

By Laws of the

Arcadia/Camelback Mountain Neighborhood Association

(Incorporated February 18, 1988)

ARTICLE I

NAME AND PURPOSE

- 1.0 The name of the corporation shall be Arcadia/Camelback Mountain Neighborhood Association, a non-profit corporation.
- 1.1 The object and purpose of the Association is to enable its members to express and effectively pursue their desires to preserve the Arcadia/Camelback Mountain neighborhood as a residential area.
- 1.2 The Association through its Board shall oversee and facilitate the accomplishment of the goals, objectives, and recommendations in the Arcadia Special Planning District Plan.

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 44th Street.

Eastern boundary - the West side of 64th 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 Membership Meeting.** An annual meeting of the members of the Association 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 Membership Meeting.** Special meetings of the members of the Association 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 Membership Meetings.** Notices of annual or special meetings of the membership, 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 **Membership Fee.** Any member of the Association may annually contribute a voluntary membership fee.
- 3.5 **Quorum at Membership Meetings.** At all meetings of members, the members present and voting shall constitute a quorum.
- 3.6 **Voting at Membership Meetings.** Each household in good standing shall have one vote. Except as by statute or otherwise provided, all matters decided at a meeting shall be decided by the vote of a majority of the members present.

ARTICLE IV
BOARD OF DIRECTORS

- 4.0 **Board of Directors.** The Board of Directors shall consist of not less than eleven (11) nor more than twenty-one (21) members of the Association. Directors shall hold office for a term of two (2) years and shall be elected so that the terms are as close to one-half of the Directors as is practicable, expire in odd number years, and the remainder expire in even numbered years. Directors shall hold office until their successors have been elected.
- 4.1 **Initial Directors.** The initial Board of Directors was elected by direct vote of eligible members of the association at an organizational meeting held on Saturday, June 20, 1987.
- 4.2 **Districts.** The Association shall be divided into eight districts and each district may have at least one representative on the Board of Directors. Every reasonable effort shall be made to secure at least one representative from each district.
- 4.3 **Election of Directors.** At least 60 days prior to each annual meeting of the Association, the Board of directors shall notify the membership in writing of the number of Directors whose terms are due to expire. Any member of the Association may be nominated for a Board vacancy by submitting his or her name to the then existing Board of Directors within thirty days of notification. A written list of those members who wish to serve on the Board and who respond timely to this notice will be prepared and submitted to the general membership for election, either by ballot sent by mail, by proxy, and/or at the annual meeting of the Association.

- 4.4 **Vacancies.** Vacancies on the Board of Directors caused by resignation, removal, death, or by a vote of all members of the Board of Directors, shall be filled by appointment. Said appointment shall be made by the president and confirmed by a majority vote of the then existing Board of Directors and shall be for the term of the vacated seat.
- 4.5 **Term of Office.** Except as otherwise set forth above in Section 4.0, each director shall be elected for a term of two consecutive years. Nothing shall prohibit a member from serving more than one consecutive term; however, members who join the Board after 1/1/2000 shall serve no more than 10 consecutive years.
- 4.6 **Directors Meetings.** Meetings of the Board of Directors shall be held at such time(s) and place(s) and may be designated from time to time by the president.
- 4.7 **No Proxies.** Directors shall cast their votes in person at the Board of Directors meetings and no proxy or written authorization or instruction regarding voting by any member of the Board of Directors shall be recognized.
- 4.8 **Removal from Board of Directors.** 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 board member may also be removed by a majority vote of all other directors at a Board Meeting if a board member has three or more consecutive unexcused absences or if the member has five or more unexpected absences in one calendar year.
- 4.9 **Quorum.** At all Board of Directors meetings, a majority of the directors, if present and voting, shall constitute a quorum.
- 4.10 **Ex-Officio Directors.** Any director, who chooses not to run for a new term and has served 8 years or more on the board, is automatically eligible to become an ex officio member, 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 a Board 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 of Directors from time to time shall deem advisable. All officers shall also be members of the Board of Directors.
- 5.1 **Nomination and Election.** Officers shall be elected at the first meeting of the Board of Directors at which newly elected directors participate. Any member of the Board of Directors may be nominated to an office by declaring his willingness to accept the

position if elected. Officers shall assume their duties immediately after their election, and shall serve continuously until the next meeting of the Board of Directors following an election of new directors.

- 5.2 **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 of Directors. 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 of Directors.
- 5.3 **Duties of the President.** The President shall preside at meetings of the Association and the Board of Directors. 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 shall be an ex-officio member of all such committees. At the end of the immediate past president's term, he or she shall serve as Chair of the Nominating Committee.
- 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 of Directors. The Secretary shall keep a record of attendance at Board Meetings and the result of Board Elections.
- 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 **Executive Committee.** The executive committee shall consist of all of the officers of the Association, with past presidents serving as ex-officio members, the latter for 6 years after completing their term in office. The committee shall meet on a regular basis, 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.
- 6.1 **Special Committees.** The President shall appoint special Committees, whenever it is deemed necessary or convenient, subject to the approval of the Board Members.

ARTICLE VII
BONDS AND SALARIES

- 7.0 No officer or member of the Board of Directors shall receive a salary or compensation.
- 7.1 Officers may, at the direction of the Board of Directors, 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 of Directors may purchase and maintain Director and Officer insurance on behalf of an individual who serves as a director and/or officer of the corporation.

ARTICLE VIII
AMENDMENT OF ARTICLES AND BY-LAWS

- 8.0 The by-laws 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 membership meeting.
- 8.1 The Articles of Incorporation may be amended by an affirmative vote of two-thirds of the members present at a duly noticed regular or special membership meeting thereof.

ARTICLE IX
GENERAL CORPORATION LAW

- 9.0 Any matter or subject not covered by the by-laws 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 of Directors and the Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws.

ARTICLE XI
CONFLICT OF INTEREST

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