

BEL AIR NEIGHBORHOOD ASSOCIATION

BYLAWS

(Revisions Adopted @ General Meeting – February 15, 2007)

Preamble The purpose of the Bel Air Neighborhood Association is to achieve and preserve a safe, attractive and valued neighborhood with a sense of community and a spirit of pride, responsibility and cooperative involvement.

Article I Name

The name of the organization shall be the Bel Air Neighborhood Association (BANA).

Article II Boundaries

BANA is bounded by 15th Avenue on the east, 19th Avenue on the west, the Grand Canal on the north, and Indian School Road on the south, in the City of Phoenix, County of Maricopa.

Article III Membership

Section 1 Membership qualifications: Membership in BANA shall be open to all residents, property owners, business owners, business licensees and nonprofit organizations located within the boundaries as defined in Article II

Section 2 Membership voting: All residents, property owners, business owners, and nonprofit organization located within the boundaries as defined in Article II, 18 years of age or older, shall have one vote each to be cast during attendance at any general or special meeting. One representative from each business or nonprofit organization will cast one vote. Persons who own rental property within the boundaries as defined in Article II are considered business owners for purposes of this subsection.

Section 3 Absentee voting: All persons who are unable to attend ~~the~~ a meeting and who wish to vote in the elections for Board members may submit a ballot to a member of the Board. No absentee procedure will be made available for other issues which may arise and on which votes may be taken at any general or special meeting as defined in Article IV.

Article IV Meetings

Section 1 General meetings: there shall be at least 3 general meetings per calendar year. A seven day written notice to members is required.

Section 2 Special General meetings: Special meetings may be called by a simple majority of the Board. A seven day written notice to members is required.

Section 3 Board meetings: There shall be at least 6 Board meetings per calendar year. In cases where a decision must be made quickly, the President or a simple majority of the Board can call a Board meeting. All Board members must be notified and at least one-half of the current members serving on the Board must be present.

Section 4 Quorum: A quorum for any general or special meeting shall be the number of members in attendance. A quorum for any Board meetings shall be one-half of the sitting Board. Unless otherwise specified in these Bylaws, decisions at these meetings will be made by a simple majority vote of those members present.

Section 5 Rules: *Robert's Rules of Order* shall be used at all meetings unless otherwise stipulated.

Article V Board Members and Officers

Section 1 Board Members: There shall be 12 Board members. Six Board members will be elected every year for a term of two years. No Board member may serve more than two successive terms unless there are vacancies on the Board and the Board can then appoint a prior Board member to continue to serve past two successive terms under Section 9 of Article V. Initially, 12 Board members will be elected, 6 to serve a one year term and 6 to serve a two year term. Thereafter, 6 Board members will be elected annually, either to serve a 1 or a 2 year term. In the event that the membership is unable to elect a complete Board or the Board is unable to appoint vacant positions, the Board can continue to operate as long as there are at least 6 Board members.

Section 2 Officers: The Board members shall elect a President, a Vice-President, a Treasurer and a Secretary from members of the current Board. Officers shall serve a 1 year term.

Section 3 President: The President shall prepare the agenda and preside at all meetings of the board and membership. The President also acts as the official spokesperson of the association unless the members choose to elect one.

Section 4 Vice-President: The Vice-President shall assist the President; in the President's absence shall function as "Acting" President. The Vice-President will also function as "Acting" chairperson of any committee that is lacking a chairperson.

Section 5 Treasurer: The treasurer shall be held accountable for all funds and shall give an accounting at all general meetings and Board meetings; shall

receive, safe keep and disburse funds with a quorum approval of the Board. In the absence of the treasurer, the president may sign. In the event that funds need to be disbursed prior to a Board meeting, the treasurer shall receive the approval of the President and one other officer. The total amount of the expenditure cannot exceed \$100. Approval from a simple majority of the quorum must be obtained at the next board meeting. The treasurer shall make records available for inspection for any proper purpose at any reasonable time.

Section 6 Secretary: The secretary shall keep minutes and written records of majority and minority opinions of motions made at all meetings; shall be responsible for aft correspondence; shall make records available for inspection for any proper purpose at any reasonable time.

Section 7 Elections: The Board Members shall be elected annually at the second general meeting of each calendar year. The Board Members shall elect officers at the next regularly scheduled Board meeting that shall occur no later than 45 days after the general election.

Section 8 Termination for Non-attendance: Board members failing to attend 3

Consecutive board meetings, unless the President was notified and approved the absences, shall be automatically deemed to have resigned from the board. If a total of 4 meetings are missed in one calendar Board year (including both regular and special), then automatic resignation will be assumed, unless the President was notified and approved the absences.

Section 9 Vacancies: In the event that a vacancy occurs on the Board, a simple majority of the quorum of the Board will appoint a Board member to serve the remainder of the term.

Section 10 Declaring the conflict of interest: Whenever a member of the Board determines that he/she has a conflict of interest relating to an item under discussion, he/she must inform the body hearing the proposal that the conflict of interest exists and may not vote on that matter.

Section 11 Any officer may be removed from office by a two-thirds (2/3) vote of the sitting Board.

Article VI Committees

Committees shall be created when necessary by the Board at the discretion of the Board. At least one Board member shall sit on each such committee.

Article VII Miscellaneous

Section 1 Checking account: A checking account will be held in the association's name at a local bank.

Section 2 Fiscal year: The fiscal year will be from January 1 to December 31.

Article VIII Amendment of the Bylaws

Amendments: The Bylaws may be amended at any regular general meeting providing that the proposed items have been circulated to all members at least 30 days prior to the meeting at which they are to be considered and that two-thirds (2/3) of those members in attendance approve the amendment.