

**BYLAWS OF THE ROOSEVELT ACTION ASSOCIATION, INC.
ADOPTED FEBRUARY 15, 2022**

ARTICLE I: NAME AND LOCATION

The name of this corporation is the Roosevelt Action Association, Inc. (hereinafter referred to as the RAA). Its principal office is in Phoenix, Arizona.

ARTICLE II: GEOGRAPHIC BOUNDARIES OF THE ROOSEVELT NEIGHBORHOOD

Section 1: Geographic Boundaries

The “Roosevelt Neighborhood” shall be defined as the area in the City of Phoenix, Arizona, within the boundaries of McDowell Road on the north, Central Avenue on the east, Van Buren Street on the south, and 7th Avenue on the west.

ARTICLE III: MISSION/PURPOSE

Section 1: General Purpose

The RAA is a membership-based organization with responsibilities to represent the interests of the Roosevelt Neighborhood. The purpose of the RAA is to foster and promote neighborhood livability through:

- Responsible Development
- Historic Preservation
- Accessibility and Diversity
- Community Safety
- Environmental Sustainability

Section 2: Methods

The purposes listed above will be carried out through a variety of methods, including but not limited to:

- Engagement
- Education
- Advocacy
- Communication

Section 3: Values

The RAA shall strive to adhere to the following values at all times in its operations and interactions:

- Integrity
- Collaboration
- Transparency

BYLAWS OF THE ROOSEVELT ACTION ASSOCIATION, INC.
ADOPTED FEBRUARY 15, 2022

- Inclusiveness

ARTICLE IV: MEMBERSHIP OF THE RAA

Section 1: General Membership Requirements

1. Membership shall be open to any person who resides or owns real property within the Roosevelt Neighborhood, and to a single representative of any business, church, school, or non-profit organization located or operating within the Roosevelt Neighborhood.
2. Members shall be 13 years of age or older.

Section 2: Membership Dues

The Membership may set annual membership dues at the annual meeting. Other membership policies may be adopted by the Board of Directors.

Section 3: Voting Rights of Association Members

1. Voting rights shall be limited to dues-paying members in good standing. Members who are not current on the payment of dues shall automatically lose their good standing 30 days after the payment due date.
2. Only members who have paid dues one month prior to the annual meeting shall be allowed to vote in the Board of Directors election.
3. Each member shall be entitled to no more than one vote, regardless of the number of business and/or individual memberships.
4. Members below the age of 18 shall not be permitted to vote on items directly related to RAA finances, including budget and expenditures.

Section 4: Meeting Time and Place

The membership of the RAA shall meet regularly at such place and such time as designated as the Board of Directors.

Section 5: Membership Meetings

1. All RAA meetings shall be open to anyone residing in or having personal or real interest in the Roosevelt Neighborhood, regardless of RAA membership status.
2. The RAA President shall preside over membership meetings.
3. Quorum for the purposes of conducting business at a membership meeting shall consist of (i) the number of board members required to constitute a quorum for a meeting of the Board, plus (ii) an equal number of Members who are not board members.

BYLAWS OF THE ROOSEVELT ACTION ASSOCIATION, INC.
ADOPTED FEBRUARY 15, 2022

4. Roberts Rules of Order, Revised, shall be followed in all areas not covered by the Bylaws.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Board Composition

1. The Board shall consist of no less than six (6) Directors nor more than nine (9) Directors.
2. Not fewer than six (6) of the Directors shall be residential owner-occupants within the boundaries of the neighborhood.
3. Directors shall serve a term of two (2) years.
4. No Director shall serve more than two (2) consecutive terms as a Director. A past director may rejoin the Board after a one-year absence.
5. Directors must be members of the RAA and 16 years of age.
6. There shall be no more than one (1) Director from a single household serving at the same time.

Section 2: Election of Directors

Subsection 1: Announcement of Election

At least two months prior to the annual meeting, the Board will announce the date of the election to the membership and make a call for recruitment of nominations through newsletters, emails and other communications designed to reach the entire membership.

Subsection 2: Election Committee

At least two months prior to the annual meeting, the President shall appoint an election committee to recruit and present candidates to members and to facilitate and administer the election process.

The election committee will prepare a ballot for the annual election which will distinguish the residential owner-occupants. The ballot will include the names of those nominated through the time of adjournment of the meeting prior to the annual meeting. The ballot will allow for members to include late nominees and write-ins.

Subsection 3: Voting Process

Any member may nominate a candidate for election to the Board.

Members may nominate a candidate from the floor during the annual election, so long as the candidate meets the qualification for a Director.

In the event of a tie vote, a run-off election for that position will be held immediately.

BYLAWS OF THE ROOSEVELT ACTION ASSOCIATION, INC.
ADOPTED FEBRUARY 15, 2022

Section 4: Meetings of the Board

1. Regular meetings of the Board shall be held monthly at such place and time agreed upon by the Directors, unless otherwise determined by a Board vote.
2. A special meeting may be called by the President as business dictates.
3. Cancellation of a meeting shall be by consensus of the Board of Directors. A meeting cancelled for lack of a quorum may be rescheduled.
4. Quorum for the purposes of conducting business at a meeting of the Board shall consist of a majority of the sitting Directors.
5. A majority vote of the Directors present at a meeting of the Board shall be sufficient to conduct business at a meeting of the Board.
6. Members may attend Board meetings. Notice of upcoming regular Board meetings will be given at general meetings and on the RAA webpage.
7. Directors below the age of 18 shall not be permitted to vote on items directly related to RAA finances, including budget and expenditures.

Section 5: Removal of Directors

A Director may be removed from office upon the establishment of misfeasance, malfeasance, or nonfeasance, as determined by a majority of the Directors and affirmed by a majority of the Members or upon finding of a majority of the Members. Nonfeasance shall include absence from more than $\frac{1}{4}$ (one quarter) of the regular Board meetings within a 12-month period.

Section 6: Vacancies

1. Board vacancies may be filled by appointment of the Board or through special election of the membership, as determined by the Board.
2. For vacancies filled by appointment, such appointment may be made at any regular meeting of the Board and shall be until the next Annual Meeting, at which point the seat shall be filled by election.
3. For vacancies filled by special election, such election shall be conducted as determined by the Board in general conformance with Section 2 of this Article.
4. When a vacant seat is filled by election, the new Director will serve out the remainder of the vacant term.
5. The Board shall have discretion not to fill a vacancy, unless filling the vacancy is necessary to maintain the minimum composition of the Board.
6. The Board shall have discretion to add or subtract a year from the term of any vacant seat to be filled to maintain balance in election terms.

Section 7: Conflicts of Interest

BYLAWS OF THE ROOSEVELT ACTION ASSOCIATION, INC.
ADOPTED FEBRUARY 15, 2022

1. The RAA is a membership-based organization, representing the interests of homeowners, residents and businesses in the Neighborhood and, as such, a Director's interest in their home in the neighborhood shall not be deemed a "conflict" for purposes of this section.
2. Definition of a Conflict: Subject to the prior paragraph, for purposes of this section, a Director has a conflict of interest if the Director has existing or potential business, financial or personal interest or holds an elected or appointed position that could impair or might reasonably appear to impair the exercise of independent, unbiased judgment in the discharge of his or her responsibilities to the RAA. A conflict will be deemed to exist if the business, financial or personal interest or elected or appointed position is held by the Director or by a family member (spouse, parent, siblings, children or other close relative), or any organization in which the Director; or family member as defined, is an officer, director, employee, Trustee or material stockholder. If the Director in question disputes as to whether a conflict of interest is present, the matter shall be decided by a majority vote of the Board of Directors.
3. Failure to Disclose Conflict Shall Not Affect Validity of Action Taken: The fact that a Director with a conflict of interest fails to disclose the conflict, as required by this policy, and participates in a vote on an issue in which he or she has a conflict of interest shall not affect the validity of the action taken by the Board of Directors on the issue.
4. Appropriate Action:
 - a. Directors and others will immediately disclose to the Board of Directors any known conflicts of interest or any that may arise in the future. Such disclosure shall be included in the minutes of the current or next meeting of the Board of Directors.
 - b. Directors will not take part in discussion or vote of any issue for which they have a conflict, at any Board meeting or Membership meeting.
 - c. A Director may be removed from the Board of Directors for failure to comply with this policy.

ARTICLE VI: OFFICERS

Section 1: Designation

1. Principal Officers of the RAA shall be President, Vice President, Secretary, and Treasurer, selected from the Board.
2. A Recording Secretary may be appointed by the Board from the membership.

Section 2: Election of Officers

BYLAWS OF THE ROOSEVELT ACTION ASSOCIATION, INC.
ADOPTED FEBRUARY 15, 2022

The officers of the RAA shall be selected by the Board of Directors at the first Board meeting each year following the annual membership meeting and election of the Board. If an office becomes vacant through removal or resignation, the Board may vote to fill that office at any Board meeting.

Section 3: Removal of Officers

Any officer may be removed upon establishment of misfeasance, malfeasance, or nonfeasance, as determined by a majority of the Board of Directors. The successor shall be elected at any regular meeting of the Board.

Section 4: President

The President shall be the chief executive officer of the RAA with the following responsibilities:

1. To Preside at all meetings of the membership and the Board.
2. To exercise all general powers and duties usually vested in the office of President, such as appointment of committees.
3. To hold and exercise authority to sign contracts, documents, and correspondence agreed upon by the Board of Directors or approved by the membership per Article VII.
4. To act as ex-officio member of all committees.
5. To designate a parliamentarian at each meeting, as needed.

Section 5: Vice President

The Vice President shall perform the duties of the President in the President's absence or upon the President's request, and any other duties as from time to time may be assigned to the Vice President by the President or by the Board.

Section 6: Secretary

Subsection 1

- i. The Secretary shall prepare and maintain a file of all RAA correspondence.
- ii. The Secretary shall keep the minutes of the general and Board meetings of the RAA (unless a Recording Secretary has been appointed), and shall maintain a permanent file of same.
- iii. The Secretary shall perform such other duties as from time to time may be assigned to the Secretary by the President or by the Board.
- iv. The Secretary shall be responsible for maintaining the RAA's compliance with governmental filings, including preparing (with the Treasurer) and filing required documentation with the AZ Corporation Commission, Secretary of State, or other governmental entity.

BYLAWS OF THE ROOSEVELT ACTION ASSOCIATION, INC.
ADOPTED FEBRUARY 15, 2022

Subsection 2

If a Recording Secretary is appointed by the Board, that Secretary shall keep the minutes of the general and Board meetings.

Section 7: Treasurer

The Treasurer shall:

1. Have the responsibility for the RAA's funds and securities, and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the RAA.
2. Be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the RAA in such depositories as may be designated by the members of the Board.
3. Perform all duties incidental to the office of Treasurer and such other duties from time to time may be assigned to the Treasurer by the President, the Board or the Bylaws.
4. Prepare an annual budget for consideration by the membership at the annual meeting
5. Prepare financial reports necessary for RAA's compliance with governmental entities.
6. Provide regular reports to the Board and Membership.

ARTICLE VII: DUTIES OF THE BOARD AND MEMBERSHIP RESPONSIBILITIES

Section 1: Management

1. The Board shall manage the administrative affairs of the RAA in the interim between general meetings.
2. The Board shall communicate on behalf of the Membership with persons and entities with interests in the Neighborhood, including governmental agencies and developers, consistent with Section 2 below.
3. The Board shall communicate with the RAA between general meetings on matters of interest and concern to the Neighborhood.
4. All matters requiring or requesting the RAA to take action or state a position on a matter shall be presented to the Membership for determination at a general meeting. The Membership may vote to empower the Board to take further actions to effectuate the decision of the Membership, or to gather further information to present to the RAA for further consideration.
5. The Board is authorized to make expenditures consistent with the budget adopted at the annual meeting. Expenditures shall be approved by a majority of the Board and reported at the next membership meeting.

Section 2: Membership Responsibilities

1. Any official position of the RAA communicated to government employees, real estate developers or other third-parties shall be determined by the Membership.

BYLAWS OF THE ROOSEVELT ACTION ASSOCIATION, INC.
ADOPTED FEBRUARY 15, 2022

2. Any request for the RAA to take an official position on any issue or item shall be submitted to the Board for determination pursuant to the procedure set forth in Section 3 of this Article.

Section 3: Procedures for Consideration of Proposals

EXECUTION: The Board shall be responsible for the execution of this article.

SUBMISSION OF PROPOSALS: Any person or group, inside or outside the boundaries of the RAA and any city agency may propose to the Board, in writing, items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of a meeting of the Board, a standing or special committee, or a general or special meeting of the Membership.

NOTIFICATION: The proponent and members identifiable as being directly affected by such proposals shall be notified not less than seven days in advance of the place, day and hour that the proposal shall be reviewed.

ATTENDANCE: The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

DISSEMINATION: The Board, on behalf of the RAA, shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

EMERGENCY PROVISIONS: The Board may waive, suspend or alter these procedures upon a two-thirds vote taken at any meeting, or through electronic voting.

ARTICLE VIII: FISCAL MANAGEMENT

Section 1: Fiscal Year

The fiscal year of the RAA shall begin on January 1 and end on December 31.

Section 2: Books and Records

1. Upon the request of any Director or Member for reasonable purposes, the books and records of the RAA shall be made available for inspection at such reasonable location and times as determined by the Secretary. A denial of access may be addressed through the procedure set forth in Article VII, Section 3 above.
2. Financial reports shall be compiled by the Treasurer and made available for review by Board members on a quarterly basis.

BYLAWS OF THE ROOSEVELT ACTION ASSOCIATION, INC.
ADOPTED FEBRUARY 15, 2022

ARTICLE IX: AMENDMENTS

1. In accordance with the Articles of Incorporation of the RAA , the power to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be vested and reserved to the Members.
2. These Bylaws may be amended by the affirmative vote of a majority of RAA Members present at a regular meeting of the RAA.
3. Members shall be notified of proposed amendments one general meeting prior to the vote and in writing.
4. Such amendments must be submitted to the Board of Directors prior to such meeting.
5. Proposed amendments must conform with Arizona Revised Statutes and the RAA Articles of Incorporation.

ARTICLE X: NON-DISCRIMINATION

The RAA does not and shall not discriminate on the basis of race, color, religion (creed), sexual orientation, gender, gender expression, age, national origin (ancestry), disability, marital status, military status, income or housing status in any of its activities or operations. These activities include, but are not limited to, election of Board Members, selection of volunteers and vendors, and provision of services and consideration of issues relevant to the RAA. The RAA is committed to providing an inclusive and welcoming environment for all members of our community, including members, residents, vendors, contractors and other persons with whom the RAA interacts. The RAA is expressly nonpolitical and is not aligned with any political party, creed, organization, or movement. The RAA is not aligned with any religious belief.

ARTICLE XI: CONFORMITY

Bylaws of the RAA shall at all times conform with the Articles of Incorporation of Roosevelt Action Association, Inc as filed with the Arizona Corporation on October 30, 1981.