

**CANCELLED**

**NOTICE OF MEETING OF THE SAN LUIS MUNICIPAL PROPERTY CORPORATION**

In accordance with section 38-431.01 of the Arizona Revised Statutes of the State of Arizona, notice is hereby given to the Members of San Luis Municipal Property Corporation and to the general public that the Board Members of the San Luis Municipal Property Corporation will hold a **Annual Meeting on Thursday, April 25, 2019 at 5:30 p.m.** The meeting will take place at City Hall in **Council Chambers**, located at 1090 E. Union Street, San Luis, Arizona, 85349. Everyone from the public is invited to attend the open meeting.

In accordance with the Americans with Disabilities Act (ADA) and Section 504 of the Rehabilitation Act of 1973, the City of San Luis does not discriminate on the basis of disability in the admission of or access to, or treatment of employment in its programs, activities, or services. For information regarding rights and provisions of the ADA or Section 504, or to request reasonable accommodations for participation in City programs, activities or services contact: ADA/Section 504 Coordinator, City of San Luis Human Resources Department, 1090 E. Union Street, San Luis, Arizona, 85349; (928) 341-8520.

Notice is hereby given that pursuant to A.R.S. §1-602.A.9, subject to certain specified statutory exceptions, parents have a right to consent before the State or any of its political subdivisions make a video or audio recording of a minor child. Meetings of the City Council are audio and/or video recorded, and, as a result, proceedings in which children are present may be subject to such recording. Parents in order to exercise their rights may either file written consent with the City Clerk to such recording, or take personal action to ensure that their child or children are not present when a recording may be made. If a child is present at the time a recording is made, the City will assume that the rights afforded parents pursuant to A.R.S. §1-602.A.9 have been waived.

**THIS NOTICE IS APPROVED BY:**

/s/ Kay M. Macuil, Attorney for the San Luis Municipal Property Corporation

**CANCELADA**

**AVISO DE JUNTA DE LA CORPORACIÓN**

De acuerdo con los Estatutos del Estado de Arizona "A.R.S § 38-431.01", se le informa a los miembros de la Corporación San Luis Municipal Property Corporation y al público en general que los miembros de la Corporación San Luis Municipal Property Corporation tendrán una **junta anual el día jueves 25 de abril de 2019 a las 5:30 p.m.** La junta se llevará a cabo en el **Salón Del Cabildo** ubicada en el 1090 E. Union Street, San Luis, Arizona 85349. El público está cordialmente invitado a la junta.

De acuerdo con el Acta de Americanos con Discapacidades y la Sección 504 del Acta de Rehabilitación del 1973, la Ciudad de San Luis, Arizona no discrimina por causa de discapacidad la admisión y acceso a sus programas, actividades, servicios o en el trato en cuanto a empleo. Para más información referente a derechos y provisiones del Acta de Americanos con Discapacidades o Sección 504, o para solicitar adaptaciones que sean razonables para la participación en programas, actividades o servicios de la Ciudad, contactar al: Coordinador del Acta de Americanos con Discapacidades/Sección 504, Departamento de Recursos Humanos de la Ciudad de San Luis, Arizona, ubicada en el 1090 E. Union Street, San Luis, Arizona, 85349; (928) 341-8520.

Por medio de este aviso y de acuerdo con los Estatutos del Estado de Arizona "A.R.S § 1-602.A.9", sujeto a ciertas excepciones reglamentarias, los padres de familia tienen el derecho de dar el consentimiento ante el Estado o cualquiera de sus subdivisiones políticas para hacer una grabación de audio o video de su hijo menor de edad. Las juntas del Cabildo se graban en audio y/o video y como resultado, el hecho de que haya menores presentes puede ser sujeto a que sean grabados. Para que los padres de familia puedan ejercer sus derechos pueden dar el consentimiento por escrito con la Secretaria de la Ciudad a tal grabación, o tomar acción personal para asegurarse que su hijo menor no esté presente cuando la grabación se lleve a cabo. Si un menor de edad está presente en el momento de la grabación, la Ciudad asumirá que los padres de familia están cediendo los derechos sobre una posible grabación de acuerdo con los Estatutos del Estado de Arizona "A.R.S. §1-602.A.9."

**ESTE AVISO ES APROBADO POR:**

/f/ Kay M. Macuil, Abogada de la San Luis Municipal Property Corporation

# **CANCELLED 4/25/2019**

## **AGENDA**

**San Luis Municipal Property Corporation  
San Luis Council Chambers  
1090 E. Union Street  
San Luis, Arizona 85349  
April 25, 2019  
5:30 p.m.**

### **PLEASE TAKE NOTICE**

- Board Members will attend either in person, telephone, or video conference communication.
- The President or Acting President may change the order of the items.
- If authorized by law and by a majority vote of a present quorum of the Board of Directors, an executive session will be held immediately following the vote in accordance with A.R.S. §38-431.03(a) and the meeting will be temporarily recessed while the board retires to executive session which will not be open to the public.

**1. CALL TO ORDER/ROLL CALL**

**2. CONSENT AGENDA**

All matters are considered to be routine by the Board of Directors and will be enacted by one motion. If discussion is desired, that item will be removed from the Consent Agenda and will be considered separately.

**2. A. MINUTES OF**

- Annual Meeting held April 26, 2018.

**3. DISCUSSION AND POSSIBLE ACTION ITEMS:**

**3. A.** Discussion and possible action on any and all matters regarding changing the terms of directors from two (2) to five (5) years. (**Kay Marion Macuil, Corporation Attorney**)

**3. B.** Discussion and possible action on any and all matters regarding expiration of Board Members' terms on October 31, 2019, and recommendations to City Council for appointments or renewed appointments of Board Members. (**Kay Marion Macuil, Corporation Attorney**)

**3. C.** Discussion and possible action on any and all matters regarding adopting a seal for the San Luis Municipal Property Corporation. (**Kay Marion Macuil, Corporation Attorney**)

**4. ADJOURNMENT**

*Suggested adjournment by President: "Since we have come to the end of the items on the agenda and there is no further business, the meeting is adjourned."*

**San Luis Municipal Property  
Corporation-CANCELLED**

**2.A.**

Meeting Date: 04/25/2019

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Summary

**MINUTES OF**

- Annual Meeting held April 26, 2018.

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**Attachments**

2018-04-25 Minutes

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**MINUTES OF ANNUAL MEETING  
SAN LUIS MUNICIPAL PROPERTY CORPORATION  
Council Chambers  
1090 E. Union Street San Luis, Arizona 85349  
April 26, 2018 5:30 p.m.**

1. **CALL TO ORDER/ROLL CALL** Mr. Antonio Carrillo called the meeting to order at approximately 5:36 p.m.

**PRESENT:**

President Antonio Carrillo – by phone  
Vice President Joel Castro  
Secretary Luis Cabrera

**NOT PRESENT:**

Director Cecilia Torres  
Director Ruben Walshe

**OTHERS PRESENT:**

City Attorney Kay Marion Macuil  
Legal Secretary Janet Taylor  
City Clerk Sonia Cornelio

2. **CONSENT AGENDA**

All matters are considered to be routine by the Board Members and will be enacted by one motion. If discussion is desired, that item will be removed from the Consent Agenda and will be considered separately.

- 2.A. - Approval of Minutes of Regular Meeting held October 31, 2017.

**MOTION: President Antonio Carrillo and Director Luis Cabrera to approve the minutes.** Motion passed unanimously

3. **Discussion items:**

3.A. **Discussion on any and all matters regarding Robert's Rules.**

City Attorney Kay Macuil briefly discussed Robert's Rules.  
Discussion only no action is taken.

3.B. **Discussion on any and all matters regarding Open Meeting Law.**

City Attorney Kay Macuil briefly discussed Open Meeting Law. And will provide a power point presentation next year. Discussion only no action taken.

**3.C. Discussion and possible direction to staff on any and all matters regarding the annual report to the Arizona Corporation Commission.** City Attorney Kay Macuil explained what the annual report says and the updates that are pending as far as statutory agent name change and director change from Mr. Vasquez ending his term and new member Cecilia Torres beginning hers. Ms. Macuil briefly explained that the corporation was in good standing. **No action taken.**

**3.D. Discussion and possible direction to staff on any and all matters regarding the By-Laws.** City Attorney Kay Macuil discussed the by-laws and asked the board if they wanted to follow the 20-day notice before the meeting. All were in favor of the 20-day notice before a meeting. Ms. Macuil also explained the staggered terms for the corporation. Ms. Macuil stated that the corporation also has a seal and how we could possibly digitize the seal so that the corporation could begin to use it. Also stated that the duties of the secretary can be a lot of work for a volunteer so it can be delegated to city staff. **No action taken.**

**4. Adjournment**

Meeting adjourned by President Antonio Carrillo at approximately 6:16 p.m.

PENDING APPROVAL

**San Luis Municipal Property Corporation-CANCELLED**

**3.A.**

**Meeting Date:** 04/25/2019

**Department Head:** Janet Taylor, Legal Secretary, Attorney's Office

**Submitted By:** Janet Taylor, Legal Secretary, Attorney's Office

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**ITEM:**

Discussion and possible action on any and all matters regarding changing the terms of directors from two (2) to five (5) years. ( **Kay Marion Macuil, Corporation Attorney** )

**SUMMARY:**

Currently, all Board Members terms expire October 31, 2019.

Article VIII of the Articles of Incorporation states "... unless the bylaws of the corporation provide to the contrary, shall hold office for a period of three [3] years or until their successors shall have been elected and qualified."

In 2016, the Board changed the term for every director is two (2) years.

Since the corporation is inactive, the suggestion is to change the terms from two (2) years to five (5) years. With the terms being only two (2) years, officers are being chosen every other year. Attached is a proposed Second Amended and Restated Bylaws which change the term to five years.

**RECOMMENDATION / SUGGESTED MOTION:**

**I MOVE TO APPROVE THE SECOND AMENDED AND RESTATED BYLAWS CHANGING THE TERM OF OFFICE TO FIVE (5) YEARS.**

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**Attachments**

Second Amended Bylaws

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SECOND AMENDED  
AND  
RESTATED BYLAWS OF THE  
SAN LUIS MUNICIPAL PROPERTY CORPORATION

ARTICLE I  
THE CORPORATION, OFFICE, AND SEAL

Section 1: The Corporation. The Corporation is a Arizona Revised Statutes, as amended.

Section 2: Office. The principal office of the corporation shall be located at 1090 East Union Street, San Luis, Arizona 85349.

Section 3. Seal. The Corporation shall have a common seal consisting of a circle having on the Circumference thereof "San Luis Municipal Property Corporation," and in the center, "An Arizona Nonprofit Corporation, Incorporated on December 23, 1983".

ARTICLE II  
RIGHTS AND LIABILITIES OF DIRECTORS

Section I. Interest of Directors and Officers. No director or officer of the corporation shall have any right, title or interest in or to any property or assets of the corporation wither prior to or at the time of any liquidation or dissolution of the corporation.

Section 2. Liability of Directors and Officers for Debts. The private property of the directors and officers of the corporation shall be exempt from execution or other liability for any debts of the corporation, and no director shall be liable or responsible for any debts or liabilities of the corporation.

ARTICLE III  
DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by a board of five directors which shall exercise full power to conduct, manage and direct the business and affairs of the corporation.

Section 2. Election and Tenure of Office. The board of directors shall be appointed by the governing body of the City of San Luis, Arizona. The initial board of directors shall be divided into three groups of two, two and one directors, respectively, the first group to serve for three years, the second group to serve for two years and the third group to serve for one year. Upon expiration of each initial term, successor directors shall be appointed to serve for terms of three years. Each director shall be a resident of the City of San Luis, Arizona and shall hold office until the next annual meeting of the directors at which his term expires and until his successor shall have been appointed by the governing body of the San Luis, Arizona and shall have qualified. Starting January 14, 2016 the term of office for directors shall be two (2) years and the directors shall no longer be divided into three (3) groups of terms. Starting October 31, 2019 the terms shall be for five years.

Section 3. Vacancies. A vacancy in the board of directors occurring by reason of death, resignation or removal shall be filled by the governing body of the City of San Luis, Arizona. The failure to fill any vacancy on the board of directors shall not operate to reduce the size of the board of directors.

Section 4. Removal of Directors. The board of directors, or any member thereof, may be removed from office, with or without cause, by the governing body of the City of San Luis, Arizona.

Section 5. Compensation. Neither directors, officers nor close relatives of a director or an officer shall receive any salary or other compensation for their services. The term "close relative" shall mean any brother or sister of any director or officer, the forebears, and descendants of a director or officer or of any such brother or sister and the spouse of a director, officer or any other person described in this sentence. Relationships of the half-blood shall be treated as being of the whole blood; adopted children shall be treated as descendants and adoptive parents as forebears.

#### ARTICLE IV MEETINGS OF DIRECTORS

Section 1. Regular Annual Meeting. The regular annual meeting of the directors shall be held on the fourth Thursday in April of each year, beginning with the year 2019, at such place within the City of San Luis, Arizona, or such other place within the State of Arizona, as is specified in the notice of the meeting for the purpose of appointing officers and passing upon reports for the previous fiscal year and for the purpose of transacting such other business as may come before the meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the corporation, and in the event of such failure, the annual meeting shall be held within a reasonable time thereafter.

Section 2. Special Meeting. Special meetings of the board of directors may be called by the president or by any director, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as provided at Section 3 of this

Article. The president or the director calling the meeting shall fix the time and place in the City of San Luis, Arizona, for the holding of the meeting.

Section 3. Notice of Directors' Meeting. (1) Written notice of the time and place of each annual meeting shall be given to each director and to the City Clerk of the City of San Luis, Arizona at least 20 days before such meeting, either personally or by mail, by the secretary or by the president or at the direction of either of them. (2) Notice of the time, place and purpose of any special meeting of the board of directors shall be delivered or given to each director and to the City Clerk of the City of San Luis, Arizona not less than forty-eight hours previous thereto either personally or by mail, by or at the direction of the secretary or of the president. (3) If notice of a meeting is mailed, such notice shall be deemed to be delivered the second day following the day it was deposited in the United States mail, postage pre-paid, addressed to the director or to the City Clerk, as appropriate, at his address as it appears on the records of the Corporation.

Section 4. Quorum. A majority of the then members of the board of directors shall constitute a quorum, provided that if less than such majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors as to all matters.

Section 5. Participation in Meetings. The governing body of the City of San Luis, Arizona shall be entitled to make recommendations to the board of directors of the corporation with respect to any matter at any meeting thereof. Each member of the governing body of the City of San Luis, Arizona and any official of the City of San Luis, Arizona designated by the governing body of the City of San Luis, Arizona shall have the corporation with the right of debate, but they shall not be entitled to vote on any matter considered by the board of the corporation unless they are a member of the board of directors of the corporation.

## ARTICLE V OFFICERS

Section 1. Number and Qualifications. The officers of the corporation shall be a president, a vice-president, and secretary, a treasurer and such other officers as may be determined by the board of directors from time to time, each of whom shall be a member of the board of directors of the corporation and they shall perform such duties as may be designated by the board of directors.

Section 2. Election and Term of Office. The officers shall be appointed annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his successor shall have been appointed and qualified. A vacancy in any office shall be filled by the board of directors for the unexpired portion of the term.

Section 3. President. The president:

- (a) Shall be the principal executive officer of the corporation, and unless otherwise determined by the members of the board of directors, shall preside at all meetings of the board of directors;
- (b) May sign any deeds, mortgages, deeds of trust, notes, bonds, contracts, or other instruments authorized by the board of directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and
- (c) Shall in general perform all duties incident to the office of the president and such other duties as may be prescribed by the board of directors from time to time.

Section 4. Vice-President. In the absence of the president or in the event of his or her inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the president. The vice-president shall also perform such other duties as from time to time may be prescribed by the board of directors.

Section 5. Secretary. The secretary shall:

- (a) Keep the minutes of the meetings of the board of directors in one or more books provided for that purpose;
- (b) See that all notices are duly given in accordance with these bylaws or as required by law;
- (c) Be custodian of the corporate records and of the seal of the corporation and affix the seal of the corporation to documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws;
- (d) Keep a register of the names and post office addresses of all directors;
- (e) Keep general charge of the books of the corporation;
- (f) Keep on file at all times a complete copy of the articles of incorporation and bylaws of the corporation containing all amendments thereto (which copy shall always be open to the inspection of any director); and
- (g) In general, to perform all duties incident to the office of secretary, and such other duties as from time to time may be prescribed by the board of directors.

Section 6. Treasurer. The treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the corporation;
- (b) Be responsible for the receipt of and the issuance of receipts for all moneys due and payable to the corporation and for the deposit of all such moneys in the name of the corporation in such depositories as shall be selected by the board of directors; and
- (c) In general, perform all duties incident to the office of treasurer, and such other duties as from time to time may be prescribed by the board of directors.

ARTICLE VI  
NONPROFIT CORPORATION

The corporation shall at all times be operated on a nonprofit basis, and no part of the income or assets of the corporation shall be distributed to, or inure to the benefit of, any director or officer.

ARTICLE VII  
FINANCIAL TRANSACTIONS

Section 1. Contracts. Except as otherwise provided in these bylaws, the board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of moneys, and all notes, bonds or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, employee or employees of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such depositories as the board of directors may select.

Section 4. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July of each and every year and shall end on the last day of June of the following year.

ARTICLE VIII  
MISCELLANEOUS

Section 1. Waiver of Notice. Any director may waive in writing any notice of a meeting required to be given by these bylaws. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting by such director, except in case a director shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened. Notice required to be given under Article IV hereof to the City Clerk of the City of San Luis, Arizona may be waived in writing by all members of the governing body of the City of San Luis, Arizona.

Section 2. Rules and Regulations. The board of directors shall have the power to make and adopt such rules and regulations not inconsistent with law, the articles of incorporation of these bylaws, as it may deem desirable for the management of the business and affairs of the corporation.

Section 3. Accounting System and Reports. The board of directors shall cause to be established and maintained, in accordance with generally accepted principles of accounting and appropriate accounting system.

## ARTICLE IX. AMENDMENTS

These bylaws may be altered, amended or repealed by the affirmative vote of a majority of the board of directors of the corporation, at any regular or special meeting, provided however, that no amendment to these bylaws shall be effective until such amendment shall have been approved by the governing body of the City of San Luis, Arizona in the manner provided in Article XII of the Articles of Incorporation of the corporation.

The original bylaws were adopted by resolution of the board of directors on January 11, 1984 and approved by Resolution No. 68 adopted by the governing body of the City of San Luis, Arizona on January 11, 1984. The foregoing bylaws were amended by unanimous motion of the board of directors on January 14, 2016 and approved by Resolution No. 1128 adopted by the governing body of the City of San Luis, Arizona on February 10, 2016.

\_\_\_\_\_  
President

Attest:

\_\_\_\_\_  
Secretary



**San Luis Municipal Property Corporation-CANCELLED**

**3.B.**

**Meeting Date:** 04/25/2019

**Department Head:** Janet Taylor, Legal Secretary, Attorney's Office

**Submitted By:** Janet Taylor, Legal Secretary, Attorney's Office

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**ITEM:**

Discussion and possible action on any and all matters regarding expiration of Board Members' terms on October 31, 2019, and recommendations to City Council for appointments or renewed appointments of Board Members. **(Kay Marion Macuil, Corporation Attorney)**

**SUMMARY:**

All Board Members terms expire October 31, 2019. Under the by laws the Board passed in 2016, the term for every director is two (2) years. To qualify to be on the Board, a person must be a resident of San Luis, Arizona. City Council will be making appointments or renewing existing appointments. The attorney seeks recommendations to take to City Council.

**RECOMMENDATION / SUGGESTED MOTION:**

**I MOVE TO RECOMMEND TO CITY COUNCIL THE APPOINTMENT OF**

\_\_\_\_\_,

\_\_\_\_\_,

\_\_\_\_\_,

\_\_\_\_\_, **AND**

\_\_\_\_\_ **TO THIS BOARD.**

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**San Luis Municipal Property Corporation-CANCELLED**

**3.C.**

**Meeting Date:** 04/25/2019

**Department Head:** Janet Taylor, Legal Secretary, Attorney's Office

**Submitted By:** Janet Taylor, Legal Secretary, Attorney's Office

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**ITEM:**

Discussion and possible action on any and all matters regarding adopting a seal for the San Luis Municipal Property Corporation. **(Kay Marion Macuil, Corporation Attorney)**

**SUMMARY:**

As discussed in the by-laws of 1983 the corporation shall have a seal. Mr. Domingo Sosa from the IT department at the City of San Luis has created a draft for the corporation and is attached so that the board members may consider adopting it.

**RECOMMENDATION / SUGGESTED MOTION:**

**I MOVE TO ADOPT THE CORPORATION SEAL AS PRESENTED.**

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**Attachments**

Draft MPC Seal

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SAN LUIS MUNICIPAL PROPERTY CORPORATION

AN ARIZONA  
NONPROFIT  
CORPORATION

INC.1983