

**BY-LAWS OF THE WILLO NEIGHBORHOOD ASSOCIATION
COMPARISON OF CURRENT BYLAWS TO PROPOSED CHANGES**

Current Bylaws – amended 03/15/07:

Proposed Bylaws Changes:

Authentication

Authentication

~~We, the undersigned, hereby affirm that we have reviewed the following by laws and the records of the Willo Neighborhood Association, and that the following accurately reflect the text of the by laws of the Association as duly amended on February 5, 1992.~~

Whole section is removed – and replace with certification at the end of the By-Laws.

~~Patricia Ryan
Terri Hall
C. Steven McMurry
Michael Dollin~~

~~We, the undersigned, hereby affirm that we have reviewed the following by laws and the records of the Willo Neighborhood Association, and that the following accurately reflect the text of the by laws of the Association as duly amended on March 10, 2005.~~

~~Robert Cannon, President
Marilyn Esteves, Vice President
Charlene Gum, Secretary
Steve Reiley, Treasurer~~

~~We, the undersigned, hereby affirm that we have reviewed the following by laws and the records of the Willo Neighborhood Association, and that the following accurately reflect the text of the by laws of the Association as duly amended on March 15, 2007.~~

~~Dr Robert L Cannon, President
Marilyn Esteves, Vice President
Charlene Gum, Recording Secretary
Bill Rayner, Treasurer~~

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Current Bylaws – amended 03/15/07:

Proposed Bylaws Changes:

ARTICLE I. ORGANIZATION

Section 5. Boundaries. ~~The Willo Neighborhood Conservation Plan is bounded by Thomas Road on the North, McDowell Road on the South, Central Avenue on the East and Seventh Avenue on the West.~~

Article I. ORGANIZATION

Section 5. Boundaries. Boundaries are as set forth in the Plan.

Article II. MEMBERSHIP

Section I. Members. Any person of voting age ~~owning property or~~ residing within the Plan boundaries ~~shall~~ be a member of the Association.

Article II. MEMBERSHIP

Section 1. Members. Any person of voting age residing within the Plan boundaries **may opt to** be a member of the association. **The Process for optional membership in the Association will be set forth in rules and procedures established by the Board. Opt-In membership must be renewed annually.**

Section 3a. Regular Meetings of the Membership. There shall be no less than two Regular Meetings of the Membership each year at a location designated by the Board of Directors; one such meeting shall be held in March. The purpose of a Regular Meeting will be to conduct the customary and usual business of the Association including, but not limited to, the exchange of ideas and information regarding the Association’s activities, policies and other business. In addition, the March Regular Meeting in every odd year (i.e. 2005, 2007, 2009, etc.) shall include the election of the Board of Directors. Written notice of a Regular Meeting will be published in the Association’s Newsletter, posted on the Willo Historic District Website (www.willohistoricdistrict.com) or otherwise disseminated in a manner deemed reasonable by the Board of Directors, not less than ten days prior to such meeting.

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Current Bylaws – amended 03/15/07:

Section 3b. Special Meetings of the Membership. A Special Meeting of the Membership may be called by the President, or, by written demand of a majority of the Board of Directors then in office, or by written demand of at least **30** members. The purpose of a Special Meeting shall be to transact business of an unusual nature when it appears that it would not be prudent to await a Regular meeting of the Membership. If called by the President, the Special Meeting shall be held at such time and place as designated by the President, in all other instances the Special Meeting shall be held at such time and place as designated by the Board of Directors. Written notice of a Special Meeting shall be published in the Association Newsletter or otherwise disseminated in a manner deemed reasonable by the President if the Special Meeting is called by **him**, or by the Board of Directors in all other Instances, at least five days prior to such Meeting.

Section 4. Quorum Voting and Proxies at Meetings of the Membership. At any Regular or Special Meeting of the Membership, a quorum shall consist of the **Members present**. On matters other than the election of the Board of Directors, voting shall be determined by a majority vote of the members present. Each **Member** shall have one vote and there shall be neither voting by proxy nor cumulative voting.

Proposed Bylaws Changes:

Section 3b. Special Meetings of the Membership. A Special Meeting of the Membership may be called by the President, or, by written demand of a majority of the Board of Directors then in office, or by written demand of at least **ten percent (10%) of the** members. The purpose of a Special Meeting shall be to transact business of an unusual nature when it appears that it would not be prudent to await a Regular meeting of the Membership. If called by the President, the Special Meeting shall be held at such time and place as designated by the President, in all other instances the the Special Meeting shall be held at such time and place as designated by the Board of Directors. Written notice of a Special Meeting shall be published in the Association Newsletter or otherwise disseminated in a manner deemed reasonable by the President if the Special Meeting is called by **him/her**, or by the Board of Directors in all other instances, at least five days prior to such Meeting. **If an Association member wishes to receive written notice of Special Meetings in the mail, the member must submit a written request for mailed notice to the Board – twenty calendar days notice required, request mailed to the Willo P.O. Box, atten: Secretary.**

Section 4. Quorum Voting and Proxies at Meetings of the Membership. At any Regular or Special Meeting of the Membership, a quorum shall consist of **ten percent (10%) of all of** the members. On matters other than the election of the Board of Directors, voting shall be determined by a majority vote of the members present. Each **member** shall have one vote and there shall be neither voting by proxy nor cumulative voting. **Members not voting at the meeting may vote by absentee ballot, as set forth in Article III, Section 9 of the By-Laws.**

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Current Bylaws – amended 03/15/07:

Article III. **BOARD OF DIRECTORS**

Section 3b. Special Meetings. Special Meetings of the Board of Directors may be held upon the call of the President or upon written demand of a majority of the Board members then in office. The purpose of such Special Meetings shall be to transact business of an unusual nature when it appears that it would not be prudent to await a Regular meeting of the Board. Notice shall be in the manner deemed most reasonable and practical by the entity calling the Special Meeting; provided, however, that in any event written notice shall be delivered to the address of each Board Member not less than three days prior to the Special Meeting. ~~If a Special Meeting is called by the President, that meeting may be held either in person, or electronically by making use of the Willo Web Forum on the Willo Web Site. The issue that is the subject of the Special Meeting shall be set forth as a separate topic on the Willo Web Forum, which will allow the residents of the neighborhood to post their opinions on the issue. The Board shall cast their votes on the Willo Web Forum at a time specified by the President, so that their votes can be made after consideration of the opinions of the neighborhood. The Secretary shall print the Willo Web Forum, including the votes of the Board, and attach such printout as the minutes of any Special Meeting held electronically. The Board shall approve or modify minutes taken in this manner at the next regular meeting of the Board.~~

Proposed Bylaws Changes:

Article III. **BOARD OF DIRECTORS**

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Current Bylaws – amended 03/15/07:

Proposed Bylaws Changes:

Article IV. **OFFICERS**

Section 3. President. The President shall be the chief executive officer of the Association and shall have general charge of the business affairs and property of the Association and general supervision of its Officers. The President shall serve as a voting Member of the Board of Directors and shall perform all duties incidental to the office of President. The President shall appoint all committees ~~except the Nominating Committee,~~ and shall be an ex-officio member of all committees of which he/she is not a voting member. No person shall be eligible to serve as President unless that person has previously served a term, or portion of a term, as a member or other officer of the Board. No person shall be elected to the office of President for more than 3 consecutive terms.

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Article VI. **COMMITTEES**

~~With the exception of the Nominating Committee,~~ Special Committees may be appointed and discharged at the discretion of the President for such tasks as circumstances warrant. A Special Committee shall be limited to the accomplishment of the task for which it was created, and, unless otherwise specifically conferred by the Board, shall have no power to act on behalf of the Board. Upon completion of the task for which it was appointed, a Special Committee shall be discharged.

Article VI. **COMMITTEES**

Special Committees may be appointed and discharged at the discretion of the President for such tasks as circumstances warrant. A Special Committee shall be limited to the accomplishment of the task for which it was created, and, unless otherwise specifically conferred by the Board, shall have no power to act on behalf of the Board. Upon completion of the task for which it was appointed, a Special Committee shall be discharged.

Article VII. **BOOKS AND RECORDS**

The Association shall keep complete books and records of accounts and minutes of proceedings. Any member, upon written request may examine ~~in person, at any reasonable time, and for any purpose, the Association's books, records and general membership and regular board meeting minutes.~~

Article VII. **BOOKS AND RECORDS**

The Association shall keep complete books and records of accounts and minutes of proceedings **as required by A.R.S. 10-11601 et seq.** Any member, upon written request may examine **such records of the Association to the extent that the member's request complies with the requirements of A.R.S. 10-11601 et seq.**

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COMPARISON OF CURRENT BYLAWS TO PROPOSED CHANGES**

Current Bylaws – amended 03/15/07:

Certification.

No entry in existing Bylaws.

Proposed Bylaws Changes:

Certification.

The President of the Association hereby certifies that these Amended and Restated ByLaws have been approved by the Required percentage of the members.

Dated this _____ day of _____, 20__.

President, Willo Neighborhood Association