

**CORONADO NEIGHBORHOOD ASSOCIATION
BYLAWS**

MISSION STATEMENT

The Coronado Neighborhood Association (CNA) is a diverse group of residents and businesses organized to preserve and promote the unique character of Greater Coronado. The volunteer membership works to build a united and informed neighborhood, increase resident safety, promote artistic and cultural appreciation, and hold events to bring neighbors together. This creates a deeper sense of community making Coronado an attractive and desirable place to live.

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 Board.

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 General Meeting the month following the Annual Meeting each fiscal year.

Section 5 - Powers of the CNA (the "Association")

Powers of the Association not specifically reserved to the Voting Members shall be held and exercised by the Board.

Section 6 - Resignation

Any Member may resign from membership by filing a written resignation with the Association. Non-renewal 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 by the Board.

Section 3 - Special Meetings

Special meetings ("Special Meetings") may be called by the Board or by written petition of ten percent (10%) of the Voting Members of the Association or twenty (20) Voting Members of the Association, whichever is less.

Section 4 - Quorum

Eleven (11) 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 exercise all powers of the Association not specifically reserved to the Voting Members.

Section 2 - Number, Tenure, and Qualification:

The Board shall consist of four (4) executive officers ("Officers") and five (5) at-large directors. Any Voting Member who has agreed, in writing, to abide by the code of conduct of the Association is eligible to serve as a Board member. Board members shall serve one-year terms, until the next Annual Meeting.

Section 3 - Nominations and Elections

Nominations may be made by any reasonable method as determined by the Board. The election of directors shall be held at the Annual Meeting by vote of the Voting Members.

Section 4 - Board Meetings

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 (4) days prior to meeting when possible.

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 twenty-eight (28) days notification of the vacancy. Only Voting Members may be appointed to fill vacancies. Vacancies will be filled for the remainder of the term by appointment by the President, subject to a majority vote of the Board.

Section 8 - Removal of Board Members

A Board Member may be removed by:

- A vote of 75% of the Board;
or
- A vote of 75% of the Voting Members voting at a General Meeting where quorum is present, provided at least ten (10) Voting Members have signed and delivered a petition for removal to any Board Member and at least twenty-eight (28) days advance notice of the vote is given to the Members;
or
- A vote of a majority of the Board upon the Board finding that the director has violated Board Member standards of conduct that were agreed to by the director prior to election to office.

Section 9 – Passwords, Account Access and Outgoing Board Members

In conducting business on behalf of the Association, Board members may from time to time create passwords to access online accounts for websites, social media and services (“Online Accounts”). Board members agree to share any password created as a Board member with at least one other Board member, so that in the event a Board member can no longer perform his or her duties, such password and access to Association accounts will not be lost.

It is understood that any Online Account created by a Board member for the purposes of conducting business on behalf of the Association will be for the benefit of the Association. No outgoing Board member shall retain access to any Online Account following the end of the Board member’s tenure on the Board. Outgoing board members will be removed from all Association accounts within forty-eight (48) hours of their removal/resignation which includes but is not limited to: bank/financial accounts and social media pages.

Any outgoing Board member will supply copies of all documents and passwords obtained while conducting business on behalf of the Association to a current Officer of the Board within forty-eight (48) hours of the change in status.

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. The President is the official spokesperson for the neighborhood. No person shall be eligible to serve as President unless that person has previously served a term, or portion of a term, as a Board member or other Officer of the Board.

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. The Treasurer is responsible for the yearly budget planning process.

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. The Secretary is responsible for maintaining the Association membership list.

ARTICLE VI- COMMITTEES

Section 1 - Designation and Members

The Board 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. The chair of the committee shall be responsible for reporting on the committee's activities prior to or at each General Meeting, unless otherwise provided by the Board, and at any other time as may be requested by the Board.

ARTICLE VII -CONTRACTS, DEPOSITS AND FUNDS

Section 1 - Contracts

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

Section 2 - Checks and Drafts

The signatures of two Officers are required for disbursements of funds.

Section 3 - Deposits

Funds shall be kept in an FDIC insured financial institution as designated by the Board.

Section 4 - Gifts

The Association may accept gifts.

Section 5 – Grants

From time to time, the Board and/or Board members may apply for grants in the name of the Association, including but not limited to, certain grants distributed by the City of Phoenix. Any grant applications must be signed by a current Board member, and the final approval for application of funds shall be made by the current Board and any Committee, as necessary.

Administration of grant funds shall be the responsibility of the Board, and only Board members may act as administrators of grant funds. Any Board member approved as an administrator of grant funds who is no longer a Board member must transfer all administration power and necessary grant documents to a substitute Board member five (5) business days of their removal/resignation.

ARTICLE VII - 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. A Member of record 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 in accordance with subsection C below.
- 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 (5) 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
 4. Obtained or used for any purpose unrelated to a Member's interest as a Member.
- D. Persons requesting copies shall bear the reasonable cost of such copies.

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 authorize 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 procedures and conditions of the Arizona nonprofit corporation regarding disclosure and approval act are met.

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 or two-thirds of the Voting Members voting on the matter, whichever is less, after at least twenty-eight (28) calendar days' written notification has been given to the membership.