

BYLAWS OF THE CARNATON ASSOCIATION OF NEIGHBORS

ARTICLE I: NAME AND PURPOSE OF THE ORGANIZATION

Section 1: Name of the organization. The name of the organization shall be the Carnation Association of Neighbors (CAN).

Section 2: Purpose of CAN. The purposes for which CAN is organized are

- a) To enhance the **safety**, livability, and **public infrastructure** of the area by establishing and maintaining a liaison and open line of communication with the neighborhood and government agencies, commercial property owners in the area, and other neighborhoods.
- b) To provide an open process by which all members of the neighborhood may involve themselves in affairs of the neighborhood; **and**
- c) ~~To work for and encourage the designation of historic neighborhoods in addition to Yapple Park Historic District within CAN's boundaries; and~~
- d) To engage in any other activity related to these purposes and to engage in any lawful activity for which such an association may be organized.

ARTICLE II: BOUNDARIES

The boundaries of CAN are defined as beginning on the north side of W. Indian School Rd., south of the Grand Canal, west of N. Central Ave., and east of N. 7th Ave. in Phoenix, Arizona.

ARTICLE III: MEMBERSHIP

Section 1: Membership Qualifications. Membership in CAN shall be open to all residents and owners of residential property located within the boundaries of CAN as defined in Article II of the bylaws.

Section 2: Members cannot participate in a CAN election until they have attended at least one ~~of the last two CAN~~ meetings **in the last year** or have provided documentary evidence to the secretary to establish that they actually own property or reside within CAN's boundaries. Such evidence may consist of a driver's license utility bill, voter's registration, ~~and~~ **or** similar documentation.

Section 3 Membership voting. All residents and property owners who are 18 years or older shall have one vote each to be cast during attendance at any general or special meeting.

Section 4 Proxies. ~~Members may vote in person or by proxy executed in writing by the member at any general or special membership meeting. Such proxy shall be filed with the CAN Secretary before or at any time of the meeting.~~

ARTICLE IV: DUES

Memberships dues or fees will not be changed or collected; however, voluntary contributions to CAN will be accepted. Activities to raise funds for CAN's use may be held, when appropriate.

ARTICLE V: MEMBERSHIP MEETINGS

Section 1: Notice. General and special membership meetings and board meetings shall be convened upon any day decided upon by majority vote of the Board of Directors, at a formal Board meeting or informally among themselves. The Board shall give at least seven days' notice of all meetings ~~by U.S. mail or electronic mail. in writing by U.S. Mail to all members of CAN for whom mailing addresses are available.~~

Section 2: Regular and Special General Membership Meetings. There shall be at least two regular general meetings annually. A majority of the Board of Directors may call regular or special membership meetings as required by these bylaws or as deemed necessary.

Section 3: Meeting Agendas. Subject to the approval of the Board of Directors, the President shall prepare the agenda for general and special membership meetings. Any person may add an item to the agenda by submitting the item in writing to the Board of Directors before any Board meeting or general or special membership meeting.

Section 4: Quorum. A quorum for any general or special meeting shall be the number of members in attendance. Unless otherwise specified in these bylaws, decisions shall be made by a majority vote of those members present at any meeting.

Section 5: Participation. Any general, special, Board, or committee meeting is open to any person and all who wish to may be heard. However, only ~~those individuals eligible for membership~~ are entitled to vote. Any action or recommendation at the general or special meetings shall be communicated to all affected parties, ~~including minority reports.~~

Season 6: Procedures. CAN shall follow Roberts Rules of Order (Revised) in all areas not covered by these bylaws.

Article VI: Board of Directors

Section 1: Number of Board Members. The Board of Directors shall determine the exact number of board positions needed annually. There shall be at least four Board members: President, Vice President, Secretary, and Treasurer.

Section 2: Terms of Office. Each Director shall hold office for a term of two years from which he/she is elected or appointed and until his/her successor shall have been elected or appointed to take office.

Section 3: Eligibility. Only persons eligible for CAN membership shall be qualified to hold an elected or appointed position.

Section 4: Duties of Board Members. The Board of Directors shall manage the business and affairs of CAN. The Board shall be accountable to the membership, shall seek the views of those affected by any proposed polities or reactions before adopting any recommendations on behalf of CAN, and shall strictly comply with these Bylaws.

Section 5: Election of Board Members. Board members shall be elected every two years by a vote of the membership at its summer or fall general membership meeting during odd numbers years. Nominations for all potential candidates for Board positions shall be made at the same general membership meeting at which Board members will be elected. If the Board position is contested, secret written ballots shall be used for voting. Election requires a majority vote of the membership present.

Section 6. Board Vacancies. The Board may fill any vacancy on the Board or a committee by majority vote. A member appointed to fill a vacancy shall serve the remainder of the unexpired term until his/her successor is elected or appointed.

Section 7. Duties of Board Officers.

a) President: The President shall prepare the agenda for and preside at all meetings of the Board and general membership; shall appoint members of committees not elected by the general membership, with majority approval of the Board, except for the Grievance Committee.

b) Vice President: The Vice President shall assist the President and shall function as the President in his or her absence.

c) Secretary: The Secretary shall keep minutes and written records of majority and minority opinions expressed at all meetings, shall be responsible for all correspondence of CAN, and shall make records of CAN available for inspection for any proper purpose at any reasonable time.

d) Treasurer: The Treasurer shall give an accounting of CAN funds at each general meeting and shall receive, safe keep, and disburse CAN funds. Such disbursement shall require the signature of one other Board member.

e) Committee Chairpersons: Chairpersons of committees shall inform the Board and CAN members of all activities of their respective committees.

Section 8. Board Meetings. The Board shall meet at least fourteen days prior to any general or special membership meeting and in no event less than four times a year. Board meetings shall be open session; however, only Board members shall be entitled to vote. Three Board members shall constitute a quorum for Board meetings; the Board may take no action unless a quorum is present. Decisions shall be made by a majority vote.

Section 9. Emergency Powers of the Board. When the Board must provide neighborhood response before a question can be presented to the general membership, the Board must indicate to the questioner its response must be ratified by the general membership to be effective and shall present the action taken at a special or general meeting within 30 days or within a reasonable time for ratification by the membership.

Section 10. Resignation and Termination for Nonattendance. If a Board member wishes to vacate his or her directorship prior to the expiration of his or her term, he or she shall deliver a letter of resignation to the President. Board members failing to attend three consecutive Board meetings shall be deemed to have resigned from the Board.

ARTICLE VII: CONFLICT OF INTEREST

Section 1. Definition. A conflict of interest exists for a general member or Board member whenever he or she holds a personal financial interest which may be affected by CAN's action or inaction on a proposal. A personal financial interest shall include a financial interest held by the member or Board Member or by members of his or her immediate families. A personal financial interest includes an ownership interest above 5% of a business that may be impacted by the decision of CAN. Ownership of

residential real property within CAN whose value will not be directly affected, or will not be affected any more than other residential properties within CAN, does not constitute a conflict of interest.

Section 2. Declaring the Conflict of Interest. Whenever a member or Board member determines that he or she has a conflict of interest relating to an item under discussion he or she must inform the body hearing the proposal that the conflict of interest exists.

Section 3. Abstention from Voting. Members or Board members shall not vote on matters in which they have a conflict of interest.

~~ARTICLE VIII: GRIEVANCE PROCEDURES~~

~~Section 1: Grievance Committee. In the event a member asserts a grievance against CAN, within seven days, the Board shall appoint a Grievance Committee comprised of no less than three members, one of whom shall serve as the Committee Chairperson. Spouses and other immediate family of the committee members or of the grievant shall not serve on the Grievance Committee simultaneously.~~

~~Section 2. Grievance Resolution Procedures. Within fourteen days of receipt of the grievance, the Grievance Committee shall arrange a mutually acceptable date, time and place for a meeting to review the complaint with the grievant. Within thirty days of the review, the Grievance Committee shall recommend a resolution to the Board of Directors and to the grievant. If the Committee, Board and grievant cannot reach agreement, the grievance and recommended resolution shall be placed before the general membership at a special meeting. A vote of the majority of the general membership present will determine the final resolution of the matter.~~

ARTICLE IX: PROCEDURE FOR CONSIDERATION OF PROPOSALS

Section 1. Submission of Proposals. Any person or group, inside or outside the boundaries of CAN and any city agency 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 either of Board meetings, committee meetings or general or special membership meetings.

Section 2. Notification. The proponent and members directly affected by such proposals shall be notified in writing or by telephone of the date, time and place the proposal shall be reviewed not less than seven days in advance of the meeting.

Section 3. Attendance. The proponent may attend the meeting to make a presentation and answer questions concerning the proposal.

ARTICLE X: NONDISCRIMINATION

CAN shall not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, age, disability, national origin, income, or political affiliation, **or any other protected status under city, state, or federal law** in any of its policies, recommendations or actions.

ARTICLE XI: ADOPTION AND AMENDMENT OF BYLAWS

Adoption of and amendments to these bylaws shall require a two-thirds vote by the members present at a general meeting. All amendments to these bylaws must be submitted, in writing, to the Board and made available to members at least fourteen days before a vote to approve the amendments is taken.

The proposed amendment(s) to the bylaws must be included on the agenda for the meeting at which the vote will be held.