

CHARTER & BYLAWS
OF THE
MIRAMONTE NEIGHBORHOOD ASSOCIATION

Adopted May 7, 1992
Amended May 23, 1993
Amended May 26, 1996
Amended September 11, 1996
Amended April 11, 2001
Amended April 10, 2002
Amended April 9, 2003
Amended April 2, 2009
Amended April 12, 2012
Amended April 11, 2018

CHARTER

This neighborhood association is formed to provide the residents of the area described in Article I below a means to address situations which may affect the quality of life of the residents, businesses and institutions within the association boundaries.

ARTICLE I. NAME AND BOUNDARIES

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

ARTICLE II. ORGANIZATION STRUCTURE

Membership qualifications, officers, and committees of the Association and the selection and duties thereof shall be defined by the bylaws.

ARTICLE III. MEETINGS

There shall be an annual meeting and such other meetings as deemed necessary to conduct the business of the Association. Circumstances of these meetings shall be determined by the bylaws.

ARTICLE IV. TERM OF CHARTER

Upon approval, this charter shall remain in effect until revoked or amended by a two-third majority of the members present at a meeting called for that purpose.

ARTICLE V. DISSOLUTION OF ASSOCIATION

This Association may be dissolved by a two-third majority of the members present at a meeting called for that purpose. Any assets of the Association may be transferred to a successor organization or such other nonprofit organization as designated by the members at the time of dissolution.

BYLAWS

ARTICLE I. NAME AND BOUNDARIES

The name of this association shall be the Miramonte Neighborhood Association (hereafter referred to as the "Association"). It shall encompass the area bounded on the north by Speedway Blvd., on the east by Alvernon Way, on the south by Fifth Street, 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, and provide a forum for addressing neighborhood concerns including land use patterns. The Miramonte Neighborhood Plan, adopted by Mayor and Council in June 2008, shall be used as a guideline by the Association when fulfilling these purposes.

ARTICLE III. MEMBERSHIP

Section 3.1 Eligibility. Membership in the Association is open to any adult resident, owner of real property, or business proprietor within the Neighborhood.

Section 3.2 Dues. Initially no dues will be assessed by the Association. If in the opinion of the directors it becomes necessary to raise revenues, 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

Section 4.1 Annual Meeting. The annual meeting of the Association membership shall be held during the month of April of each year, as such time and place within the city of Tucson, AZ., as is specified in the notice of the meeting for the purpose of reporting to the membership on the Association's activities for the previous year, electing directors, and transacting such other business as may come before the meeting. In the event the annual meeting cannot be held at the designated time, the meeting shall be held as soon thereafter as possible.

Section 4.2 Special Meetings. Special meetings of the membership may be called by the president, a majority of the Board of Directors or by the president and two other board members upon receipt of a petition signed by not less than 25 members of the Association, and it shall thereupon be the duty of the secretary to cause a notice of such meeting, including the purpose for which it is to be held, to be given in the manner provided in Section 4.3. The president shall designate the time and place of the meeting within the city of Tucson, AZ.

Section 4.3 Notice of Meetings. Written notice of the time, place and purpose of any meeting of the membership shall be forwarded to each member not less than 10 nor more than 25 days before the meeting.

Section 4.4 Quorum. A quorum must be present at any meeting of the membership in order to conduct business. Twenty of the current members of the association shall constitute a quorum.

ARTICLE V. BOARD OF DIRECTORS

Section 5.1 General Powers & Number. The business and affairs of the Association shall be managed by a board of not less than 5 nor more than 15 directors which shall exercise all of the powers of the Association. Directors shall receive no compensation for their service.

Section 5.2 Election and Tenure. The initial directors shall be elected at the organizational meeting at which these bylaws are approved and shall serve terms ending on the dates of the first and second meetings. Thereafter, directors shall be elected at the annual meetings as their terms expire. Directors may serve successive terms without limitation. For the purpose of future continuity of experience within the Board of Directors, terms of service will be staggered in one and two year terms for the first Board of Directors. Members willing to serve shall have their names placed on a list of candidates by informing the secretary before the annual meeting. Members may also have their names added to the slate by announcing at the annual meeting before voting starts. If the number of candidates is less than the maximum, the members on the list shall be elected individually by

a majority vote or, on a motion from the floor, the entire list may be adopted, also by majority vote. If the number of candidates exceeds the allowable number of directors, the presiding officer shall solicit withdrawals. This will be done after first obtaining information as to the location of each candidate's residence, so as to encourage even geographic distribution. If this process fails to adequately reduce the list, the membership shall select the directors by voting for candidates from the list. Location of residence will be reviewed prior to the voting process. Each member shall vote for not more than 15 candidates and not more than one vote per candidate, by making an x next to the names on the prepared ballot or by writing in candidates who have announced their willingness to serve at the meeting.

Section 5.3 Vacancies. A vacancy on the Board of Directors shall exist in the event of any of the following:

- The death of any director
- Upon receipt of a letter of resignation from any director
- Any director no longer qualifies as a member of the Association according to the criteria specified in Section 3.1
- Any director has three consecutive unexcused absences from meetings of the board
- Election at the annual meeting results in fewer board members than the maximum of 15 members specified in Section 5.1

In the event a vacancy occurs, the Board of Directors may fill the vacancy from the membership by appointing a new director by a majority vote of the board to serve until the next annual meeting.

Section 5.4 Annual Meeting of the Board of Directors. The annual meeting of the Board of Directors shall be held following, but not more than 20 days after the annual meeting of the Association membership. Notice of the meeting shall specify the time, the place within the city of Tucson, AZ and the purpose of the meeting. The purpose shall include the election of officers, as shall have been deemed appropriate by the outgoing officers. A report shall include the names, and contact information of the members of the board and of the newly elected officers as well as result of any actions taken.

Section 5.5 Regular Meetings. Regular meetings of the Board of Directors shall be held as such times determined by the board but not less often than

quarterly.

Section 5.6 Special Meetings. The special meetings of the Board of Directors may be called by the president, the vice president, or by a majority of the directors and it shall then be the duty of the secretary to cause notice of such meeting to be given as provided in Section 5.7.

Section 5.7 Notice of Directors Meetings. Written notice of the time, place, and purpose of each annual meeting or regular meeting of the Board of Directors shall be given to each director at least ten (10) days before such meeting either personally, electronically, or by mail by the secretary, president, vice president, or at the direction of any of them. Written notices of the time, place and purpose of any special meeting of the Board of Directors shall be given to each director at least twenty-four (24) hours before such meeting, either personally, by phone, or electronics by the secretary, president, or vice president or at the direction of any of them

Section 5.8 Quorum. A majority of the then members of the Board of Directors shall constitute a quorum, provided that if less than the majority is present at said meeting, a majority of the directors present may adjourn the meeting to another time. In such event, the secretary shall notify the absent members of the time and place of adjournment.

Section 5.9 Action without Meeting. Unless otherwise restricted by these bylaws, any action required to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a majority of members of the board or committee consent thereto by phone, electronics, or in writing. These consents shall be filed with the minutes of proceedings of the board or committee.

Section 5.10 Liability of Directors for Debts. The private property of the directors shall be exempt from execution or other liability for any debts of the Association and no director shall be liable or responsible for any debts or liabilities of the Association.

ARTICLE VI. OFFICERS

Section 6.1 Officers. The officers of the Association shall be a president, vice president, secretary, and treasurer, such other officers as the Board of Directors shall appoint.

Section 6.2 Election. The Board of Directors shall elect all officers of the Association

for terms of one (1) year or until their successors are elected and qualified.

Section 6.3 Vacancies. A vacancy in any office because of a death, resignation, or otherwise shall be filled by the Board of Directors. Any officer may be removed from office by a majority vote of the Board of Directors at a meeting called for that purpose.

Section 6.4 President. Subject to the control of the Board of Directors, the president shall have general supervision, direction and control of the business and affairs of the Association. S/he shall preside at all meetings of the membership, the directors, and the executive committee, and shall have such other powers and duties as may be prescribed by the Board of Directors.

Section 6.5 Vice President. In the absence or disability of the president, the vice president shall perform all the duties of the president, and in so acting 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 of Directors.

Section 6.6 Secretary. The secretary shall keep a full and complete record of the proceedings make service of notice of meetings, and any other notices as may be necessary and proper, shall supervise the keeping of all the books and records of the Association except the books of account and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

Section 6.7 Treasurer. The treasurer shall receive all funds of the Association and deposit such funds in the checking or savings account of the Association. The treasurer shall pay out all moneys as authorized by the Board of Directors. The treasurer shall maintain accurate records of all financial business of the Association and shall report to the Board of Directors 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.

ARTICLE VII. COMMITTEES

Section 7.1 Standing Committees. Standing committees shall include executive committee, and other standing committees as shall be designated by the Board of Directors.

Section 7.2 Executive Committee. The executive committee shall consist of the officers of the Association. The executive committee may act for the Board of Directors when authorized by the Board of Directors in the Bylaws. This committee is empowered to study all recommendations of other standing or special committees and submit proposals for board action.

Section 7.3 Special Committees. The president may appoint special committees from the Association membership as required.

ARTICLE VIII. FINANCIAL TRANSACTIONS

Section 8.1 Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name and on the behalf of the Association and such authority may be general or confined to specific

Section 8.2 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of moneys and all notes, bonds, or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers as shall be determined by resolution of the Board of Directors.

Section 8.3 Deposits. All funds of the Association shall be deposited the credit of the Association in such financial institutions as the Board of Directors may select.

Section 8.4 Fiscal Year. The fiscal year of the Association shall begin on the first day of June of each year.

Section 8.5 Audits. All financial records and funds of the Association shall be audited at least once a year by a committee of at least two (2) members of the Board of Directors, appointed by the president.

ARTICLE IX. AMENDMENT OF BYLAWS

These bylaws may be amended by a 2/3 majority vote of members present at a meeting called for that purpose. Proposed amendments shall be included as part of the statement of purpose of the meeting as specified in Section 4.3.

The foregoing Charter and Bylaws were adopted by resolution on May 7, 1992, and amended on May 23, 1993; May 26, 1996; September 11, 1996; April 11, 2001; April 10 2002; April 9, 2003; April 2, 2009; April 12, 2012; April 11, 2018.

DAVID RAICHLEN
President

ATTEST:

Terry Borg
Secretary

(M. Russell, April 11, 2018)