</u>	<u>Article 9 – Fiscal Year</u>	
<b>Section 1 – Definition</b>	<b>Section 1 – Definition</b>	
The fiscal year of the Association shall be from May 1 <sup>st</sup> to April 30 <sup>th</sup> of each year.	The fiscal year of the Association shall be from May 1 <sup>st</sup> to April 30 <sup>th</sup> of each year.	No change.
	<b><u>Article 10 – Conflict of Interest</u></b>	New Article added.
	<b>Section 1 – Members</b>	New section
	No Member of the Association shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Association, except as otherwise provided in these bylaws.	Conflict of Interest was never in the bylaws. IRS recommends it. The text for sections 1-5 are borrowed from PMI bylaws template.
	<b>Section 2 – Officers, Directors, Committee Members, and Authorized Representatives</b>	New section
	No Board member, Officer, committee member or authorized representative of the Association shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Association of actual and reasonable expenses incurred by an Officer, Board member, committee member or authorized representative regarding attendance at Board meetings and other approved activities.	
	<b>Section 3 – Contracts</b>	New section
	The Association may engage in contracts or transactions with Members, Officers, Board members, appointed committee members or authorized representatives of the Association and any corporation, partnership, association or	

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	<p>other organization in which one or more of the Association's Board members, Officers, appointed committee members or authorized representatives have a financial interest in, or are employed by, the other organization provided the following conditions are met:</p> <ul style="list-style-type: none"> <li>A. The facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board prior to commencement of any such contract or transaction;</li> <li>B. The Board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;</li> <li>C. The contract or transaction is fair to the Association and complies with the laws and regulations of the applicable jurisdiction in which the Association is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.</li> </ul>	
	<b>Section 4 – Independent Action</b>	New Section
	All Officers, Board members, appointed committee members and authorized representatives of the Association shall act in an independent manner consistent with their obligations to the Association and applicable law, regardless of any other affiliations, memberships, or positions.	

	<b>Section 5 – Disclosure</b>	New section
	All Officers, Board members, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Association has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.	
<b><u>Article 10 Amendments to Bylaws</u></b>	<b><u>Article 11 – Amendments to Bylaws</u></b>	Article renumbered
<b>Section 1 – Amendments</b>	<b>Section 1 – Amendments</b>	
These bylaws may be amended, or replaced, or new bylaws adopted by a majority of the members present at a general meeting, providing, however, that at least 14 days prior written notification has been given (via mail, newsletter, e-mail, flyer, or bulletin board) to the membership setting forth the proposed action.	These Bylaws may be amended, or repealed, or new Bylaws adopted by a majority of the Voting Members, after at least 28 calendar days written notification has been given to the membership.	“repealed” replaces “replaced.”  Notification period extended to 28 days for consistency and to provide ample time for consideration.