

Bylaws of Tucson Residents for Responsive Government

ARTICLE I NAME AND PURPOSE

Section 1 Name: The name of the organization shall be Tucson Residents for Responsive Government (TRRG).

Section 2 Purpose: Tucson Residents for Responsive Government is a volunteer nonprofit organization whose mission is to seek positive change in the City of Tucson Government. We advocate that integrity, transparency, accountability, collaboration and sensitivity to quality of life be reflected in all city processes.

ARTICLE II MEMBERSHIP

Section 1 Eligibility for membership: Application for voting membership shall be open to any resident of the City of Tucson who supports the purpose statement in Article 1, Section 2.

Section 2 Verification of Tucson Residence: All members of TRRG affirm that their primary residence is within Tucson city limits. The Board of Directors may require that any member furnish evidence of residence. Failure to provide evidence acceptable to the Board will result in loss of TRRG membership. Evidence of residence will include at least one of the following: the member's name and City of Tucson address on a driver's license, voter registration card, preprinted IRS form, utility bill, rent receipt containing the landlord's contact information, or Pima County Assessor listing for primary residence; testimony of a TRRG member in good standing; or other substantiation acceptable to the Board. Ownership of business or rental property within Tucson city limits shall not be sufficient to establish residence.

Section 3 Membership: Membership is granted after receipt of a completed and accepted membership application (available on TRRG's website and by request) with accompanying payment of dues. No one will be denied membership due to inability to pay.

Section 4 Annual dues: Basic annual dues shall be \$10 each year unless changed by a majority vote of the members present at an annual meeting of the membership. TRRG's fiscal year runs from July 1 to June 30.

Section 5 Rights of members: Each member shall be eligible to cast a vote for the Board of Directors; to vote to change the Bylaws; to contribute ideas to the Board of Directors; and to take an active role on committees.

Section 6 Friends: Any existing organization, association, coalition, business, or non-resident who supports the purpose of TRRG can become a non-voting supporting Friend by completing an application.

ARTICLE III MEETINGS OF MEMBERS

Section 1 Annual Meetings: An annual meeting of the members (and non-voting guests) shall take place in the month of April or May, the specific date, time and location to be determined by the Board of Directors. At the annual meeting, the members shall receive reports on the year's activities of TRRG, transact any necessary business, and elect Board of Directors members. After the election of the new Board, it shall convene within 30 days to elect its officers for the coming year.

Section 2 Special Meetings and Events: Special meetings and events may be called by the Board Chair or a simple majority of the Board.

Section 3 Notice of Meetings: Notice of the annual meetings will be posted on the organization's web site and sent by e-mail to members one month prior to the meeting date. Notices of special meetings and events will be sent by e-mail, or by postcard (at member's request) not less than 2 weeks prior to the date of the meeting.

Section 4 Quorum: Members present at any properly announced meeting shall constitute a quorum.

Section 5 Rules of Procedure: The current edition of the Robert's Rules of Order shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order the Organization may adopt. The "relaxed" or "informal" Robert's Rules of Order (as described in <https://www.kidlink.org/docs/RobertRules/chap16.html>) may be used for small group meetings of the Board and committees.

Rationale: There is no need to stand on formality when TRRG members meet in small groups. The informal or relaxed Rules are much more conducive to discussion and agreement of items that do not require a formal motion.

ARTICLE IV BOARD OF DIRECTORS

Section 1 Board of Directors' Role, Size and Compensation: The TRRG Board of Directors is responsible for overall policy and direction of Tucson Residents for Responsive Government. The Board may have up to eleven (11) but no fewer than five (5) Directors. The Board receives no compensation.

Section 2 Terms: All Directors shall serve for a three (3) year term and are eligible for re-election for additional three (3) year terms.

Section 3 Meetings and Notices: The Board shall meet at least quarterly at an agreed upon time and place posted on the website. An official Board meeting requires that each Board member be e-mailed or mailed a notice which includes a draft agenda at least two weeks in advance. This notice and draft shall be posted electronically on the TRRG site(s) at that time. Special meetings of the Board may be called at the request of the Chair; by the majority of the Board; or by a petition signed by no fewer than five percent of voting members and submitted to the Board. A majority of the Board constitutes a quorum; a majority of those present must approve any action to be taken. When quick action is needed for Board response on an urgent matter, the Chair may convene electronic "meetings" via email notification, asking for a 24-hour response virtual meetings to be held via a video conferencing platform of the Chair's selection. Notice of these meetings will be done via email notification, asking for a 24-hour response.

Rationale: TRRG has had numerous occasions when meeting in person cannot be accomplished in a timely manner. Email communication that involves "discussion" is difficult to administer fairly. As an alternative to "decision by email", virtual meetings can be called with very limited notice.

Section 4 Board Elections: Board members shall be elected or re-elected by the members present at the Annual Meeting. The Nominations Committee is responsible should seek to nominate a slate of prospective Board members who represent the diversity of the City of Tucson community. All candidates for the Board must be TRRG members in good standing. The Committee will survey current

Board Directors whose terms are expiring to see if they wish to continue to serve on the Board. The Committee will inform the membership that the nominating process has begun, and how they might be involved in the process. Any member may self-nominate or nominate another candidate to be put on the slate up to four (4) weeks prior to the Annual Meeting by contacting the Nominations Committee. The Committee chair will contact that nominee to see if s/he is interested in running and, if so, to obtain the required personal narrative. Each candidate must submit a brief biography, no more than 100 words, which details relevant past community involvements, strengths to contribute to the organization, and Ward of residence. This information will be posted on the website two (2) weeks prior to the annual meeting. If more people have requested consideration to be on the Board than are needed to fill the vacant positions, an election by ballot will be held at the TRRG Annual Meeting.

Rationale: The primary criteria for becoming a Board member should be current membership in TRRG and a stated willingness to advance the Purpose of TRRG (as stated in our brochure). A desire for the Board composition “represent a diversity of City of Tucson community” sounds good but should not be the responsibility of the Nominations Committee. It is really the membership from which we draw the Board candidates that needs to represent the City’s diversity.

Section 5 Board Vacancies: The Board may invite one or more members to join the Board midterm when there is a vacancy created by an elected Director’s departure.

Section 6 Resignations, Terminations, and Absences: Resignation from the Board must be in writing and received by the Secretary. A Board Director may be terminated following two (2) unexcused absences from Board meetings in one calendar year. A Director may be removed for cause by a three-fourths vote of the remaining Directors. Members may also initiate the removal of a Board Director by submitting a petition to the Board signed by 25% of TRRG membership.

ARTICLE V OFFICERS

Section 1 Election: The Board of Directors shall elect their officers for the coming year within 30 days of its election at the Annual Meeting. ~~Directors elected as Chair and Vice-Chair shall serve no more than 3 consecutive years in that respective office. Directors elected as Secretary, Treasurer and Parliamentarian have no term limits.~~

Rationale: The continuity of leadership is necessary for long-term organizational survival when unpredictable events impact it. The Board can exert its prerogative to elect new leadership when it perceives change is needed.

Section 2 Offices and Duties: There shall be five offices filled by the TRRG Board: Chair, Vice Chair, Secretary, Treasurer and Parliamentarian. Their duties are as follows:

- a. **The Chair** shall convene and preside at the Annual Meeting and other special meetings for the membership; convene Board of Director meetings and preside, or arrange for other Directors to preside, at each Board meeting in the following order—Vice Chair, Secretary, Treasurer. The Chair shall set the agenda for meetings with the input from other Directors. Only the Chair or her/his designee shall be the media contact and public spokesperson on behalf of TRRG. Comments must be in accord with positions taken by the majority of the Board or, if response time is limited, agreed upon by its officers. No other officer or Director may respond to a reporter or request from a reporter, mayor/council member, or city staff as representing TRRG. ~~This policy in no way limits any TRRG member from expressing personal opinions to others, but s/he should be clear that he or she represents only himself or herself at the time, not the~~

organization making no mention of TRRG. All email communications as Board members are considered internal communications not to be forwarded for public scrutiny.

Rationale: As an organization, TRRG has established a reputation in the community and with City government. By making no mention of TRRG in speaking or writing when expressing one's personal opinion, any misunderstanding will be avoided. Emails are subject to misinterpretation by others who are not members of the Board.

Alternative proposed change: All email communications as Board members are considered internal TRRG communications not to be forwarded for public scrutiny. All email communications as Board members are available to TRRG members.

Rationale: Transparency should be honored by the TRRG Board and TRRG members should be allowed to know what discussions about TRRG business have taken place via email.

b. The Vice-Chair shall, in the absence of the Chair, preside over meetings and act in the capacity of the Chair. The Vice-Chair shall oversee the committee work designated by the Bylaws, the Board or the Membership. At the Annual Meeting, she/he will report or coordinate the reports of others on the work done during the prior year.

c. The Secretary shall be responsible for keeping records of Annual Meeting of the organization and regular and special Board Meetings, including those accomplished electronically. The Secretary shall be responsible for producing, or ensuring the production of a descriptive record of special events and meetings organized for the membership. The Secretary shall also be responsible distributing copies of previous minutes for each Board meeting and assuring that these and other organizational records are maintained within an archive. Minutes and event reports generated by the Secretary may also be posted for review by the public by electronic means. The Secretary will facilitate the scheduling and accommodation of additional meetings of the Board as required.

d. The Treasurer shall make a financial report at the Annual Meeting and at each Board meeting, and to make financial information available to the Board and all Directors when requested. The Treasurer is to maintain a positive bank balance and to pay all bills in a timely manner with no delinquency charges. It is the Treasurer's responsibility to maintain records of: individual memberships and supporting organizations; dues paid, how paid, and date paid; and amount, date and method of payment for any donations received.

e. The Parliamentarian advises on matters of procedure.

ARTICLE VI COMMITTEES

Committees may be formed at the direction of the Chair, with the consent of the Board of Directors; or by the majority of the Board of Directors; or by a petition to the Board of Directors signed by no fewer than 5% of the TRRG membership, with the approval of the Board of Directors to become active. The TRRG Chair and Vice Chair shall serve as ex-officio members of all committees. Upon formation, the first order of business for all committees shall be to write a mission statement to be submitted to the Board for approval.

Section 1 Standing Committees: have a continuing existence and function, normally being responsible for a particular subject matter, or problem area. Members shall be appointed by the

Board Chair with the consent of the Board. Members of standing committees generally serve for the same period as the Directors; The committee chair is appointed by the Board Chair. Standing Committees shall include, but not be limited to, the Nominations Committee and the Outreach Committee.

Section 2 Special or Ad Hoc Committees: shall be created for a particular purpose or task, as need arises, and go out of existence when that task is completed.

ARTICLE VII. AMENDMENTS TO THE BYLAWS

Amendments to the Bylaws shall be by a vote of the membership. Any proposed amendments to the Bylaws can be initiated by a two-thirds majority of the Board or a petition signed by 25% of the members. The Secretary will send out the proposed text of the amendment(s) to members 60 days prior to the Annual Meeting or Special Meeting of the Membership at which the amendment(s) will be voted on. During the meeting, the vote will be preceded by a discussion of the proposed amendments. If approved by the majority of the members present, the amendments will be effective immediately.

CERTIFICATION:

These Bylaws were approved at a membership meeting on June 21, 2014

These Bylaws were amended at a membership meeting on April 25, 2015 and on April 30, 2022

These Revised Bylaws were approved at a membership meeting on

Signed by the Secretary _____ Date _____