

WARD 3 NEIGHBORS ALLIANCE, INC

an Arizona Non-profit Public Benefit Corporation

BYLAWS

ARTICLE I

NAME

The name of the organization shall be The Ward 3 Neighbors Alliance, Incorporated, herein referred to as W3NA.

ARTICLE II

PURPOSE

W3NA is a nonpartisan, non-political organization created to:

- Work with neighborhoods, businesses, groups and individuals to improve our shared community, roughly defined by the boundaries of Ward 3 in Tucson, Arizona.
- Serve as a fiduciary agent, providing the advantages of a 501(c)(3) non-profit corporation to maximize funding opportunities for its members.

W3NA shall not directly or indirectly take part in any political campaign or make public statements either for or against a candidate for public office, or make contributions to political campaigns. W3NA shall not engage in substantial legislative activity (lobbying).

ARTICLE III

MEMBERSHIP

- A. Membership in W3NA shall be open to all residents, property owners, business owners, and organizations having interests within Ward 3. To determine eligibility for membership, documentation showing Ward 3 residency, property ownership, business ownership, or affiliation with an organization with an interest in Ward 3 may be required.
- B. A member shall be any adult (18 years of age or older) who has resides or owns a business in Ward 3.

- C. The Board may, at its discretion, establish dues as a requirement for granting membership.
- D. Membership bestows the privilege of voting in Board elections and on issues identified by the Board for membership consideration.

ARTICLE IV

BOARD OF DIRECTORS

- A. The affairs of W3NA shall be conducted by a Board of Directors having not less than five (5) and not more than fifteen (15) members.
- B. The Board members receive no compensation.
- C. All Board members shall serve for three (3) years and are eligible for re-election for an additional three-year term. Terms shall be staggered to assure continuity. Vacancies on the Board due to loss of an elected member are filled until the next regular election by appointment by a majority of the remaining Board members.
- D. The Board of Directors shall be responsible for overall policy and direction of W3NA.
- E. The Board of Directors shall have the power to create committees as necessary to implement the purposes of W3NA. The chairperson of each committee shall be appointed by the Board.
- F. No Board member or officer shall represent his or her opinion as that of the Board of Directors or W3NA.

ARTICLE V

ELECTION OF BOARD OF DIRECTORS

- A. The Board shall establish a Nominating Committee that shall be responsible to prepare a slate of candidates for open Board positions. In addition, any member of W3NA may nominate a candidate to the slate of nominees.
- B. Board members shall be elected or re-elected by the members at the Annual Meeting.
- C. Board member terms shall begin at the close of the meeting at which they are elected.
- D. All documents, records, and any materials which are in the possession of the outgoing Board members shall be submitted to the newly elected counterparts within seven (7) days of their installation.
- E. Resignation from the Board must be in writing and received by the Secretary.
- F. A Board member may be removed for cause due to non-participation or behavior judged as prejudicial by a majority vote of the remaining Board members.
- G. Any vacancies occurring during the year shall be filled by appointment by the remaining Board members.

ARTICLE VI

OFFICERS

The Board of Directors shall elect a President, Vice President, Secretary and Treasurer at the first Board Meeting following the Annual Meeting. Officers shall hold office for one year. The term of office shall begin at the close of the Board Meeting at which the officers are elected and end at the close of the Board Meeting at which new officers are elected.

- A. The President shall be responsible for setting the agenda, calling and presiding at all meetings, acting for and in behalf of the membership of W3NA, and acting as an official spokesperson for W3NA. The President shall ensure the Board establishes the overall policy and direction of W3NA, and shall be responsible for the setting of procedures and methods relating to the business of W3NA.
- B. The Vice President shall, in the absence of the President, assume all the duties of that office.
- C. The Secretary shall be responsible for keeping a permanent record of all formal meetings and all legal documents and legal transactions of W3NA. The Secretary shall transcribe the minutes of each meeting and shall maintain file copies of these documents. The Secretary shall notify the members of and distribute copies of the agenda for each Board Meeting and Annual Meeting to the members.
- D. The Treasurer shall be responsible for keeping all financial receipts and a permanent record of all financial business of W3NA. The Treasurer shall make a financial report at each Board Meeting, and make financial information available to the Board and all members when requested. The Treasurer shall assist in the preparation of a budget. The Treasurer is to maintain a positive bank balance and to pay all bills in a timely manner. The Treasurer shall serve as a member of the Fiscal Committee.

ARTICLE VII MEETINGS

A. Board Meetings

1. The Board of Directors shall meet monthly at an agreed upon time and place. An official Board Meeting requires that each Board member be notified and provided a draft agenda at least one week in advance.
2. At least 50% of the Board members must be present at a meeting of the Board to constitute a quorum and for business transactions to take place.
3. Special Board Meetings may be called at the request of any Board member with agreement by a majority of the Board members. Notices must be sent to each Board member and include the agenda for the meeting at least two (2) days in advance.
4. All Board Meetings shall be open to all members of W3NA.
5. All Board Meeting minutes shall be open to the public following the meeting at which they are approved.

B. Annual Membership Meetings

1. An Annual Membership Meeting (Annual Meeting) shall be held during the month of January at a time and place designated by the Board of Directors.
2. Special Membership Meetings shall be held upon written request of at least five (5) members or may be called by a majority vote of the Board of Directors.
3. All meetings shall be open to all interested parties.
4. In addition to at least 50% of the Board members, at least five (5) non-Board members must be present to constitute a quorum for a Membership Meeting.

C. Notification of meetings

All members of W3NA shall be notified at least ten (10) days in advance of any Membership Meeting, and at least two (2) days in advance of any Board Meeting. Notification of upcoming meetings may be made by email, US mail, newsletters, or announcements at regularly scheduled meetings.

ARTICLE VIII
COMMITTEES

Committees shall be appointed by the Board of Directors as needed. Each committee is to consist of a chairman and two or more members, and shall include a member of the Board of Directors. All committees are responsible to the Board of Directors. Each committee shall establish Policies and Procedures to be approved by the Board. Committees shall include, but not be limited to:

- A. Nominating Committee – The Nominating Committee shall prepare a slate of members who have agreed to be candidates for vacancies that are to be filled by election at the Annual Membership Meeting.
- B. Communications Committee – The Communications Committee shall be responsible for providing information to the members. The Committee shall also be responsible for publicity for and about W3NA.
- C. Fiscal Committee – The Fiscal Committee shall be responsible for establishing procedures for handling of all monies that come into or go out of W3NA. It shall also provide a balance sheet and statement of income and expenses prior to each Annual Membership Meeting, at the time any new Treasurer takes office, and when otherwise ordered by the Board. The Treasurer shall be a member of the Fiscal Committee.
- D. Program Committee – The Program Committee shall plan and present informational Programs for the members periodically throughout the year.
- E. Fundraising Committee – The Fundraising Committee shall organize fundraising activities as deemed necessary by the Board.

ARTICLE IX

FISCAL RESPONSIBILITY

- A. Expenditure of funds of W3NA over \$50 shall not be made without the signatures of two of the three following officers: Treasurer, President, and Vice President.
- B. Financial records and funds of W3NA shall be audited at least once a year and prior to a new Treasurer taking office by a committee of at least two (2) members of W3NA appointed by the Board of Directors.
- C. The Board shall establish procedures for managing and accounting for all funds, including pass-through funds.

ARTICLE X

LIABILITY

- A. The personal liability of any officer, Board member, committee member, spokesperson or member (or any other person who serves W3NA in an advisory capacity) to W3NA or its members for monetary damages for a breach of fiduciary duty is hereby eliminated; provided, however, that the foregoing provision shall not eliminate the liability of any person described above for any of the following:
 - (a) Any breach of duty of loyalty to W3NA or its members.
 - (b) Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law
 - (c) A violation of A.R.S §10-1026.
 - (d) Any transaction from which the person derives an improper personal benefit.
 - (e) A violation of A.R.S. §10-1097.
- B. Any repeal or modification of this article shall not adversely affect any right or protection of a director or any other person described above existing at the time of such repeal or modification.

ARTICLE XI

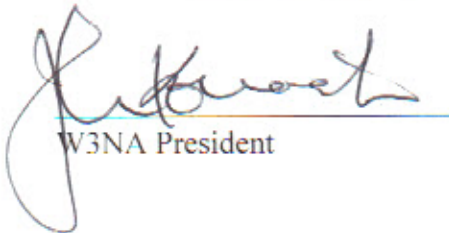
AMENDMENT OF BYLAWS

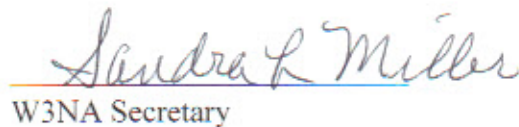
- A. These Bylaws may be amended by a majority vote of members present at a Membership Meeting of W3NA, or by a three-fourth majority vote of the Board.
- B. Proposed amendments must be submitted to the Secretary and sent out to the members at least ten (10) days in advance of the Membership Meeting or Board Meeting at which the amendment will be considered. If approved, amendments shall be effective immediately.
- C. If any part of the Bylaws or the application thereof is hereafter held invalid or unenforceable, the remainder shall not be affected thereby, and only the affected portions are declared eliminated.

ARTICLE XII
DISSOLUTION

W3NA may be dissolved by a majority of members present at a meeting called by the Board for that purpose. Upon dissolution of the Corporation, assets shall be disposed of as specified in the Articles of Incorporation.

Dated this 5th day of NOVEMBER, 2015.


W3NA President


W3NA Secretary

Bylaws Revision History

- Original W3NA Bylaws – March 2014
- October 2015 - changed month of Annual Meeting from October to January; added statements explicitly prohibiting political involvement; removed mention of “Membership Card” and “Voting Member”; changed number of board members from 5-9 to 5-15; removed mention of “unexcused absences”; removed responsibility for Vice President to be in charge of publicity & meeting notices; added meeting notices to Secretary’s responsibilities; removed responsibility for Treasurer to help develop fundraising plans; added Program Committee and Fundraising Committee to list of Standing Committees.