

CORONADO NEIGHBORHOOD ASSOCIATION BYLAWS

MISSION STATEMENT

The mission of the Coronado Neighborhood Association (“Association”) is to preserve and improve the quality of life of the residential community.

The purpose of the Association is to strengthen itself and the community by:

- uniting, informing and involving neighbors
- planning and implementing projects and activities that bring people together in celebration of our neighborhood; and
- encouraging volunteer participation.

ARTICLE I – LOCATION

Section 1 - Boundaries

The boundaries of the Association are 7th Street on the west, Thomas Road on the north, 20th Street on the east and the I-10 Freeway on the south.

Section 2 - Offices

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.

ARTICLE II – MEMBERS

Section 1 - Members

An Association member (“Member”) is any person, 18 or over, who registers with the Association and pays the membership fee.

Section 2 - Residents

A resident (“Resident”) is a person whose primary residence is within the geographical Boundaries of the Association.

Section 3 - Voting Members

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.

Section 4 - Member Fees

Annual Member fees shall be set at the annual meeting (“Annual Meeting”) each year.

Section 5 – Powers of the Membership Group

Policies and projects shall be approved by the Voting Members, unless otherwise delegated.

Section 6 – Resignation

Any Member may resign from membership by filing a written resignation with the Association. Nonrenewal of Member’s fees is an automatic resignation from the Association.

ARTICLE III – MEETINGS

Section 1 – Annual Meeting

The Annual Meeting shall be on the first Thursday of May of each year unless otherwise decided by the Members.

Section 2 – General Meetings

The general meetings (“General Meetings”) of the Association shall be on the first Thursday of each month, unless otherwise determined.

Section 3 – Special Meetings

Special meetings (“Special Meetings”) may be called by the Board or by written petition of 20 Voting Members of the Association.

Section 4 – Quorum

Eleven Voting Members, present and in person, shall constitute a quorum for conducting business.

Section 5 – Manner of Acting

A simple majority of those Voting Members present and in person is required for a motion to be approved.

Section 6 – Notice of Meetings

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.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Powers of the Board:

- A. The Board of Directors (“Board”) shall carry out the business of the Association.
- 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.

Section 2 – Number, Tenure, and Qualification:

The Board shall consist of four executive officers (“Officers”) and five at-large directors who shall be elected by Voting Members.

Section 3 – Nominations and Elections

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.

Section 4 – Board Meeting

The Board shall meet as often as needed to carry out the business of the Association.

Section 5 – Notice of Board Meetings

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.

Section 6 – Quorum

A quorum shall consist of five (5) Board members.

Section 7 – Vacancies

Board vacancies shall be filled at the next General Meeting following 28 days notification of the election.

Section 8 – Removal of Board Members

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.

ARTICLE V – OFFICERS

Section 1 – Categories of Officers

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.

Section 2 – Election and Term of Office

Officers shall be elected by Voting Members at the Annual Meeting and serve until the next Annual Meeting.

Section 3 – President

The president shall preside over meetings and, with other Officers, shall plan meeting agendas. The president shall appoint chairs of committees.

Section 4 – Vice President

The vice president shall act in place of the president when he or she is unable to act.

Section 5 – Treasurer

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.

Section 6 – Secretary

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.

ARTICLE VI – COMMITTEES

Section 1 – Designation and Members

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.

ARTICLE VII – CONTRACTS, DEPOSITS AND FUNDS

Section 1 – Contracts

Contracts entered into by the Association shall be approved by the Voting Members and signed by two Officers.

Section 2 – Checks and Drafts

The signatures of two Officers are required for disbursement of funds which have been approved by the Voting Members.

Section 3 – Deposits

Funds shall be kept in a Financial Institution as designated by the Board.

Section 4 – Gifts

The Association may accept gifts.

ARTICLE VIII – BOOKS AND RECORDS

Section 1 – Books and Records

The Association shall keep correct and complete books and records of accounts, and shall also keep minutes of all meetings. The Association shall keep record of names and addresses of Members.

Section 2 – Inspection

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.
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.

ARTICLE IX – FISCAL YEAR

Section 1 – Definition

The fiscal year of the Association shall be from May 1st to April 30th of each year.

ARTICLE X – CONFLICT OF INTEREST

Section 1 – Members

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.

Section 2 – Officers, Directors, Committee Members, and Authorized Representatives

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 authorized 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.

Section 3 – Contracts

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 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:

- A. The facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board prior to the commencement of any such contract or transaction;

- 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;
- 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.

Section 4 – Independent Actions

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.

Section 5 – Disclosure

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.

ARTICLE XI – AMENDMENTS TO BYLAWS

Section 1 – Amendments

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.