

BYLAWS OF THE GATES PASS AREA NEIGHBORHOOD ASSOCIATION, INCORPORATED

(Revised (v7c-6) March 9, 2025)

NAME, AREA OF INTEREST AND PURPOSE OF THE ASSOCIATION

The **NAME** of this organization is the Gates Pass Area Neighborhood Association (GPANA), a nonprofit, tax-exempt civic organization, a corporation registered with the State of Arizona. GPANA is a successor to the group originally formed as the Tucson Mountain West Neighborhood Association (established in 1987). The name was formally amended to Gates Pass Area Neighborhood Association in 1999. GPANA is not a homeowner association and does not impose Covenants, Conditions and Restrictions or assessments to our members or their property. GPANA is not a 501 (c) (3) organization. Donations to GPANA are not generally tax deductible.

OUR MISSION is to act in the interests of the members on issues pertaining to our area of interest such as limiting commercial development, reducing litter and crime, and retaining good environmental quality appropriate to the Sonoran Desert.

ACTIVITIES: To further the aims of our Mission, GPANA focuses on general advocacy at the City, State, and County government levels. We sponsor community events, adopt local roadways and parks, and educate homeowners. When appropriate, members of the Board of Directors and general members may make presentations to government councils, commissions and boards.

Our primary **GEOGRAPHICAL AREA OF INTEREST** encompasses the eastern flanks of the Tucson Mountains, and other preserves and park lands within the areas bordered by Gates Pass Road summit on the west, Ironwood Hill Drive on the north, David Yetman Trail on the south, and Painted Hills Road on the east.

THE FISCAL YEAR of the organization shall be January 1 to December 31.

MEMBERSHIP

MEMBERSHIP shall consist of a household of up to two resident adults within, or outside of, the primary area of interest whose dues have been paid for the current calendar year. Membership is voluntary.

VOTING RIGHTS: Each paid household may cast one (1) vote on each matter to be voted on. Most voting will take place by email so members can review information about the issues in a written form prior to voting. The GPANA secretary shall be responsible for recording and validating the voting on any issues.

DUES: The amount of annual member dues will be set by the board of directors in the fall for the upcoming year and will be due by December 31. After 60 days of a member not paying dues, the household members may be removed from the GPANA current member roster and e-mail list.

BOARD OF DIRECTORS

ELIGIBILITY TO HOLD A BOARD OFFICE OR COMMITTEE POSITION: The officer and director positions may be held by any member in good standing. All officer and director positions are voluntary unpaid positions.

No elected officer or director of the association shall be held liable personally for any official undertaking of the association. The association may further indemnify its officers and directors with an appropriate insurance policy.

NUMBER OF BOARD MEMBERS: The board shall consist of at least seven members, but no more than nine members, four of whom are the officers. Current board members not willing to continue an additional year of service shall notify the board of directors by August 1 of the year they are currently serving. Board members shall actively recruit throughout the year for new board members or committee members as needed and will finalize the slate of officers for elections to be held in the fall. Board elections will take place during the month of November by electronic ballot delivered to each member household containing the names and positions of all candidates. Each board officer and director position will be filled by the candidate receiving the greatest number of votes for that position.

TERM OF OFFICE FOR BOARD MEMBERS is one year with service beginning January 1 and ending December 31. Following the November election, board members will take their positions on January 1. Re-election of current board members is permitted. There is no limit to the number of terms a board member may serve.

REMOVAL OF DIRECTORS: An officer or director may be removed from the board of directors for cause by a vote of three-quarters of the board members then in office. Grounds for removal include, but are not limited to, actions deemed detrimental to the association, such as neglect of duties, misconduct, unethical behavior, or violations of organizational policies or bylaws.

DUTIES: In addition to preparation of a slate of candidates for election of board members and officers, the board shall have the responsibility to conduct regular business for GPANA, with actions decided on by simple majority vote. The board may choose to decide specific issues by vote of the entire membership via ballot or in a meeting of the general membership by a majority of those present.

QUORUM: A simple majority of the members of the board of directors shall be the minimum number constituting a quorum. Proxy votes on specific issues may be submitted by board members unable to attend a meeting. Electronic participation at meetings of the board of directors is permitted, by use of telephone, or a computer group meeting application (i.e. Zoom or GoogleMeets).

VACANCIES: An unexcused absence of a board member or officer from three consecutive meetings of the board may constitute a vacancy. If this or any other type of vacancy occurs, the board of directors may recruit, nominate, and vote a general member to the board, or designate a current board member to serve out the unexpired term of an officer.

COMMITTEES: The board may establish any necessary committees to be made up of members of the board and/or general members. Committees or the board may seek assistance from non-members in an advisory non-voting capacity. The rules for committee operation are identical to those of the board.

Duties of the **PRESIDENT** shall include conducting meetings of the board and general membership, carrying out the objectives of GPANA, representing the organization when required and authorized by the board of directors, and initiating and responding to other actions in collaboration with the board of directors in the interest of the organization. The president may break tie votes of the board, or votes of the general membership.

Duties of the **VICE PRESIDENT** shall include assuming the duties of the president in his or her absence and assisting in the execution of the projects and initiatives of the organization, as outlined in the duties of the President.

Duties of the **SECRETARY** shall include taking minutes at the board and general membership meetings, maintaining membership email and address lists in collaboration with the treasurer, responding to GPANA mail and email, notifying board members and the general membership of meetings in a timely fashion, forwarding copies of GPANA minutes and correspondence to board members, general members, appropriate public officials, and agencies, and to other organizations in collaboration with the president.

Duties of the **TREASURER** shall include managing the monies and assets of the organization, filing the appropriate federal and state tax returns and any required corporate filings, managing any GPANA assets and obligations, reimbursing members or directors for the purchase of necessary items for the organization. The treasurer shall collect yearly dues from members. The treasurer shall prepare an annual budget each January for board approval and will keep the board up to date on the financial matters of the organization. At each board meeting and any general membership meeting, the treasurer shall submit a complete financial report. Any decisions relating to the sale or other disposal of non-financial assets may only be implemented by a vote in favor of such a move by a simple majority of the board of directors.

The Board of Directors shall be responsible for a functioning and up to date website, and has the authority to designate a capable volunteer **WEBMASTER**. While the GPANA WEBMASTER is not an elected position, this function is helpful to the success of the organization, therefore shall work closely with the board of directors. The webmaster must have the skills for building and maintaining websites.

MEETINGS

AT LEAST SIX BOARD MEETINGS shall be held each year, with additional meetings when deemed necessary.

AT LEAST TWO GENERAL MEMBERSHIP MEETINGS shall be held each year, one taking place in the Fall and one in the Spring. Notices for these meetings, and other meetings, shall be emailed to members at least four weeks in advance.

SPECIAL MEETINGS may be called by a quorum of the board, or upon petition of at least 25% of the paid household membership of GPANA.

ROBERT'S RULES OF ORDER

GPANA shall conduct its meetings and official business in accordance with Robert's Rules of Order, Newly Revised, except where these bylaws or applicable law provide otherwise.

ELECTIONS

The Board of Directors will prepare a **SLATE OF BOARD CANDIDATES** each fall. Nominations may also be made by petition of five percent of the paid household membership of GPANA by October 1.

ELECTION BALLOTS shall be distributed by November 1 and include offices to be filled by vote, the candidates' names, as well as places for write-in candidates. One election ballot shall be completed by each member household and returned to GPANA by November 30.

MAKING BYLAW CHANGES

PROPOSED AMENDMENT OR REVISION of these bylaws from members must be in writing to the board of directors. If such proposal does not violate the Articles of Incorporation and is approved by a majority of the board of directors, it shall be presented to the general membership for a vote by special ballot. Such changes will take effect upon approval of a simple majority of the membership voting. Proposed changes to the bylaws from the board of directors will follow the same process. Amended changes in bylaws will be effective immediately and the revised bylaws will be filed with the appropriate state authorities.

(End of bylaws (v 7c-6); revised March 9, 2025 at 5:07 PM)