

TANQUE VERDE VALLEY ASSOCIATION

BYLAWS

Adopted November 9, 2004

Amended April 8, 2014

ARTICLE I - NAME

The name of the corporation is Tanque Verde Valley Association, Inc. (TVVA).

ARTICLE II - AREA OF INTEREST

The area of interest of this Association shall be the area bounded by the Coronado National Forest on the north and northeast, Saguaro National Monument on the east, Pantano Road on the west, and Irvington Road on the south.

ARTICLE III - PURPOSE

The purpose is to preserve and improve the inherent scenic, environmental, and ecological characteristics of the area and to support residents, property owners and their associations to further this purpose.

ARTICLE IV - MEMBERSHIP

4.1 Membership in the TVVA shall be open to all persons at least eighteen (18) years of age who reside and/or own property in the area of interest and associations of such persons that encourage their members to become members of TVVA and who subscribe to the purposes stated in the Articles. The Board may at its discretion include other areas with an interest in the work of the Association. Payment of annual dues as specified by the Board is required to become and remain a member in good standing.

4.2 The Board of Directors may remove a name from membership upon a two-thirds (2/3) vote of the Board present at any duly constituted meeting of the Board for failure to qualify for membership in or adhere to the purpose of the TVVA. Before such action can be taken, such member must be mailed or e-mailed a notice at least fifteen (15) days in advance of the Board's intended action and such member shall be entitled to address the Board at the meeting.

ARTICLE V - BOARD OF DIRECTORS, OFFICERS, DUTIES

5.1 The affairs of the TVVA shall be governed by the Board of Directors. All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Arizona, shall be and are hereby vested in and shall be exercised by the Board.

The Board may, by general resolution, delegate to a duly appointed committee(s), or to a TVVA officer(s), such of these powers as they see fit.

5.2 The Board shall consist of not more than sixteen (16) elected members, five (5) of whom are the officers of the Board.

5.3 Members of the Board shall be confirmed by the membership at the annual business meeting, four (4) members elected each year. The initial Board under this revised number and term shall be elected for staggered terms so that in future years four (4) members shall be elected annually. They shall take office at the conclusion of the annual business meeting and their term shall be four (4) years.

5.4 The officers of the TVVA shall be a Chair, a President, a Vice-President, a Secretary and a Treasurer. Only the Secretary and Treasurer positions may be held simultaneously by one person. The Board shall elect these officers from among their members at the first meeting following the annual business meeting. They shall serve for one year.

5.5 There shall be an Executive Committee composed of officers who shall have the responsibility for making decisions on behalf of the Association between regular Board meetings. Decisions taken by the Executive Committee are subject to ratification by the Board at the next meeting. Notice by phone or email shall be at least two hours prior to the meeting. Such meetings may be called either by the Chair or President or any two other officers. Voting may be by phone or email. Votes binding the Association must be made by the majority of the officers.

5.6 No member shall receive, directly or indirectly, any compensation for any services as a Board member with the exception of properly documented expense reimbursement previously approved by the Board. The Board shall have power in its discretion to contract for and to pay to a director(s) rendering unusual or exceptional services to the TVVA special compensation appropriate to the value of such services.

5.7 Any director may resign at any time by giving written notice of such resignation to the Board.

5.8 If a Board member misses three (3) consecutive Board meetings their membership on the Board may be terminated by a two-thirds (2/3) vote of the Board. The vacancy on the Board so created may be filled at the same meeting with a two-thirds (2/3) vote of the Board, and confirmed at the next membership meeting.

5.9 The Board shall set the time and place for all Board meetings. The Chair, or in the Chair's absence, a Chair, chosen by the Board members present, shall preside. Notice of Board meetings shall be given by the Chair by mailing or emailing the same at least seven (7) days before the meeting to the usual business or residence address of all directors. Notice shall include the purpose of such meeting. Any director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

5.10 At least a simple majority of Board members, including at least one officer, shall constitute a quorum.

5.11 In the event of a Board vacancy, including unfilled directorships at the annual business meeting, or an officer position, the Chair may fill said vacancy by appointment for the balance of that term, subject to the approval of the Board.

5.12 The Chair shall be the Chief Policy Officer of the Association and in that capacity shall appoint committee chairs, chair Board and full membership meetings, and may serve ex officio on any committee of the Board.

5.13 The President shall be the Chief Executive Officer of the Association and in that capacity shall be the official spokesperson for the Association. The President shall carry out the policies of the Association, consult with the Chair on committee appointments, and may serve ex-officio on any committee of the Board.

5.14 The Vice-President, in the absence of the President, shall perform the duties of the President and shall serve as a voting ex-officio member of the Liaison Council and shall have other powers and duties as may be assigned by the Board.

5.15 The Secretary, or if absent, a temporary acting Secretary appointed by the Chair, shall act as Secretary at all meetings of the TVVA. The Secretary shall take attendance, and record the minutes of all such meetings. Minutes from the meeting shall be e-mailed at least seven (7) days before the next Board meeting. The Secretary shall maintain a permanent file of all legal documents and minutes, and maintain a roster of Board members by year elected. The Secretary shall have other powers and duties as may be assigned by the Board.

5.16 The Treasurer shall receive and deposit, or cause to be received or deposited, in authorized bank accounts all monies of the TVVA. Such accounts shall be established with the Board's prior approval. The Treasurer is authorized single signatory authority up to five hundred dollars (\$500). Expenditures over five hundred dollars (\$500) up to three thousand dollars (\$3,000) require the Treasurer's signature and one other officer. In the absence of the Treasurer, two officers may act. Expenditures over three thousand dollars (\$3,000) require Executive Committee approval and ratification by the Board. The Treasurer shall disburse or cause to be disbursed, funds for authorized purposes; shall sign or cause to be signed all checks and other properly authorized financial instruments; keep or cause to be kept proper books of accounts; may cause an audit of these books to be made by an independent accountant or upon election of a new individual to succeed the Treasurer, and shall prepare a statement of income and expenditures to the Board at their instruction but no less frequently than annually based upon a fiscal year as adopted by the Board. A monthly Treasurer report containing bank account balances, receipts, disbursements, and ending balances shall be made at monthly Board meetings with a written copy of the report e-mailed not less than three (3) days before such meetings. These books of accounts shall be at all times open to the inspection of the TVVA members in good standing upon ten (10) days' notice to the Board. The Treasurer shall have other powers and duties as may be assigned by the Board.

ARTICLE VI - DUES

6.1 The Board shall pass by resolution the terms and amount of dues to be collected.

6.2 Dues for Associations who are members of the Liaison Council shall be allocated 20% to general TVVA uses and 80% for the use of the Liaison Council.

ARTICLE VII - MEMBERSHIP MEETINGS AND QUORUM

7.1 The annual business meeting shall be held in April on the second Tuesday of the month unless otherwise established by the Board at a time and place to be set by the Board. Notification of said meeting shall be emailed to the TVVA listserv or mailed by U.S. Postal Service to all members not less than ten (10) days nor more than fifty (50) days prior to the meeting date. A quorum for all meetings of the general membership shall consist of eleven (11) members.

7.2 Special membership meetings may be called by the President, Vice-President, or Chair of the Board and must be called on the written request of at least one-third (1/3) of the Board. Notice of said meeting is the same as for the annual business meeting.

7.3 All meetings of the TVVA must achieve a quorum before any business may be conducted except to set the time, place and agenda of the next meeting.

7.4 Members in good standing will be entitled to one vote.

ARTICLE VIII - COMMITTEES

8.1 Committees shall be created to facilitate the aims of the TVVA. The functions of the committees shall be to carry out the objectives as expressed by the Board in the particular field the name of the committee indicates.

8.2 Committees shall be appointed and dissolved by the Chair in consultation with the President, subject to the approval of the Board.

8.3 The Nominating Committee shall function as a standing committee. This committee prepares a slate of candidates for the election of the Board of Directors and officers and performs other duties as assigned by the Board or the Chair. The nominating committee may hold closed meetings with only appointed members present.

8.4 A Liaison Council shall function as a standing committee. The Council's purpose is to provide a voice and networking opportunity between TVVA and associations in the area of interest. Each member association shall be a member of the Liaison Council. The President and Vice-President of the TVVA shall serve as voting ex-officio members of the Liaison Council. The Council shall select its own Chair who will serve as a voting ex-officio member of the Board of the TVVA.

ARTICLE IX – AMENDMENT

9.1 A two-thirds (2/3) majority of the Board present may propose an amendment(s) to these Bylaws at a duly constituted meeting of the Board. Seven (7) days prior written notice which includes the proposed changes is required to all Board members before the Board meeting at which the proposed amendment(s) are to be voted upon. A two-thirds (2/3) majority of the Board present at the next duly constituted Board meeting is required for approval and thus amendment of these Bylaws. Changes to the Bylaws must be reviewed at the next annual business meeting.

9.2 In the case of any conflict between these Bylaws and the Articles of Incorporation, the Articles shall control. In any case of conflict with the Arizona Revised Statutes, the Arizona Revised Statutes shall control.

By _____
President

By _____
Vice-President

Certification of Secretary

I, the undersigned, do hereby certify that I am the present and duly elected and acting Secretary of the Tanque Verde Valley Association, Inc., and that the foregoing revised Bylaws composed of five (5) pages constitute the official Bylaws of the said Corporation and that they supersede any and all previous versions every adopted by the said Corporation.

I further certify that the foregoing signatories are the duly elected President and Vice President of the Corporation.

Adopted by the Board of Directors at a duly constituted meeting held on _____, 2014.

IN WITNESS WHEREOF, I have hereunto subscribed my name.

By _____
Secretary