



PHOENIX)CENTRAL

Welcome to our Neighborhood!™

Table of Contents

ARTICLE I. NAME OF ORGANIZATION

ARTICLE II. PURPOSE

ARTICLE III. BOUNDARIES

ARTICLE IV. MEMBERSHIP

Section 1. Qualifications

Section 2. Voting

ARTICLE V. FINANCIAL SUPPORT

ARTICLE VI. MEMBERSHIP MEETINGS

Section 1 General Membership Meetings

Section 2 Special or Non-Regular Membership Meetings

Section 3 Agenda

Section 4 Quorum

Section 5 Participation

Section 6 Procedures

ARTICLE VII. BOARD OF DIRECTORS

Section 1 Number of Board Members

Section 2 Eligibility for Board Service

Section 3 Terms of Office

Section 4 Board Vacancies

Section 5 Election of Board Members

Section 6 Duties of Board Members

Section 7 Election of Board Officers

Section 8 Duties of Board Officers

Section 9 Board Meetings

Section 10 Powers of the Board

Section 11 Termination for Non-attendance

ARTICLE VIII. COMMITTEES

ARTICLE IX. CONFLICT OF INTERST PROCEDURES

ARTICLE X. GRIEVANCE PROCEDURES

Section 1 One-on-One Dialogue and Mediation

Section 2 Eligibility to Grieve

Section 3 Processing the Grievance

Section 4 Final Resolution

ARTICLE XI. PROCEDURES FOR CONSIDERATION OF PROPOSALS

Section 1 Submission of Proposals

Section 2 Notification

Section 3 Attendance

Section 4 Dissemination

ARTICLE XII. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT

ARTICLE XIII. NONDISCRIMINATION

ARTICLE XIV. ADOPTION AND AMENDMENT OF BYLAWS

ARTICLE I

NAME OF ORGANIZATION

The name of the organization shall be Phoenix Central Neighborhood Association.

ARTICLE II

PURPOSE

The purpose for which the Neighborhood Association is organized are:

To begin a dialogue with residents about business, crime, education, entertainment, politics, sports and transportation issues within its geographical boundaries.

ARTICLE III

BOUNDARIES

Boundaries of the Neighborhood Association shall be defined as Indian School Road to Thomas Road and 7th Avenue to 3rd Street. This does not include Osborn Road to Earll Drive and 6th Avenue to 4th Avenue, which is assigned to the Park Central Neighborhood Association.

ARTICLE IV

MEMBERSHIP

Section 1 Qualifications: Membership in the Neighborhood Association shall be open to all residents, property owners, and holders of a business license located within the boundaries as defined in ARTICLE III of these bylaws who request to be a member.

Section 2 Voting: All members as defined above shall have one vote each to be cast during attendance at any general or special meeting. One representative from each business shall have the same privilege as the residents listed above. Unless otherwise specified in these bylaws decisions of the Neighborhood Association shall be made by a majority vote of those members present at any meeting.

ARTICLE V

FINANCIAL SUPPORT

Charging of dues or membership fees shall not be made; however, committee fund raising may be authorized by the Board.

ARTICLE VI

MEMBERSHIP MEETINGS

Section 1 General Membership Meetings: There shall be at a minimum of one per year) general membership meetings each year. The meetings shall be convened upon any day decided upon by the majority vote of the Board. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members.

Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all active members and to individuals and news media that have requested notice.

Section 2 Special or Non-Regular Meetings: Special meetings of the membership, board or committees may be called by the Chairperson or by majority vote of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all active members, board or committee members, and to individuals and news media that have requested notice.

Section 3 Agenda: Subject to the approval of the Board, the Chairperson shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by:

- a.) submitting the item in writing to the Board at least seven (7) days in advance of the meeting or,
- b.) making a motion to the Board to add an item to the general or special meeting agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

Section 4 Quorum: A quorum for any general or special meeting of the Neighborhood Association is two.

Section 5 Participation: Any general, special, Board, or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority opinion reports.

Section 6 Procedures: Roberts Rules of Order shall be followed in all areas not covered by the bylaws.

ARTICLE VII

BOARD OF DIRECTORS

Section 1 Number of Board Members: The Board shall determine the exact numbers of Board positions annually. There shall be at least three (3) and no more than five (5) Board members.

Section 2 Eligibility for Board Service: Only persons eligible for membership shall be qualified to hold an elected or appointed position.

Section 3 Terms of Office: The initial appointments for one (2) year term and to be determined by the Board at their first meeting. Upon expiration of initial terms of office, all re-appointments would be for two (2) year terms.

Section 4 Board Vacancies: The Board may fill any vacancy on the Board or committees by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed.

Section 5 Election of Board Members: Board members shall be elected annually by a vote of the membership at the annual meeting. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the Neighborhood Association. Election requires a majority vote of the membership present.

Section 6 Duties of Board Members: The Board shall have following responsibilities and powers:

- a. Manage the daily affairs of the Neighborhood Association.
- b. Make decisions and represent the interests of the Neighborhood Association on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting.
- c. Appoint committees to perform necessary functions and represent the Neighborhood Association on specified topics.
- d. Establish a yearly work plan of priority issues and projects for maintaining and encouraging involvement in the Neighborhood Association.

Section 7 Election of Board Officers: Board members shall meet after the (annual meeting or list month) general meeting and, by majority vote of the Board members present, elect a Chairperson, Vice Chair and Secretary. The remaining Board members shall be members-at-large.

Section 8 Duties of Board Officers:

a. Chairperson: Confers with board officials to plan objectives, to coordinate functions and operations between committees. Reviews activity reports and statements to determine progress and status in attaining objectives and revises objectives and plans in accordance with current conditions. Serves as chairman of Web Content committee, may serve as chairman of additional committees, makes presentations before City of Phoenix officials and represents the association at events. Uses parliamentary procedures, treats everyone fairly, keeps the meeting moving and ensures that all items on the agenda are addressed. Uses Internet, email, personal computer and word processing software to assist in duty performance.

b. Vice Chairperson: Participates in planning objectives, coordinating functions and operations between committees. Reviews analyses of activities, operations, and objectives. Confers with Chairman and other board officials to review achievements and discuss required changes in goals or objectives resulting from current status and conditions. May serve as committee chairman. May perform duties of Chairman during absence. Uses Internet, email, personal computer and word processing software to assist in duty performance.

c. Secretary: Keeps clear and accurate records of meetings, including the minutes of the meeting. Maintains the roster of members, stores a copy of the neighborhood plan and bylaws and handles correspondence. Uses Internet, email, personal computer and word processing software to assist in duty performance.

Section 9 Board Meetings:

a. Regular Board Meetings: There shall be 12 regular Board meetings each year. The meetings shall be convened upon any day decided upon by the majority vote of the Board. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all Board members and to individuals and news media that have requested notice.

b. Special or Non-Regular Board Meetings: Special meetings of the Board may be called by the Chairperson or by majority vote of the Board as deemed necessary.

Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general public and a minimum of 24 hours notice for all Board members and to individuals and news media that have requested notice.

c. Emergency Meetings: Emergency meetings of the Board may be called by the Chairperson or by majority of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any other appropriate means of communication apt to reach a majority of the members.

Notification shall require not less than 24 hours notice to the members of the Board that is meeting and to individuals and news media that have requested notice.

d. Board Meetings: Board meetings are chaired by the Chairperson.

e. Quorum: A quorum for board meetings of the Neighborhood Association is two.

f. Voting: Unless otherwise specified in these bylaws decisions of the Board shall be made by a majority vote of those Board members present at any meeting.

Section 10 Powers of the Board: The Board shall be responsible for all business coming before the Neighborhood Association and for assuring that members are informed of business that affects them through reasonable means of notification. The Board has the responsibility of acting in the best interest of the neighborhood but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

Section 11 Termination for non-attendance: Board members failing to attend three consecutive Board meetings may be terminated from the Board upon written notice.

ARTICLE VIII

COMMITTEES

There may be standing committees as designated by the Board and special committees as may be established by the Chairperson. Committees must have at least one (1) Board member on them.

ARTICLE IX

CONFLICT OF INTEREST PROCEDURES

A transaction in which a Director may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the Board all material facts of the transaction and the Director's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by single Director. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by a Director with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Director with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

ARTICLE X

GRIEVANCE PROCEDURES

Section 1 One-on-One Dialogue and Mediation: Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.

Section 2 Eligibility to Grieve: Any person or group may initiate this grievance procedure by submitting a grievance in writing to the Board. Grievances are limited to complaints that the grievant has been harmed by a violation of these bylaws that has directly affected the outcome of a decision of Phoenix Neighborhood Association. Grievances must be submitted within 45 days of the alleged violation.

Section 3 Processing the Grievance: The Board shall arrange a Grievance Committee, which shall review the grievance. The committee shall hold a public hearing and give the grievant and others wishing to present relevant comment and an opportunity to be heard. The committee shall then forward its recommendations to the Board.

Section 4 Final Resolution: Within 60 calendar days from receipt of the grievance, Phoenix Neighborhood Association shall render a final decision on the grievance and notify the grievant of their decision. Deliberations by the grievance committee on a recommendation and by the Board on a decision may be held in executive session.

ARTICLE XI

PROCEDURE FOR CONSIDERATION OF PROPOSALS

Section 1 Submission of Proposals: Any person or group, inside or outside the boundaries of the Neighborhood Association may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or special committees, or general or special meetings.

Section 2 Notification: The proponent and members directly affected by such proposal shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than 24 hours in advance.

Section 2 Attendance: The proponent may attend this meeting to make a presentation and answer questions concerning the proposals.

Section 4 Dissemination: The Neighborhood Association shall record recommendations and dissenting views in the meeting minutes.

ARTICLE XII

PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT

The Neighborhood Association shall abide by all the requirements relative to public meetings and public records as outlined in Section VIII of the Office of Neighborhood Involvement Standards for Neighborhood Associations. Official action(s) taken by the Neighborhood Association must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) and recommendations made along with a summary of dissenting views. Official records will be kept on file at the District Coalition office.

ARTICLE XIII

NONDISCRIMINATION

The Neighborhood Association will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

ARTICLE XIV

ADOPTION AND AMENDMENT OF BYLAWS:

All amendments to these bylaws must be proposed in writing and submitted to members for a reading at a general meeting before voting on their adoption may proceed at a later general meeting. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members a minimum of seven (7) days before voting. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.