

**Amended and Restated BYLAWS OF THE NORTH ALBUQUERQUE ACRES
COMMUNITY ASSOCIATION, INC.
A New Mexico Non-Profit Corporation**

Section One: Name

The name of this association shall be North Albuquerque Acres Community Association, Inc. "NAACA"

Section Two: Mission

The mission of the NAACA is to serve the members of the Association, and property owners by working to preserve and enhance the unique semi-rural character and lifestyle of the North Albuquerque Acres (NAA) Community. Specifically, this mission includes:

1. Developing and maintaining an effective working relationship between members and the governmental entities that influence or directly impact the NAA Community.
2. Pursuing and advocating NAA Community quality of life issues.
3. Establishing information links so that the NAACA is in the proactive, not reactive mode.
4. Preserving the integrity of the NAA Community separate and apart from the City of Albuquerque and preserving one family dwelling per acre zoning and preserving the NAA Development Sector Plan.
5. Establishing standing policies on NAA Community issues in concert with member input; and
6. Providing an atmosphere to increase the sense of community among our members.

Section Three: Address

The principal mailing address of the association shall be at 11003 Anaheim NE, Albuquerque, NM 87122. The association may have other offices as may from time to time be designated by its members or its directors.

Section Four: Membership

Any party owning land or residing within the boundaries of the association, including businesses, who has paid the required dues as set by a majority vote of the NAACA members present at the annual meeting is eligible for membership. The boundaries of the association include all areas of North Albuquerque Acres within the unincorporated area of Bernalillo County.

Ownership is limited to the person(s) or legal entity holding legal title or having a recorded life estate to land located within the boundaries of the association as defined above. A person, or two or more individuals or legal entities who are legal tenants of one or more lots may be granted membership if the legal owner of the lot or lots is not a member. If one person or two or more persons, or one legal entity holds such an interest in more than one lot, that person, group of persons or legal entity shall not be entitled to more than one membership. If one person, group of persons or legal entity has the controlling interest in more than one lot even though title to such lots are in the name of multiple individuals or legal entities or are controlled through real estate contracts, such person, group of persons or legal entity shall be entitled to only one membership. There are no proxy votes. A member must be present to vote. If a member dies, membership is terminated unless survivor is a joint member.

Section Five: Dues

Dues, as set by the majority of those members present at the annual meeting of the NAACA, will be due January 1st of each year, for all members, and shall be delinquent after January 31st. Dues shall not be prorated no matter what time of year a member joins or pays said dues.

The Board of Directors of NAACA may form a contingency fund from donations separate from dues dollars. The fund will be used at the discretion of the NAACA Board of Directors for legal fees or special projects as approved by majority vote of the Board. The

financial records of this fund, including but not limited to contributions and itemized listing of expenditures, shall be available for any NAACA member to review at any time. Any funds donated to the contingency fund shall only be used for that purpose.

Section Six: Meetings

Board meetings will have an agenda. The President will be responsible to manage the meetings and will use (his/her) discretion as to when and what level of responsibility in parliamentary convention (Robert's Rules of Order) will be followed. The order of business as stated in the printed agenda may be altered or suspended at any meeting by a majority vote of the voting members present. In the absence of the President, the Vice-President shall conduct the meeting.

A. Annual Meeting: There shall be an annual meeting of the association during the month of November each year, unless otherwise ordered by the Board of Directors, for election of officers and directors, receiving reports, and the transaction of other business. Meetings shall be open to all. Notice of such meetings shall be provided by email to all members of record as of 30 days prior to the annual meeting, and to the community by posting of notices within the boundaries of the association.

The order of business at the annual meeting shall be as follows:

1. Call to order.
2. Reading of minutes of previous meeting.
3. President's Message.
4. Treasurer's Report.
5. Election of Board of Directors.
6. Unfinished business.
7. New business. Members may address the board, subject to time limitation by the meeting chair.
8. Adjournment.

B. Special Meetings: Special meetings of the association may be called at any time by the President, or by any officer upon the written request of a majority of the Board of Directors. A minimum of five (5) days notice of any special meeting must be given by email or mail to the members of the association, and the notice must state the purpose of the meeting.

C. Board of Directors' Meetings: The Board of Directors and Advisory Committee shall meet at least once each calendar quarter. All members of the association are welcome to attend the Board of Directors' meetings and may address the Board of Directors as provided in the agenda, subject to time limitation set by the meeting chair.

Section Seven: Board of Directors

The Association shall have a Board of Directors comprised of seven (7) elected individuals. Seven (7) will be elected officers - President, Vice-President., Treasurer, Recording Membership Secretary, Communications Secretary and Two (2) will be Directors. Up to four (4) will be advisory. All Board members will vote except Advisory.

A. To be eligible to serve on the Board of Directors, persons must be members of NAACA and must be owners of property within the boundaries of NAACA. One person per residential household may hold office in any given year. Joint property owners are entitled to one position on the Board.

B. Any member of the Board of Directors including Advisory members who is absent (3) consecutive Board Meetings or who misses more than 40% of the board meetings may be subject to removal by the majority vote of the remaining Board of Directors.

C. The President shall be the chief officer of the association and shall preside at meetings of the association and of the Board of Directors. The President shall vote at meetings of the Board of Directors only in the case of tie votes. He/she shall be a member ex officio of all committees. He/she shall communicate to the association such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of

the association and shall perform such other duties as are necessarily incident to the office. The President shall be allowed to make expenditures up to \$300.00 without Board approval. He/she may create such additional positions within the association as he/she deems necessary and appoint members to those positions or to association committees as he/ she deems necessary. He/she may also remove and replace members from those positions with due cause, for the good of the association, with the consent of the majority of the Board of Directors. The President shall maintain policies as adopted by the Board of Directors.

Candidates for the office of president shall have first served as a member of the Board of Directors or the Advisory Committee. However, if no member of those bodies desires to seek election to the office of president, notice shall be published in the association newsletter for nominations of any member of the association otherwise eligible for the office of president.

The President may be removed from office if he/she fails to perform duties necessary with due cause for the good of the Association with the consent of the majority vote of the Board of Directors. Any and all association records, files, passwords, computers, software, mailbox keys, or any property deemed NAACA shall be relinquished when position is terminated/vacated.

D. The Vice-President shall perform all duties of President during the absence of the president. They shall be members ex officio of all committees. All records are property of the Association and must be relinquished to the Board when vacating the position.

E. The Recording/Membership Secretary shall give notice of and attend all meetings of the association and Board of Directors and make provision for the keeping of a record of proceedings. He/she shall maintain a list of all members of the association. All records are property of the Association and must be relinquished to the Board when vacating the position. The responsibility for the minutes of the Board of Directors' and Annual meetings shall be taken by the Recording/Membership Secretary and if not available, by the Communications Secretary. All minutes shall be approved by the board prior to submittal to official record.

F. The Communications Secretary shall perform the duties of the Recording/Membership Secretary during his/her absence, shall prepare the minutes of the Board of Directors meetings as

appropriate, and shall be responsible for the preparation, distribution of the association newsletter, assist Treasurer with Advertisers, and maintain/update Website and all social media. Any association property, records, account passwords, etc shall be relinquished to board when vacating/terminating position.

G. The Treasurer shall keep an account of all monies received and expended for the use of the association and shall make disbursements authorized by the Board of Directors or such other persons as the active association members may prescribe. All sums received shall be deposited by him/her in the bank or banks approved by the Board of Directors, and he/she shall make a financial status report at each Board of Director's meeting and at the annual meeting and when called upon by the President. Treasure shall prepare and file IRS Form 990N, state and local annual informational returns, maintain filings with the New Mexico Secretary of State (including amendments to by-laws and articles of incorporation), and prepare annual D & O insurance coverage renewal.

Funds may be drawn only on the signatures of two officers of the association, the Treasurer and the President. The funds, books, and vouchers in the Treasurer's hands shall, with the exception of confidential reports submitted by members, at all times be subject to inspection by any member of this association. On an annual basis, the Treasurer's books shall be verified by two board members appointed by the President. At the expiration of his/her term of office, the Treasurer shall immediately deliver to his/her successor all books, money, computer, software, passwords, and other property of the association.

H. No appointed member of any committee, or other appointee to any office of the association may make any statement of policy, request any action be taken by any government agency, or act in any capacity as a representative of NAACA without the direct authorization of the Board of Directors, or by a vote of a majority of the membership of the association. In circumstances requiring an immediate response from the association, the President, or his/her designee, alone may speak on behalf of the association. The President shall first attempt to contact the majority of the Board of Directors to provide said members with information and an opportunity, whenever possible, to give input into the decision-making process.

Section Eight: Elections and Voting

A. The election of association Board of Directors including officers shall take place annually at the time and place of the regular annual meeting. Officers and board and committee membership shall be limited to human members and shall be subject to the further limitations provided for elsewhere in these Bylaws.

B. Voting shall be by written ballot. The ballot shall state in bold type that NAACA recommends that members do not vote until nominations, including those recommendations taken from the floor, are complete. The ballot shall include a slate of officers and directors as voted by a simple majority of the current Board of Directors. Each name included in this slate shall be identified by an asterisk. The ballot shall also contain the names of all persons who have notified the President by email or in writing no later than 30 days before the date scheduled for the annual meeting of their intention to run for a particular board position, so long as that person is otherwise eligible for the position.

C. The ballot shall provide space for write-in candidates after nomination from the floor. Any nominee from the floor must be present and verbally accept the nomination. Any member, otherwise eligible to hold office as provided in these Bylaws, may nominate himself or herself.

D. Candidates who receive the most votes from voting members present shall be elected. In the event of a tie, there shall be an immediate run-off election, by written ballot, between the candidates who received the tied votes.

E. In any matter requiring voting, there shall be one vote per household of the members of the association, and any member age 18 or over, present at the annual meeting, shall be entitled to vote on behalf of that household. Proxy voting shall not be permitted. Joint property owners and ownership entities who, are otherwise qualified members shall be entitled to one vote in any matter requiring voting. A duly qualified representative of a non-human legal entity shall be entitled to exercise the one vote allowed by these Bylaws.

F. Questions regarding the qualification to vote shall be resolved by a committee consisting of the membership chairperson, and the Vice-President of NAACA, or such of them are present when voting is required. The membership chair shall have a paid up

membership list prepared before the annual meeting is called to order. Persons or other legal entities otherwise eligible for membership may become voting members as elsewhere defined in these Bylaws - by paying the appropriate dues before a vote is taken.

G. When in the judgment of the Board of Directors. any question shall arise that should be put to a vote of the membership, and when the Board of Directors considers it inexpedient to call a special meeting for that purpose, the Board of Directors may put the matter to the membership by email or mail for a vote and decision. The question thus presented shall be determined according to a majority of the votes received by email or mail within two (2) weeks after such submission to the membership, provided that in each case votes of at least forty percent (40%) of the member's households, with one vote per household of the association membership, shall be received. Action taken in this manner shall be as effective as action taken at a duly called meeting.

H. In the absence of nominations from floor or by write-in, the officers and directors recommended by the Board of Directors may be elected by acclamation.

Section Nine: Committees

A. The Advisory Committee: The association shall have at least one standing committee: an Advisory Committee. The Advisory Committee shall consist of up to four (4) members appointed by the Board of Directors present at the first meeting of the newly elected Board of Directors. The Advisory Committee shall attend all meetings of the Board of Directors but do not vote. The Advisory Committee shall advise the members of the Board of Directors on matters of the association, and it shall meet on the call of the President or Vice President.

B. Other Committees: The association may have other committees: standing and ad hoc, as approved by the Board of Directors. Each committee shall have a chairman, who shall be responsible for directing and coordinating the affairs of the committee. Vacancies on any committee may be filled by the President. Each board member shall sit on at least one (1) committee and all minutes and actions shall be reported to board of directors.

Section Ten: By-law Amendments

These Bylaws may be amended, repealed or altered, in whole or in part, by a majority vote at any duly organized meeting of the association. Proposed Bylaw amendments shall be distributed by email or mail copy to the members fifteen (15) days prior to the meeting. Bylaws should be reviewed and updated every two (2) years by Board Committee and periodically reviewed by an attorney.

Section Eleven: No Partnership or Agency Relationship

Nothing herein shall constitute members of the association as partners for any purpose. No member, officer, agent or employee shall be liable for the acts or failure to act of any other member, officer, agent or employee of the association. Nor shall any member, officer, agent or employee be liable for his acts or failure to act under These Bylaws, excepting only acts or gross negligence or omissions arising out of his/her willful malfeasance.

Section Twelve: Not for Profit Purpose

This association is not intended as a profit making organization, nor is it founded with the expectation of making a profit. This association shall use its funds only for objects and purposes specified in these Bylaws.

Section Thirteen: Dissolution

Any dissolution activities shall be conducted pursuant to the New Mexico Non-Profit Corporation Act.

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