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Amended and Restated Bylaws of  
**Arcadia/Camelback Mountain Neighborhood  
Association**

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**ARTICLE I**

***NAME, PURPOSE, AND LIMITATIONS***

- 1.0 **Name.** The name of the corporation shall be Arcadia/Camelback Mountain Neighborhood Association (the “Association”), a nonprofit corporation.
- 1.1 **Vision Statement:** The Arcadia/Camelback Mountain Neighborhood is a non-commercial, family-friendly, residential neighborhood.
- 1.2 **Mission Statement.** The mission of the Association is to enable its members to effectively pursue the preservation of the Arcadia/Camelback Mountain area as a residential neighborhood, free from commercial intrusion and impact.
- 1.3 **Purpose.** The Association is organized and will be operated exclusively for educational, and charitable purposes with the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding sections of any future United States Internal Revenue Law (the “Code”), including for such purposes, the making of any distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Code. The Associations purposes include, but are not limited to any purposes set forth in its Articles of Incorporation, as may from time to time be amended (the “Articles”).
- 1.3.1. To further the Association’s purposes and mission, the Association with have and exercise all of the powers conferred by the provisions of the Arizona Nonprofit Corporation Act, as may from time to time be amended (the “Act”), not outside the scope of the Articles.
- 1.4 **Prohibited Transactions.** No part of the net earnings of the Association may inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the Association is authorized and empowered to pay reasonable compensation for services rendered to and expenses incurred on behalf of the Association, and to make payments and distributions in furtherance of the purposes set forth in the Articles and Bylaws.
- 1.4.1 No substantial part of the activities of the Association will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate or intervene in (including the publishing or distribution of statements) any

political campaign on behalf of or in opposition to any candidate for public office, with the meaning of Section 501(c)(3) of the Code.

- 1.4.2 Notwithstanding any other provisions of the Bylaws, the Association shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Sections 501(a) of the Code by reasons of description in Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## **ARTICLE II** ***BOUNDARIES***

- 2.0 The membership boundaries of the Association shall include the area as follows:

Northern boundary – from the top of the south slope of Camelback Mountain, along the City of Phoenix city limits on the east side of the mountain, and along the southern boundary of the Heritage Hills subdivision on the west side of the mountain.

Southern boundary – the North side of Indian School Road.

Western boundary – the East side of 44<sup>th</sup> Street.

Eastern boundary – the West side of 64<sup>th</sup> Street.

## **ARTICLE III** ***MEMBERSHIP, MEETINGS, AND VOTING***

- 3.0 **Membership.** Membership in the Association shall be open to any adult who resides in an owner occupied residential unit located within the membership boundaries.
- 3.1 **Annual Meeting.** An annual meeting of the members of the Association (“Annual Meeting”) shall be held in Phoenix, Arizona, at a convenient location, date, and time, as may be designated in the notice of such meeting.
- 3.2 **Special Meeting.** Special meetings of the members of the Association (“Special Meeting”) may be held at any time and shall be called by the President or Secretary, upon resolution adopted by the Board of Directors. Such meetings shall be held in Phoenix, Arizona, at such time, and at such place, as the Board of Directors may designate in the notice of such meeting.
- 3.3 **Notice of Meetings.** Notices of Annual or Special Meetings, stating the purpose for which the meeting was called and the time and the place where it is to be held, shall be given by mail, addressed to each member at his address on file with the Association. Such notice shall be mailed not less than seven or more than thirty days before the meeting.

- 3.4 **Submission of Motions or Proposals.** Members wishing to present a motion, resolution, or topic for discussion at an Annual or Special Meeting must first submit their item to the Secretary of the Association in writing no later than 45 days before the Annual or Special Meeting. The Board of Directors will set the agenda for the meeting.
- 3.5 **Quorum at Membership Meetings.** At all meetings of members, the members present and voting shall constitute a quorum.
- 3.6 **Voting at Meetings.** Each household in good standing shall have one vote. Except as by statute or otherwise provided, all matters decided at the Annual and Special Meetings shall be decided by the vote of a majority of the members present.
- 3.7 **Action by Written Consent.** The members may approve any action that requires the members' approval without a meeting of members if the action is approved by members holding at least a majority of the voting power. The action shall be evidenced by one or more written consents describing the action taken, signed by those members representing at least the requisite amount of the voting power, and delivered to the Association for inclusion in the minutes or filing with the corporate records.

#### **ARTICLE IV** ***BOARD OF DIRECTORS***

- 4.0 **General Powers.** The affairs of the Association shall be managed by the Association's Board of Directors (the "Board"). Except as expressly set forth in the Articles and these Bylaws, as amended from time to time, or by statute, all of the powers and duties of the Association shall be exercised by the Board. Subject to the rights reserved to the members, the powers and duties of the Board include, but are not limited to, the following: (a) holding meetings at such times and places as it deems proper; (b) appointing committees on particular subjects from the Board; (c) making grants to individuals or organizations that fulfill the purposes of the Association; (d) employing agents; and (e) devising and carrying out other matters as it deems proper and expedient to promote the purposes of the Association.
- 4.1 **Number.** The number of directors on the Board ("Directors") may be changed from time to time by resolution of the Board, provided that the number of Directors will be set at not less than eleven (11) nor more than twenty-one (21).
- 4.2 **Notice of Election.** At least 60 days prior to each Annual Meeting of the Association, the Secretary of the Association shall cause the members to be notified of the number of Directors whose terms are due to expire in writing or through electronic means, including the posting of a notice on the Association's website.
- 4.2.1 **Nominations for Directors.** Any member of the Association may be considered for a Board vacancy by submitting a letter with a brief biography to the Secretary of the

Association within thirty days of aforementioned notification. The Nominating Committee described in Paragraph 6.2 will submit to the members a slate of nominees for election, either by ballot sent by mail, by proxy, or at the Annual Meeting of the Association.

- 4.3 **Vacancies.** Vacancies on the Board caused by resignation, removal, death, or by a vote of all Directors, shall be filled by appointment. Said appointment shall be made by the President and confirmed by a majority vote of the Directors then in office and shall be for the term of the vacated seat.
- 4.4 **Term of Office.** Directors shall hold office for a term of three (3) years and shall be elected so that one-third of the Directors are elected each year. Directors shall hold office until their successors have been elected. Nothing shall prohibit a Director from serving more than one consecutive term; however, Directors shall be elected to serve no more than three consecutive terms.
- 4.5 **Directors Meetings.** Meetings of the Board shall be held at such time(s) and place(s) as may be designated from time to time by the President ("Board Meeting"). Notice to the Directors of a Board Meeting will be given at least twenty-four (24) hours before the meeting and may be delivered personally, by mail, by facsimile transmission or e mail, to the address, facsimile number or e mail address for each Director as it appears on the records of the Association. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile or e mail, such notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission. A Director may waive any notice required by these Bylaws, before or after the date and time stated in the notice, by written waiver signed by such Director, which waiver will be included in the minutes or filing with the corporate records. A Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the meeting is not lawfully called or convened
- 4.6 **No Proxies.** Directors shall cast their votes in person at the Board Meetings and no proxy or written authorization or instruction regarding voting by any member of the Board shall be recognized.
- 4.7 **Removal from Board.** Any Director may be removed for any reason upon the unanimous vote of all other Directors at a Board Meeting authorized by the Board and held upon not less than seven days written notice. A Director may also be removed by a majority vote of all other Directors at a Board Meeting if a Director has three or more consecutive absences or if the Director has five or more absences in one calendar year.
- 4.8 **Resignation.** A Director may resign at any time by delivering a written resignation to the president. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

- 4.9 **Quorum.** At all Board Meetings, a majority of the Directors, if present and voting, shall constitute a quorum. Each Director present will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.
- 4.10 **Manner of Acting.** The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present will be the act of the Board, except with respect to any action of the Board requiring a higher level of approval under the Articles or the Act.
- 4.12 **Ex Officio Directors.** Any Director, who chooses not to run for a new term and has served three full terms on the Board, is automatically eligible to become an ex officio director, as long as they remain a member of the Association. Ex officio directors shall receive notices of all Board Meetings, and associated material. They are invited to attend and participate in discussion, but shall not be counted for purposes of determining quorum, and shall not vote on formal motions.

## **ARTICLE V**

### **OFFICERS**

- 5.0 **The Officers.** The officers of the Association shall consist of the President, Vice President, Secretary and Treasurer, and such other officers, as the Board from time to time shall deem advisable (“Officers”). All Officers shall also be Directors.
- 5.1 **Nomination and Election.** Officers shall be elected at the first Board Meeting following the Annual Meeting. Any Director may be nominated to an office by declaring in writing his willingness to accept the position if elected. Officers shall assume their duties immediately after their election, and shall serve continuously until the first Board Meeting following the Annual Meeting.
- 5.4 **Vacancies.** In the event of a vacancy in any office, the vacancy shall be filled by the appointment by the President with the consent of the Board. A vacancy in the office of President shall be filled by the Vice-President, who shall thereupon fill the vacant position of Vice President by appointment, subject to the consent of the Board.
- 5.3 **Duties of the President.** The President shall preside at meetings of the Association and the Board. The President has all power necessary, appropriate, or convenient to carry on the business of the Association and is expressly granted the power to appoint all standing and special committees and their respective chairs, and shall be an ex-officio member of all such committees.
- 5.4 **Duties of Vice President.** In the absence of, or in the case of the inability of the President to act, the Vice President shall have all powers and shall perform all of the duties of the President.
- 5.5 **Duties of Secretary.** The Secretary shall keep the minutes of all meetings of the Association and of the Board. The Secretary shall keep a record of attendance at Board Meetings and the result of board elections. The Secretary shall give notice of Annual and

Special Meetings, consistent with Section 3.3. The Secretary shall also receive and prepare of list of motions, proposals, or topics for discussion at the Annual or Special Meetings for use by the Board, consistent with Section 3.4. The Secretary shall receive and prepare a list of nominees for Director and Officer for use by the members and the Board, respectively, consistent with Sections 4.2.1 and 5.1.

- 5.6 **Duties of Treasurer.** The Treasurer shall be the chief financial officer of the Association and have all power necessary, appropriate, and convenient to maintain the financial integrity for the corporation. The Treasurer shall report the financial condition of the Association at Board Meetings.

## **ARTICLE VI** ***COMMITTEES***

- 6.0 **Committees Generally.** The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of the Board, each of which may or may not consist of two (2) or more Directors, which committees, to the extent provided in such resolution, will have and exercise the authority of the Board in the management of the Association. Other committees not having and exercising the authority of the Board in the management of the Association may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The delegation of authority to any committee will not operate to relieve the Board or any Director from any responsibility imposed by law
- 6.1 **Executive Committee.** The Executive Committee shall consist of all of the Officers of the Association. The Executive Committee shall meet at the pleasure of the President to ensure the continuing operations of the Association between regular Board meetings and to provide administrative support to the President in fulfilling the office's duties and obligations.
- 6.2 **Nominating Committee.** The Nominating Committee shall review nominations for Directors and select a slate of nominees to be presented at the Annual Meeting.
- 6.3 **Special Committees.** The President shall appoint special committees, whenever it is deemed necessary or convenient, subject to the approval of the Board.

## **ARTICLE VII** ***BONDS AND SALARIES***

- 7.0 No Officer or Director shall receive a salary or compensation for their services.
- 7.1 Officers may, at the direction of the Board, be bonded for the faithful performance of their duties, the expense of such bonds to be paid from the funds of the Association.
- 7.2 The Board may purchase and maintain Director and Officer insurance on behalf of an individual who serves as a Director or Officer of the Association.

**ARTICLE VIII**  
***AMENDMENT OF ARTICLES AND BYLAWS***

- 8.0 The Bylaws may be amended by the Directors as provided by law and by an affirmative vote of two-thirds of the members present at a duly noticed Annual or Special Meeting .
- 8.1 The Articles may be amended by an affirmative vote of two-thirds of the members present at an Annual or Special Meeting.

**ARTICLE IX**  
***GENERAL CORPORATION LAW***

- 9.0 Any matter or subject not covered by the Bylaws shall be governed by the provisions of the Arizona Non-Profit Corporation Act, A.R.S. Section 10-1002 et seq.

**ARTICLE X**  
***RULES OF ORDER***

- 10.0 Roberts Rule of Order, revised, shall govern the meetings of the Board and the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and the Arizona Non-Profit Corporation Act.

**ARTICLE XI**  
***CONFLICT OF INTEREST***

- 11.0 No Director or officer shall benefit professionally or financially from decisions of the Board except for such indirect benefits as a result from decisions of the Board which are consistent with objectives of the Association.