

**BY-LAWS**  
**OF**  
**WINDSOR SQUARE SPECIAL PLANNING DISTRICT**

**ARTICLE I**

**NAME OF ORGANIZATION**

The name of this organization shall be “**WINDSOR SQUARE SPECIAL PLANNING DISTRICT**” hereafter referred to as the “District,” and shall consist of the area specified in the Windsor Square Special Conservation District (boundaries of Camelback Road, Central Avenue, Missouri Avenue and 7<sup>th</sup> Street) ordinance as adopted and approved by the Phoenix City Council January 21, 1987, as amended.

**ARTICLE II**

**PURPOSE**

The purpose of the District is to promote and support the Windsor Square Neighborhood Conservation Plan as adopted by the Phoenix City Council on January 21, 1987, and as that Plan may be amended from time to time. To fulfill the District’s purpose, the District shall:

- A. Provide timely information to its membership regarding activities which may impact the quality of life within the District;
- B. Promote communications between and among residents of the District, adjacent neighborhoods and the City of Phoenix;
- C. Encourage the active participation by the membership;
- D. Promote the spirit of neighborliness and good will among residents of the District and adjacent commercial property owners;
- E. Advocate to preserve the residential integrity of the Windsor Square neighborhood and the quality of family living in this central city neighborhood;
- F. Support and protect the character and integrity of the historic neighborhood, which is listed the City of Phoenix Register of Historic Districts and the National Register of Historic Places as the Windsor Square Historic District;
- G. Promote the quality of life and discourage crime affecting the District and within the central city as a whole by communicating and creating partnerships with neighboring residential districts on issues of regional concern;
- H. Encourage the maintenance and redevelopment of commercial properties adjacent to the District which are conducive to the scale of the District and which provide adequate buffering for residents, while preserving and improving the value and appearance of commercial and residential properties.

**ARTICLE III**

**MEMBERSHIP**

A. Categories

Category I: The owner(s) of each property, residential or commercial, within the boundaries of Windsor Square Special Planning District shall be entitled to one vote per property.

Category II: Any other person interested in the Special Planning District may become a non-voting member.

Commercial Liaison: The Commercial Liaison may be a property owner or the manager or designee for the commercial property within the Windsor Square Special Planning District.

B. Rights and Privileges

1. Category I members shall have the following rights and privileges:

- A. Voting – One vote per owner(s) of each property, residential or commercial.
- B. Serving as officer or board member
- C. All voting members have the right at reasonable times, with written notice, to inspect the financial records.

2. All members shall have the following rights and privileges:

- A. Serving on committees.
- B. Receiving notices and mailings.

3. Commercial Liaison shall have one vote, during his or her term of elected office, on the Board of Directors, at the annual meeting, and at any special meetings called by the Board of Directors.

**ARTICLE IV**

**DISTRICT MEETINGS**

Section 1. The District shall meet annually on the last Monday in February with such additional meetings as the Board of Directors shall designate.

Section 2. A quorum shall consist of fifteen Category I members. Decisions shall be made by a majority vote of those members present.

- Section 3. Each Category I member shall have one vote per residential and/or commercial property. The Commercial Liaison shall have one vote. There shall be no voting by proxy and no cumulative voting.
- Section 4. Notices of meetings shall be made to the membership in writing, with no less than 15 days notice.
- Section 5. Special meetings shall be called upon written request of twenty-five (25) Category I voting members.
- Section 6. Roberts Rules of Order, latest edition, shall govern the District's deliberations unless such rules are in conflict with the District's By-Laws, or special rules of order.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

Section 1. Composition

- A. There shall be a Board of Directors, consisting of the four officers named in Article VI, Section 1A and no more than five members at large.
- B. One member at large will, if possible, be the Commercial Liaison as defined by Article III, Section A. The Commercial Liaison will have full voting rights on the Board of Directors, at the annual meeting, and at any special meetings called by the Board of Directors.
- C. Other than the Commercial Liaison identified in Article V, Section 1 B, members of the Board of Directors shall be Category I members of the District as defined in Article III, Section A.

Section 2. Duties

- A. The Board of Directors shall be responsible for and conduct the business of the District for the benefit of the membership in fulfillment of the Purpose of the District as stated in Article II.
- B. The Board of Directors shall be responsible to the membership.

Section 3. Term

Officers and Directors of the Board of Directors will be elected at the annual meeting of the District, each to serve a one-year term.

Section 4. Meetings

- A. The Board of Directors shall determine its meeting schedule for the year and notify the membership.
- B. In addition to the Annual Meeting, the Board of Directors shall hold a minimum of nine (9) monthly meetings during the year following its election.
- C. The Board of Directors shall also meet upon the call of the President or the Secretary, and otherwise as may be determined by the Board of Directors.
- D. All meetings of the Board of Directors shall be open to the membership.
- E. The Board of Directors shall have the right to take any action in the absence of a meeting that they could take at a Board meeting by obtaining written approval of a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors, but must then be ratified at the next scheduled meeting of the Board.

Section 5. Quorum

A quorum of the Board of Directors shall consist of a majority of its members.

Section 6. Vacancies

- A. The Board of Directors shall have the power to fill any vacancy on the Board of Directors or in the elective offices except that of the President.
- B. In the case of the death, incapacity or resignation of the President of the District, the Vice President shall become President and shall serve for the unexpired portion of the President's current term of office. In the event that the Vice President cannot serve as President, the Treasurer shall serve as President. In the event that the Vice President and Treasurer cannot serve as President, then the Secretary shall serve as President.
- C. An appointed officer or appointed board member shall serve the unexpired portion of the term of office of the person being replaced.

Section 8. Conflicts of Interest

Board members and officers shall report possible conflicts of interest to the board. If the board determines that a substantial conflict of interest exists, the interested individual shall not vote on the matter presenting the conflict.

## **ARTICLE VI**

### **OFFICERS**

#### Section 1. Composition

- A. The officers shall consist of the President, Vice President, Secretary and Treasurer.
- B. Each Officer must be a Category I voting member and current resident of Windsor Square Special Planning District.
- C. The officers shall serve without compensation, but shall be reimbursed for any reasonable expenditure incurred in the discharge of their District duties.
- D. Ex-Officio President is the immediate past president of the Board, who thereby become eligible to serve in an advisory capacity to the Board, as long as that individual remains a Category I voting member. The Ex-Officio President shall have no vote on formal Board actions and shall not be counted for purposes of determining the Board quorum.

#### Section 2. Duties of Officers

- A. The officers shall perform the duties usually pertaining to their offices as defined in the latest edition of Roberts Rules of Order, and such other duties as may be assigned by the Board of Directors.
- B. The President shall serve as the chairperson of the Board of Directors, shall have the authority to call a meeting of the Board, shall see that orders and resolutions of the Board are carried out, and is authorized to sign written instruments on behalf of Windsor Square Special Planning District, including those duties set forth in Article X.
- C. The Vice President shall exercise and discharge such duties as may be assigned by the Board and is authorized to sign written instruments on behalf of Windsor Square Special Planning District, including those duties set forth in Article X.
- D. The Treasurer shall receive and deposit in appropriate accounts all monies of the District, shall disperse such funds as directed by resolution of the Board, shall keep proper books of account, shall facilitate annual review or compilation of the books and financial records, and shall assist in preparing an annual operating budget as provided in Article X.
- E. The Secretary shall maintain a membership register, listing all property owners within the District boundaries by name, address and phone number. Records are to be used for verification, notices and ballot purposes only. Records may not otherwise be circulated, utilized or given

out without specific member consent. The secretary shall record the tabulated votes reported, keep the minutes of all meetings and proceedings of the Board and the members, serve notices of meetings, keep appropriate current records of the members and the District, and perform such other duties as required by the Board.

- F. The Vice President or the Treasurer or the Secretary, in that order, shall act in the place of the President in the event of the President's absence, inability or refusal to act and shall exercise and discharge other duties required by the Board.

## **ARTICLE VII**

### **COMMITTEES**

- Section 1. There shall be such committees as the Board of Directors shall create. Upon completion of the task for which it was appointed, each committee shall be discharged.
- Section 2. Each active committee shall submit a report to the Board of Directors prior to the annual meeting.
- Section 3. Except as authorized by the Board of Directors, no committee or representative shall have power to act on behalf of the Board, to incur expenses on behalf of the Board or to make any commitment for the District.
- Section 4. The President shall appoint all committee chairpersons, with approval of the Board of Directors, unless otherwise provided in the By-Laws. All committee chairpersons shall be Category I voting members of the District, and committee members may be, but are not required to be, members of the District.

## **ARTICLE VIII**

### **AMENDMENTS TO BY-LAWS**

- Section 1. These By-Laws may be adopted, repealed or amended by a vote of two-thirds majority of those Category I voting members at a duly noticed District Meeting.
- Section 2. Any Category I voting member may make a proposal to change the By-Laws in writing to the Board of Directors, at least 60 days prior to the District Meeting.
- Section 3. Membership must be notified in writing of the proposal at least thirty (30) days prior to the District Meeting at which the proposal will be considered.

## ARTICLE IX

### NOMINATIONS AND ELECTIONS

#### Section 1. Nominating Committee

- A. The Nominating Committee shall consist of a minimum of three members, no more than one of whom may be a sitting member of the Board of Directors.
- B. The Nominating Committee shall select at least one nominee for the positions of President, Vice President, Secretary, Treasurer and each board member position. The Committee shall obtain the nominees' acceptance prior to submitting the names to the Board of Directors.
- C. Should a member of the Nominating Committee be absent, the President shall appoint a person to act in place of that Committee member for the purpose of collecting and tabulating the ballots.

#### Section 2. Time Frames

- A. The nominating committee shall be appointed at least four (4) months before the elections.
- B. The Board of Directors shall be notified of the nominees' names two (2) months before the elections.
- C. The Category I voting members shall be notified of the nominees' names one month before the elections.
- D. The Windsor Square Special Planning District Board elections shall take place at the annual meeting.

#### Section 3. Elections & Nominations from the Floor

- A. Voting: The Category I members and the Commercial Liaison present will sign in at the annual meeting. For any office where there is only one nominee, elections may be conducted by voice vote or a show of hands. For any position where there is more than one nominee, one owner per property will be provided with one ballot upon which to submit the written vote.
- B. Nominations from the Floor: Nominations may be made from the floor by any Category I voting member at the annual meeting at which elections take place.
- C. Ballots: Ballots will be prepared by the Secretary. Ballots will provide appropriate space for nominations to be made from the floor.

- D. Tabulation: The Nominating Committee or its designees shall have the duty to collect and tabulate the votes cast in any election conducted by written ballot. The Committee shall report the results to the President.
- E. Results: The President shall announce the results of all elections at the annual meeting, when possible, or as soon as possible thereafter.

## **ARTICLE X**

### **FINANCIAL MANAGEMENT**

#### Section 1. Annual Budget

The Board shall present a proposed annual operating budget to the membership at a District meeting. The membership shall review, discuss, amend as necessary, and approve a budget at a District meeting. In addition to budget items, the annual budget will include a contingency/reserve category to be obligated and expended in accordance with Section 2 of this Article X.

#### Section 2. Obligations of District

The Board shall approve all obligations of the District proposed to be funded from the contingency/reserve category prior to any verbal or written commitment to expend funds of the District.

#### Section 3. Annual Donations

Members are encouraged to contribute annual donations in the suggested amount to be determined by the voting members at the annual meeting, to cover operating costs as specified in the annual budget provided for in Article X, Section 1.

#### Section 4. Designated Donations

The Board may request and members may contribute additional donations to cover costs associated with designated projects of the District as determined by the Board in accordance with the purposes of the District as defined by Article II.

#### Section 5. Banking Authority

The Treasurer and President shall jointly sign all checks exceeding \$500.00. The Vice President also is authorized to sign checks in the absence of either the Treasurer or the President. The current President, Vice President and Treasurer will have signatory authority on the Windsor Square Special Planning District checking, savings and any other financial accounts and reports.

Section 6. Treasurer's Report to District

The Treasurer shall present a budget and financial report to the membership at a District meeting. The membership shall review, discuss, and take action as required.

Section 7. Treasurer's Report to Board

The Treasurer shall present a budget and financial report at each meeting of the Board of Directors. The Board of Directors shall review, discuss, and take action as required.

Section 8. Fiscal Year

The fiscal year for the Windsor Square Special Planning District will be March 1 to February 28 (29 during a leap year).

**ADOPTION**

These By-Laws were adopted at a District Meeting on May 13, 2004. Presiding Board President Greg Swartz and Secretary Glenn Darrington.

**AMENDED**

These By-Laws were amended at the Annual District Meeting on February 27, 2006.

President

Secretary

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Diana Hoyt

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Shelley Dunlop