

**BYLAWS OF THE GATES PASS AREA NEIGHBORHOOD ASSOCIATION, INCORPORATED**  
(Revised October 2021)

**NAME, AREA OF INTEREST AND PURPOSE OF THE ASSOCIATION**

**THE NAME** of this organization is the Gates Pass Area Neighborhood Association (henceforth GPANA) a non-profit corporation registered with the State of Arizona. GPANA is not a 501(c)(3) tax exempt organization. This is a successor to the group originally formed as the Tucson Mountain West Neighborhood Association. GPANA is not a traditional homeowners or neighborhood association. There are no restrictions, CC&Rs or organizational rules.

Our **GEOGRAPHICAL AREA OF INTEREST** is all areas of the Tucson Mountains, and other preserves and park lands. Our focus is the area bordered by Gates Pass Road summit on the west, Ironwood Hills Drive on the north, David Yetman Trail on the south, and Painted Hills Road on the east.

**OUR MISSION** is to act in the interests of the members on issues such as limiting commercial development, reducing litter and crime, and retaining good environmental quality.

**MEMBERSHIP** shall consist of those persons within, or outside of, the designated area of interest whose dues have been paid for the current calendar year.

**VOTING RIGHTS:** Each paid household membership may cast one (1) vote on each matter to be voted on. If so desired, a paid household membership may cast a fraction of its one vote in proportion to the number of adults on the paid household membership, i.e., two adult members may cast half a vote each.

**DUES AND ASSESSMENTS**

The amount of member **DUES** will be set by the board of directors each calendar year in October, to take effect November of the current year when dues for the following year are collected. Dues are due by November 30 for the next calendar year. Delinquent members shall be notified by email within 30 days following the due date and reinstatement will occur upon payment of dues. If after 60 days of a member not paying dues, the household members will be removed from the GPANA member roster and email list.

No assessments shall be levied against the membership for any reason, although voluntary contributions to the organization are welcome.

**BOARD OF DIRECTORS**

**ELIGIBILITY TO HOLD A BOARD OFFICE OR COMMITTEE POSITION:** These offices or positions may be held by any current member.

**NUMBER OF MEMBERS:** The board shall consist of at least seven members, but no more than nine members, four of whom are the officers. 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 by October of each year. Current board members not able to continue an additional year of service must notify the board of directors by August 1<sup>st</sup> of the year they are currently serving. The board elections will take place during the month of November by electronic ballots delivered to all

members containing the names and positions of all candidates. The positions of the board will be filled by the candidates receiving the greatest number of votes.

**TERM OF OFFICE FOR BOARD MEMBERS** is one year with service beginning January 1 to December 31. Then following a November election board members will take their position January 1. Re-election of current board members is permitted.

**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.

**QUORUM:** A simple majority of existing 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. The board president may use email to initiate proposals to be voted on by board members via email.

**VACANCIES:** The 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 or board member to serve out the unexpired term vacated.

**COMMITTEES:** The board may establish any necessary committees, to be made up of members of the board 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 and dictated by "Robert's Rules of Order."

#### **THE FOUR BOARD OFFICERS AND THEIR DUTIES:**

Duties of the **PRESIDENT** shall include conducting meetings of the board or 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.

Duties of the **VICE PRESIDENT** shall include assuming the duties of the president in his or her absence, 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 lists in collaboration with the treasurer, responding to GPANA email, notifying board members and the general membership of meetings at least two weeks in advance, forwarding copies of GPANA minutes and correspondence to board members, general membership, appropriate public officials, and agencies, and to other organizations in collaboration with the president.

Duties of the **TREASURER** shall include managing monies of the organization, paying state taxes, managing any GPANA assets or other obligations, and purchasing 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 the annual Fall general membership meeting, the treasurer shall submit a complete financial report.

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 GPANA Website is the on-line face of the organization. It is also a central resource where board members and general members can go to get current news and information on issues that affect our Gates Pass area, along with the historical back story of GPANA. The webmaster shall maintain the GPANA website [www.gpana.info](http://www.gpana.info), Facebook page, and NextDoor app. The webmaster's duties shall include posting the minutes from board meetings and general meetings, updating in a timely manner news, information, and issues relevant to GPANA, posting photos submitted by GPANA members on the 'Members Photos' web page, updating the website at the direction of the board, maintaining the website to include for posterity the early history of GPANA; the events, issues and causes the organization fought for and the people involved. The webmaster must have the skills for building (using an online website builder) and maintaining websites. Coding skills would be helpful but not mandatory.

## **MEETINGS**

**AT LEAST SIX BOARD MEETINGS** shall be held each year, with additional meetings when board officers deem 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. Each paid GPANA household membership gets one vote. Most voting on issues will take place by email so members can review information about the issues in a written form prior to voting, and the GPANA secretary shall be responsible for recording and validating the accuracy of member voting on any issues.

**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.

## **FINANCES**

The treasurer shall manage GPANA finances in accordance with the duties described for that office. Any assets owned by GPANA shall be managed for the good of the organization. Any decisions relating to the sale or other disposal of such assets may only be implemented by a vote in favor of such move by a simple majority of the membership voting within a thirty-day period.

## **ELECTIONS**

**SLATES OF BOARD OFFICER CANDIDATES** will be prepared by the board of directors, to be distributed to paid members on November 1. 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 candidate's name, and places for write-in candidates. Election ballots are to be completed by paid members and returned to GPANA by November 30.

## **MAKING BYLAW CHANGES**

### **PROCEDURE & REVISIONS OF BYLAWS**

All procedures not prescribed by these Bylaws and/or the Articles of Incorporation shall be governed by "Robert's Rules of Order."

**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. Proposed changes to the bylaws from the board of directors will follow the same process. Changes in bylaws will be effective immediately.

(End of bylaws; revised October 2021)