Amended and Restated
By-Laws of Story Preservation Association, Inc.
Dated April 6th, 2025

ARTICLE I
ORGANIZATION

Section 1. Name. The name of the association indicated above is the STORY PRESERVATION ASSOCIATION, INC., a non-profit group, hereinafter referred to as the "Association." The principal office of the Association shall be located within the boundaries of the F.Q. Story Historic District in Phoenix, Arizona, but meeting of members and the steering committee may be held at such places within the state of Arizona as may be designated by the steering committee.

Section 2. Organization. The Association is formed for civic, non-profit purposes consistent with the laws of the State of Arizona and to meet the requirements of the Internal Revenue Code Section 501(c)(3). Upon dissolution of the Association, any and all assets will be dedicated to the Arizona Historical Society; the alternative recipient to be the City of Phoenix. The Association shall not be operated so as to benefit any private member or individual.

Section 3. Purpose. The purpose of this Association is to promote and support the Story Neighborhood Conservation Plan ("the Plan"), a Special Conservation District adopted by the City of Phoenix, March 11, 1987. The Association shall also promote communications between the residents of Story and the City of Phoenix; provide and maintain updated information for the members regarding activities which might have an impact on the future growth or improvements within the neighborhood; encourage active participation by the membership and promote goodwill among the members of the Association. As provided in the Plan, specific goals of the Association are:

(a). Protect the residential integrity of the neighborhood, promote the quality of family living in the inner-city area and preserve the unique Personality of the neighborhood.

(b). Provide for expansion and growth of commercial facilities in such a manner as to preserve, protect and enhance the quality of the residential area.

(c). Encourage employees of commercial establishments in the area to reside in the neighborhood.

(d). Promote the restoration of existing properties and encourage compatible new developments including commercial along the north, south and eastern boundaries with residential infill for remainder of the area.

Section 4. Fiscal Policies.

(a). Gift Acceptance Policy.

1. The donation, contribution and distribution must conform to the scope and purpose as outlined in the “Articles of Incorporation.” This purpose is clearly defined in the “Articles” and is limited to the functions of a neighborhood association. The Story “Articles of Incorporation” conforms specifically to the requirements established by the IRS for non-profit organization.

2. Anyone conducting fundraising in the name of Story Preservation Association must provide a statement of revenues and expenditures to the treasurer within 30 days of the conclusion of such an event. Time extensions can be requested of the Steering Committee.

3. The Steering Committee will only accept the following gifts or in-kind donations:

a) Monetary donations for the purpose of fund-raising.

b) In-kind service provided donations related to a Steering Committee approved project.

1) The value of services shall not exceed $5,000 per donor per budget year (July 1 – June 30) unless otherwise approved by the Steering Committee.

4. Donations received without a monetary value or not related to an approved project, shall be donated to an associated non-profit organization that can utilize the donation.

5. Donations of high value (i.e. real property) may require the Steering Committee to conduct a review and seek legal advice, as needed, before the donation can be accepted.

6. Approved donations may be given anonymously.

7. The Steering Committee will issue donation receipts for all donations in accordance with current tax law.

(b). Budget and Expenses.

1. An annual budget from July 1 to June 30 should be adopted for planning purposes. The budget for the following year should be presented to the Steering Committee for adoption no later than the June Steering Committee meeting. The budget should estimate all expenses. Approval of the annual budget constitutes approval of expenditures

contained in that budget. The Treasurer is responsible for the planning and managing of the budget process.

2. Any expenditure requires prior approval by the Steering Committee, either by specific appropriation or by approval of the annual budget; expenditures in the budget must be item specific, rather than broad category (i.e., “publicity”, “infrastructure”).

3. The President and the Treasurer are the only persons authorized to sign legal agreements and contracts with vendors. Both the President and the Treasurer must sign all contracts. Contracts for non-budgeted expenses will require Steering Committee approval.

(c). Committees.

1. All committees and subcommittees (“committees”) of the Story Preservation Association and of the Steering Committee are agents of the Association and governed by the Steering Committee. Any members of such committees with significant decision-making authority must be evaluated and approved by majority vote of the Steering Committee prior to assuming their position and may be removed by the Steering Committee at any time. Such committees may recruit and appoint as their agents additional members of the Association or others to assist in their duties, but may not grant significant decision making authority without prior approval of the Steering Committee.

2. All committees shall, annually and as necessary, review prior procedures, suggest changes or new procedures, and create job descriptions or mission statements for the committee and its agents, to include a listing of all committee members given access to third party software (codes, passwords), all of which must be approved by the Steering Committee prior to implementation.

3. At the Steering Committee’s discretion, committees may include at least one current member of the Steering Committee, whose responsibility shall include regular reports to the Steering Committee on the actions and proposed actions of the committee.

4. All activities that involve financial transactions shall operate within the committee's budget which shall be approved annually by the Steering Committee. Non-budgeted expenditures must first be approved by the Steering Committee.

5. Any cash funds received through fund-raising events shall be handled according to the *General Cash Handling Procedures* approved by the Steering Committee.

6. The Bylaws committee shall annually review Story bylaws and standing rules and offer any findings to the Steering Committee for consideration.

Section 5. Association Boundaries. Boundaries are set forth in the Story Historic Conservation Plan that can be accessed on the website.

ARTICLE II
ASSOCIATION MEMBERSHIP

Section 1. Association Members. All residential and commercial property owners, renters, and all residents of at least 18 years of age within the boundaries of the F.Q. Story Historic District shall be members in the Association.

Section 2. Powers and rights of Association members. Members of the Association have the power:

(a) To elect the Steering Committee and Officers of the Association at the annual meeting of the members.

(b) To remove from office any Steering Committee member or officer for good and sufficient cause at a regular or special meeting.

(c) To adopt resolutions for the guidance and direction of the Association at any annual or special meeting and such resolutions shall be binding on the Steering Committee.

(d) To inspect the books, accounts, and records of the Association within a reasonable period after their request. Members shall pay reasonable costs of duplication.

Section 3. Termination of Association Membership. Membership in the Association shall be terminated by any one of the following:

(a) Written resignation of the member submitted to the Steering Committee.

(b) Termination of a member's property and/or rental interests within the boundaries of the F.Q. Story Historic District.

ARTICLE III
STEERING COMMITTEE: SELECTION

Section 1. Purpose. The affairs of this Association shall be managed by a Steering Committee comprised of Association members. The Steering Committee shall function as and have the legal powers of a board of directors of a non-profit corporation.

Section 2. Designation of Committee Membership. The Steering Committee, including its officers shall consist of not less than five nor more than 21 members. At the annual meeting, the Association members shall elect the president, vice president, a secretary, a treasurer and the remaining members of the Steering Committee. Should any executive positions be vacant after the annual election, the Steering Committee shall, at the first committee meeting of the new term, appoint executive officers by process of majority vote.

Section 3. Removal. Any member or officer may be removed from the Steering Committee, for good and sufficient cause, by a majority vote of the members of the Association presented at a meeting called for the purpose of recall. In the event of death, resignation, or removal of an officer or Steering Committee member, his/her successor shall be elected by the remaining members of the Committee and shall serve for the unexpired term of the predecessor.

ARTICLE IV
MEETINGS OF THE ASSOCIATION

Section 1. Annual meetings. The annual meeting shall be held each year in April. Other meetings of the Members shall be held at times within the discretion of the members of the Steering Committee.

Section 2. Special Meetings. Special meetings of the Association may be called at any time by the Steering Committee or by written request to the Steering Committee of 30 members. The purpose of a special meeting shall be to transact business of an unusual nature when it appears that it would not be prudent to await a regular meeting of the membership. Upon such written request, the Steering Committee must call a special meeting. Any special meeting shall have no less than three days, nor more than 30 days, notice to the members.

Section 3. Notice of Meetings. Written notice of each annual or special meeting of the members shall be published in the Association's Newsletter and/or posted on the Story website or otherwise disseminated in a manner deemed reasonable by the Steering Committee not less than ten days nor more than 60 days prior to such meeting. Such notice shall specify the place, day and hour of the meeting, and the purpose of the meeting.

Section 4. Quorum. The Association members present at a properly convened meeting of the members shall constitute a quorum for any action. In addition, the president or vice president and one additional officer must be present at any meeting of the members.

ARTICLE V
NOMINATION AND ELECTION OF STEERING COMMITTEE

Section 1. Nomination. Nomination for members of the Steering Committee shall be made by a nominating committee. The nominating committee shall consist of not more than four persons, with the Secretary of the Steering Committee serving as chair.

The nominating committee shall make as many nominations for election to the Steering Committee at large as it desires, but not fewer than five. Nominations also may be submitted by any Association member to the nominating committee, no less than thirty days before the scheduled election. The nominating committee shall place all nominations so received on the ballot.

Section 2. Absentee Ballots. The nominating committee shall make absentee ballots available to any Association member who requests such a ballot, within 14 days of the annual election. Absentee ballots shall be returned to the nominating committee no later than 24 hours prior to the start of the annual meeting. The nominating committee shall take reasonable precautions to ensure the security and integrity of the ballots.

Section 3. Election. Election to the Steering Committee shall be by secret written ballot cast at the annual meeting or absentee ballot submitted in advance to the nominating committee. Write-in votes shall be accepted, and a candidate must receive a minimum of five (5) votes to be eligible to be elected. Each Association member shall be permitted to cast one vote for persons running for each of the following offices: president, vice president, secretary, and treasurer.

With respect to the election of the at-large Steering Committee members, each member of the Story Preservation Association may vote for up to 17 candidates, except a member can vote for any given candidate only once. The top 17 vote getters will be deemed elected.

Any officer candidate receiving a plurality of the votes for any of the offices – president, vice president, secretary, and treasurer – will be deemed elected. The nominating committee will conduct the election and announce the results in a public forum.

In the event of a tie, the officer or member will be chosen by a game of chance conducted by a minimum of two nominating committee members.

Section 4. Term of Office.
The Steering Committee members and elected officers shall serve for one year, beginning May 1st and ending April 30th of the following year.

ARTICLE VI
MEETING OF THE STEERING COMMITTEE

Section 1. Steering Committee Meetings. The Steering Committee shall meet monthly digitally or in a public location within a two-mile radius of the neighborhood boundaries. The Steering Committee may vote to cancel certain meetings but shall meet at least six times per year. Meetings must be announced in advance in the Association newsletter, on its website, and on other electronic media as appropriate. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern Steering Committee Meetings in all cases to which they are applicable and in which they are not inconsistent with applicable law, Story bylaws or any standing rules or special rules of order the Steering Committee may adopt.

Section 2. Special Steering Committee Meeting. Special meetings of the Steering Committee shall be held when called by the president, or by any two committee members, after not less than three (3) days' notice to each member of the Steering Committee, unless such notice is waived by every member of the committee.

Section 3. Quorum. Half of the number of committee members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the committee members present at a duly held meeting at which a quorum is present shall be regarded as the act of the Steering Committee.

ARTICLE VII
POWERS AND DUTIES OF THE STEERING COMMITTEE

Section 1. Powers. The Steering Committee shall have the power to:

(a) Exercise for the Association all the powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these bylaws.

(b) Declare the office of a member of the Steering Committee to be vacant in the event such member shall be absent for three (3) consecutive regular meetings of the Steering Committee, or upon termination of his or her membership in the Association.

(c) Appoint new members to the Steering Committee in the event of a vacancy.

Section 2. Duties. It shall be the duty of the Steering Committee to:

(a) Keep the members of the Association informed of the actions of the Steering Committee. Minutes of all Steering Committee meetings, to include all decisions and actions taken, shall be placed, upon approval on the Story website; summaries of same shall be published in the Story Newsletter.

(b) To supervise all agents and representatives of this Association and to see that their duties are properly performed.

Section 3. The specific duties of the officers of the Steering Committee are as follows:

(a) President.

1. The President shall be the chief executive officer of the Association and shall have general charge of the business affairs and property of the Association and general supervision of its Officers.

2. The President is the official spokesperson for the Association.

3. The President shall preside at all the meetings of the Steering Committee and shall see that orders and resolutions of the committee are carried out.

4. The President shall preside at all meetings of the members.

5. The President shall have authority to sign any and all written instruments on behalf of the Association.

6. The President shall be an ex-officio member of all committees of which he/she is not a voting member.

7. No member shall be eligible to serve as President unless that member has previously served at least one full term as a Steering Committee Member.

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, shall exercise and discharge such other duties as may be required of him or her by the committee.

(c) Secretary. The Secretary shall attend all Meetings of the Steering Committee and the Association and record all proceedings and voting results in the form of Minutes; maintain official organizational records, legal filings, and shall perform such other duties as required by the Committee, including chairing the nominating committee. If the Secretary is unable to attend a Meeting of the Steering Committee or Association, the President shall appoint another member of the Steering Committee to record all proceedings and votes for the duration of the Secretary's absence. At all Meetings, the Secretary shall make copy of the Bylaws available for inspection by the Membership.

(d) Treasurer. The Treasurer shall have custody of all Association funds and other valuable effects. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Steering Committee; keep financial books, keep full and accurate accountings of all receipts and disbursements, and shall prepare a statement of income and expenditures which will be made available upon request by any member.

Section 4. Compensation. No member of the Steering Committee shall receive compensation for any service he or she may render to the Association; however, any member may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

Section 5. Conflict of Interest. Members of the Steering Committee have a clear fiduciary obligation to the Association in connection with their service in such capacity. If a Steering Committee member believes that he or she may have a conflict of interest in respect to any particular issue, he or she shall promptly and fully disclose the potential conflict to the Steering Committee. If the Steering Committee determines that there is a conflict and the issue requires a vote by the Committee, the affected member shall not be counted for purposes of a quorum nor shall he or she vote on the matter. The minutes shall reflect the fact that the member did not vote on the issue.

ARTICLE VIII
AMENDMENTS

These bylaws may be amended by the Steering Committee and ratified by a two-thirds (2/3) vote of the members voting in person or by absentee ballot at any annual or special meeting of the members. Amendments to bylaws which have been approved by a vote of the members, and changes to Standing Rules, shall be announced in the next Story newsletter with full publication on the Story website.

The Amended and Restated Bylaws of the Story Preservation Association, Inc. dated March 11, 2025 were adopted by the Steering Committee at a duly held Steering Committee Meeting on March 9, 2025 and ratified by the members on April 6, 2025.