

**Rio Grande Boulevard Neighborhood Association, Inc.
Bylaws**

(Revised June 2011)

Article I - Name

The name of this association shall be the Rio Grande Boulevard Neighborhood Association, Incorporated (hereinafter, the “Association”).

Article II - Purpose

The purpose of the Association shall be to preserve and protect the history, geography, and landscape of the Rio Grande Boulevard Corridor in a manner consistent with the Rio Grande Boulevard Corridor Plan (a Rank III Plan) and to promote a better neighborhood and community through group action, so that the quality of life in the area shall be in keeping with the social, environmental, cultural and historic needs and interests of the residents. To this end, the activities of the Association shall include, but are not limited to, sponsoring cooperative planning, research, fundraising, and public education programs as they are deemed necessary.

Article III – Office and Boundaries

Section 1. The registered office of the Association shall be the address of the President or agent to be designated by the Board of Directors (hereinafter, the “Board”).

Section 2. Association boundaries are approximately Indian School Road on the south, Montano Boulevard on the north, the Duranes Lateral on the west, and the Griegos and Alameda Drains on the east, and, as shown in Exhibit A, include Dietz Farms, Elfego and Teodoro Roads both east and west of the Duranes Lateral, as well as Indian Farm and Amber Place.

Article IV - Membership

Section 1. There shall be two types of membership in this Association: “residential” and “non-residential”.

Section 2. Residential memberships shall be limited to adult residents living within Association boundaries. Each household shall be allotted one (1) vote at Association meetings.

Section 3. Non-residential membership shall be available to any non-resident who owns property or operates a business within Association boundaries. Each non-resident member shall be allotted one (1) vote at Association meetings. If the case exists where a property owner and its tenant are both members of the Association in a non-resident and resident status, then they are each allotted one vote. Each member of the Association, regardless of

the number of properties that he/she owns within the Association boundaries, is allowed only one vote.

Section 4. Dues shall be voluntary. Annual dues shall be set by the Board.

Section 5. The Association shall conduct an annual enrollment of members in the month of April, although new memberships shall be available at any time. Memberships expire on the last day of April. Each member of the Association shall receive a receipt of membership which shall serve as evidence of membership. To remain a member in good standing and be on the contact list, a membership form must be submitted to the Association annually.

Article V - Board of Directors, Officers and their Election

Section 1. A Board of Directors shall be the governing body of the Association and shall act on behalf of the Association between Association meetings. The Board shall consist of seven (7) adult members of the Association, at least five of whom are resident members of the Association. The Board shall be elected by the general membership at the annual meeting for a term of two (2) years. Four directors shall be elected every even-numbered year and three directors every odd-numbered year. Directors shall assume office at the end of the annual meeting or when appointed pursuant to Section 5 below.

Section 2. Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer to be elected by the Board at their first meeting following the annual meeting.

Section 3. The term of office for the President, Vice President, Secretary, and Treasurer shall be for one (1) year or until his/her successor is elected.

Section 4. Only members of the Board shall be eligible to be officers of the Association.

Section 5. Vacancies on the Board shall be filled for the unexpired term, with a member in good standing, by a majority vote of the Board.

Section 6. Removal of Board Members. Any board member may be removed from office by a majority vote of the membership present at a general membership or special meeting, whenever, in its judgment, the best interest of the Association would be served thereby. Notice of the intent to remove shall be furnished to the board member and to the general membership in writing at least five (5) days prior to the meeting at which such action is to be discussed. The board member shall be provided an opportunity to respond verbally or in writing at the meeting.

Section 7. Removal of Officer. Any officer may have his/her election as an officer rescinded by a two-thirds (2/3) ballot vote of the entire membership of the board at a regular or special meeting or by trial in executive session by the board using the procedures set forth in *Robert's Rules of Order, Newly Revised*. Notice of the intent to remove by rescinding the member's election shall be furnished in writing to the entire Board at least five days prior to the executive session at which such action is taken up.

The officer shall be provided the opportunity to respond verbally or in writing at this meeting.

Section 8. Nominating Committee. At its first regular meeting immediately following the annual meeting, the Board shall appoint a nominating committee of at least three members in good standing to serve for a term of one (1) year. The Chairperson of the committee shall be a member of the board. The Nominating committee shall submit at least one nominee in good standing for each Director position to be filled and shall make every effort to obtain nominees from different areas of the Association. The committee shall prepare a list of nominees to be presented to the Association at least one month before the annual meeting. No name shall be placed in nomination without the written consent of the nominee. Additional nominations for Director positions will be accepted from the floor at the annual meeting, provided that the nominee consents in writing to serve if elected. Directors shall be elected at the annual meeting held in May of each year. Directors shall be elected by ballot unless there is only one candidate for each open position and then Directors may be elected by voice vote. A majority vote of the members present shall elect.

Article VI - Duties of Officers

The duties of the officers shall include, but are not limited to, the following:

Section 1. President: The President shall be the chief executive officer of the Association and shall in general supervise all of the business and affairs of the Association between meetings of the Board and/or the general membership. The President shall preside at all meetings of the Board and the general membership. The President shall, with the approval of the Board, appoint all special and standing committees except the nominating committee. The President shall make an annual report to the general membership at the annual meeting and file such report with the secretary. The President or a majority of the Board may call meetings of the Board. The President shall make all necessary reports to the City of Albuquerque in compliance with the Neighborhood Association Recognition Ordinance. The President shall be an ex-officio member of all committees except the Nominating committee. The President shall have such other duties and powers as are set forth in these by-laws, the standing orders, and the board policies.

Section 2. Vice President: The Vice President shall, when necessary, perform the duties of the President and shall succeed to the Presidency in the event of the death, disability, removal from office, or resignation of the President until such time as a successor to the President shall be elected.

Section 3. Secretary: The Secretary shall keep the minutes of all meetings of the Board and the general membership, and shall keep all records of the Association and give notice of all meetings as directed. The Secretary shall perform all other duties incident to the office of the Secretary or as may be required by the President or Board.

Section 4. Treasurer: The Treasurer shall collect all monies due the Association and shall

have custody of all funds of the Association, pay all bills approved by the Board, and keep account of all receipts and expenditures. The Treasurer shall present a financial statement at each Board and general membership meeting. Two board members will review the Association's accounts annually and whenever directed by the Board.

Section 5. When leaving office all officers shall turn over to their successors or to the President all funds, records, accounts, postage, envelopes, documents and other property of the RGBNA which may be in their possession.

Article VII - Committees

Section 1. The membership may establish special and standing committees at any Association meeting by a majority vote. The President may also establish such committees pursuant to Article VI, Section 1 above. Committee chairpersons shall be appointed by the President.

Section 2. No report, recommendation, or other action of any committee of the Association shall be considered to be an act of the Association unless and until it has been approved by a majority vote of the Board or the general membership.

Article VIII - Meetings

Section 1. Regular meetings of the general membership shall be held semi-annually in May and November unless otherwise ordered by the board. The May meeting shall be known as the Annual Meeting.

Section 2. The Board shall make a reasonable attempt to give written notice of the Annual Meeting and all other Association meetings to every household, property owner, and place of business within the Association boundaries by mail, Email, digital media, delivered handbills, or publicly posted signs.

Section 3. No election shall be held at a meeting of the Association unless the meeting is advertised pursuant to Section 2 above.

Section 4. Special meetings of the general membership may be called by a majority of the Board, 15% of the general membership, or the President. The President shall set the meeting within thirty (30) days, and fifteen (15) days previous notice shall be given to the general membership, and the secretary shall give notice of any such meeting. The notice shall include the topic to be considered at the special meeting.

Section 5. If the Association Secretary is not in attendance at a special meeting, the presiding officer shall appoint a secretary pro tem. The minutes must include the date, time, place, purpose, who attended, what issues were discussed, a record of any votes passed, and what is planned for the future.

Section 6. Members present at any regular or special membership meeting shall transact the business at any such meeting. The quorum for any regular or special membership

meeting is fifteen (15) percent of the members in good standing including four (4) board members. The quorum for any board meeting shall be four board members.

Section 7. All votes shall be decided by majority of the members present and voting at any properly called meeting where a quorum is present except for those issues identified by *Roberts Rules of Order newly Revised*, which require a two thirds vote.

Section 8. The Board has the option of requiring written ballots with proof of membership in the Association.

Section 9. No member or Director of the Association may vote by proxy.

Article IX - Monetary Matters

Section 1. The depository for the Association funds and the person(s) entitled to expend monies on behalf of the Association and all such matters shall be determined by the Board.

Section 2. No Director shall receive, directly or indirectly, any compensation or pecuniary benefit from the Association, except that the Association may reimburse Directors for expenses. The Association may pay a member reasonable compensation for services rendered. All such matters shall be determined by the Board.

Section 3. The directors, officers, employees, agents and servants of the Association shall be indemnified for any costs, expenses, or liabilities as a result of the performance of their duties as provided in the New Mexico Corporation Act and Related Statutes, Article 8 Non Profit Corporations, Section 53-8-25.2, Section 53-8-25.3 and Section 53-8-26, or any amendments thereto.

Article X - Parliamentary Authority

Robert's Rules of Order Newly Revised shall govern the Association in all cases in which they are applicable and in which they are not in conflict with these bylaws.

Article XI - Dissolution

In the event of dissolution of the Association, the Board shall, after payment of all liabilities of the Association, dispose of all remaining assets of the Association exclusively for such charitable or educational purposes as shall be wholly within the limitations of the provisions of Section 501(c)(3) of the Internal Revenue Code.

Article XII - Amendments

A bylaws committee or the Board may propose amendments. In addition, any two (2) members in good standing may propose amendments to the Board. The bylaws may be amended at any regular or special meeting of the general membership by two-thirds (2/3) vote of those members present and voting. The proposed amendments(s) shall be submitted

in writing to the general membership at least fifteen (15) days in advance of the meeting at which they will be considered.