

San Carlos

**NEIGHBORHOOD
ASSOCIATION**

ADDITION

**THE
NEIGHBORHOOD
ASSOCIATION
CHARTER**

CURRENT BYLAWS

Approved by NA: 1-22-92

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SAN CARLOS ADDITION

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- Bylaws Binders

I. Name. The name of the Association shall be San Carlos Addition Neighborhood Association (hereinafter the "Association").

II. Boundaries. The area included in the San Carlos Addition Neighborhood is that are located within the subdivision commonly known as the San Carlos Addition and more particularly described in the plat recorded in Book 7 of Maps at Page 75 in the Office of the Recorder, Pima County, Arizona.

III. Duration. The Association shall remain in effect until dissolved pursuant to the terms of this Charter or otherwise terminated by operation of law.

IV. Purpose. The Association was formed to promote a meaningful and lasting relationship among neighbors in the San Carlos Addition and to enhance the quality of neighborhood. In order to achieve these goals, the Association shall, among other things, take actions to preserve the residential character of the neighborhood and the integrity of the Declaration of Covenants, Conditions and Restrictions established for San Carlos Addition; retain established land use patterns; encourage development of architecturally compatible buildings; oppose high-rise, commercial and industrial encroachment upon and intrusion into the neighborhood; discourage the movement of commercial and excessive outside traffic through the neighborhood; and such other actions as may be in the best interests of the neighborhood and the

Association.

V. Membership. The Association shall have three classifications of membership. These classifications are defined as follows.

A. Regular Member. A regular member is a person who owns fee title to any of the legally established lots located within San Carlos Addition.

B. Participating Member. A participating member is a regular member, as defined herein, who has also paid the current annual Association membership dues as established by the Association's Board of Directors.

C. Associate Member. An associate member is a person other than an owner of a fee title interest in a lot in San Carlos Addition but who otherwise has an interest in fostering the purposes and goals of the Association and who has also paid the current annual associate membership dues of the Association as established by the Association's Board of Directors.

VI. Voting. Regular and participating members shall have voting rights, as set forth herein, on all matters presented for vote to the members of the Association. Associate members may participate in member meetings, but shall not have any voting rights. Voting on all issues considered by the Association shall be based on one (1) vote for each legally established lot, as defined by the San Carlos Addition Subdivision Plat, and one (1) additional vote for each legally established lot that has one or more owner who is a participating member, as defined herein.

Absentee voting shall be permitted in accordance with rules and procedures established by the Association's Board of Directors. Voting by proxy shall not be permitted.

VII. Board of Directors. The Board of Directors (the "Board") shall have control over the general management and activities of the Association. The Directors shall in all cases, unless specifically provided otherwise in this Charter, act as a Board, regularly convened, and by a majority vote. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Association as they may deem proper so long as such rules and regulations are not inconsistent with either this Charter or the laws of the State of Arizona. The Board shall consist of not less than two (2) nor more than eleven (11) members, as established, from time to time, by vote of the Board. The initial Board shall consist of five (5) members.

A. Election. The Directors shall be elected at the annual meeting of the Association, except as provided otherwise in this Charter for the filling of vacancies. Each Director shall hold office for a term of one year and until their successor shall have been duly chosen and shall have qualified or until their death, resignation or removal in the manner hereinafter provided.

B. Vacancies. Any vacancy on the Board occurring during the year through death, resignation, removal, creation of a new directorship by the Board or other cause, shall be filled for the unexpired terms or portion of the term by a majority vote of all the remaining

Directors at any regular or special meeting of the Board.

C. Meetings. Annual meetings of the Board shall be held immediately after the annual meeting of the Association each year. Other regular meetings of the Board shall be established, from time to time, by the Board. Special meetings of the Board may be called by or at the request of the Chairman of the Board or any two Directors. Special meetings, with the consent of all Directors, may be held by telephone. Directors shall be given at least twenty-four hours prior to any regular or special meeting. The attendance at such meeting by a Director, except where a Director attends a meeting for the express purpose of objecting to the meeting because it was not lawfully called or convened, shall constitute a waiver by that Director of any defect in the notice of the meeting.

E. Quorum and Voting. A majority of the Directors of record shall constitute a quorum and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum, the majority of the Directors present may adjourn any meeting until a quorum can be had. Notice of any adjourned meeting need not be given. At all meetings of the Board, each Director shall have one vote on each issue presented for vote. Any action required to be taken at a meeting of the Directors or any

other action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the subject matter thereof.

F. Committees. The Board may appoint committees and may vest in the Chairman the authority to appoint particular committees.

G. Removal. Any one or more of the Directors may be removed with or without cause at any time by a majority vote of the members of the Association at any special meeting called for that purpose.

VIII. Officers of the Board. The Board shall elect officers from among the Directors. Each officer shall hold office until their successor shall have been duly chosen and shall have qualified, or until their death, resignation or removal by a majority vote of the Board. Vacancies in any office shall be filled by the Board without undue delay either at a regular meeting or at a meeting called specifically for that purpose. The Board shall elect such officers as it deems appropriate, however, the Board shall elect the following officers.

A. Chairman. The Chairman shall have general supervision over the activities of the Association, shall preside at meetings of the Board and shall perform such

other duties as, from time to time, may be assigned by the Board.

B. Vice Chairman. In the absence or incapacity of the Chairman, or as ordered by the Board, the Vice Chairman shall perform the duties of the Chairman, or such other duties or functions as, from time to time, may be assigned by the Board.

C. Secretary. The Secretary shall keep the minutes of the meetings of the Board and also the minutes of the meetings of the members; shall direct the service of all notices of the Association and, in general, shall perform all duties incident to the office of Secretary and such other duties as, from time to time, may be assigned by the Board.

D. Treasurer. The Treasurer shall be in charge of the finances of the Association, shall have the care and custody of all the funds of the Association and shall deposit said funds in the name of the Association in such bank or financial institution as the Board may designate.

IX. Member Meetings. The Association shall have and annual meeting of all members and may also have special meetings as set forth herein. All meetings of the Association shall be conducted in general accordance with Robert's Rules of Order as modified by any special rules or procedures adopted by the Board.

A. Annual Meeting. The Association shall hold an annual meeting in the month of March at a time and place designated by the Board.

B. Special Meetings. The Association may also hold Special meetings at such times and at places as designated by the Board.

D. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting, shall be given for all annual and special meetings of the Association. In the case of a special meeting, the purpose or purposes for which the meeting is called, shall be included in the notice. Notices of the annual meeting shall be mailed or delivered not less than seven (7) days prior to the meeting. Notices of special meetings shall be mailed or delivered not less than three (3) days prior to the meeting. If mailed, such notice shall be addressed to the member at the address of the lot owned by said member or the last address appearing on the records of the Association, with postage prepaid thereon.

E. Quorum. At all members' meetings, the presence in person, and by absentee vote, of a total of regular and participating members representing twenty (20) votes shall constitute a quorum for the transaction of business, but a lesser number may adjourn the meeting to some future time not less than seven nor more than thirty days later, and the Secretary of the Board shall thereupon give at least three days notice by mail of the new date, time and place of the continued meeting to each member who was absent at the adjourned meeting meeting.

F. Mode of Voting. At all meetings of the members, the voting may be voice vote, but any qualified voter may demand a vote by written ballot, whereupon such vote shall be taken by written ballot.

X. Amendment. This Charter may be altered or amended by a two-thirds (2/3) vote of all regular and participating members at a duly noticed special meeting of the members called for that express purpose. The full text of any proposed amendment shall be sent to all members at least five (5) days in advance of the meeting where the proposed amendment is to be considered.

XI. Dissolution. The Association may be dissolved by a two-thirds (2/3) vote of all regular and participating members at a duly noticed meeting of the members called for that express purpose.

San Carlos Addition Neighborhood
Board of Directors

Donald S. Richardson 1-22-92 John R. Saunders 1-22-92

Andrew B. Marx 1-22-92 Floria B. Friedman 1/22/92

John M. Brandt 1-22-92 Frank Eldridge 1/22/92

