

## **BYLAWS OF THE NETHERWOOD PARK NEIGHBORHOOD ASSOCIATION**

A New Mexico Domestic Non-Profit Corporation

Registered with the NM Secretary of State

Business ID Number: #1766609

\*Revised: \_\_\_\_\_, 2021, # \_\_\_\_\_

### **Article I – Name**

This organization shall be known as the Netherwood Park Neighborhood Association (NPNA), hereinafter referred to as the Association.

### **Article II – Purpose**

The purpose of the Association shall be to enhance the area of the City of Albuquerque, New Mexico which is bounded on the West by the North Diversion Channel of the Albuquerque Metropolitan Arroyo Flood Control Authority (AMAFCA), bounded on the North by Interstate 40, bounded on the East by Carlisle Boulevard and bounded on the South by Indian School Road, NE. Further, the Association seeks to promote a better neighborhood community enhancing the social, environmental, and cultural interests of the residents through cooperative action of the members. To this end, the Association may sponsor, plan, research, fundraise, and provide public education programs and do all such acts consistent with the powers and purposes of domestic nonprofit corporations.

### **Article III – Membership**

**Section 1.** There shall be two types of membership in the Association. These shall be known as a Resident Membership and Business Membership.

**Section 2.** A Resident Membership is limited to adults who reside full time and/or own Property within the area specified for this Association. A resident member can reside in any single-family detached unit or a living unit in an apartment or other multi-family structure. The household adults hold the membership, however, only one person from any household, whether single - family or multi-family, may be the voting member at any one time. "One household, one vote."

**Section 3.** A Business Membership shall be limited to any business which operates within the Neighborhood boundaries. The primary location must be within the area specified for this Association. One representative from the business may be the voting member at any one time. "One business, one vote." This class of membership shall not include an absentee landlord or any person resident in the neighborhood conducting a home business.

**Section 4.** Although the duration of membership is one year, from April 1 through March 31 of the following year, the Association shall allow ongoing Membership enrollment throughout the year. Membership is defined as the right to attend meetings, vote, and serve on the Board.

## **Article IV – Dues**

**Section 1.** Association dues shall be set by the Board of Directors.

**Section 2.** Membership dues are due annually by March 31<sup>st</sup>.

**Section 3.** New memberships shall be available at any time. Memberships expire the following March 31<sup>st</sup>.

**Section 4.** Each member of the Association shall receive a receipt for membership which serves as evidence of membership. The receipt may be given in person, sent by email, or sent by USPS.

## **Article V- Voting**

**Section 1.** Every Resident Member and every Business Member may cast one vote on any question and participate in any election before the Association.

**Section 2.** All questions to be voted upon by the general membership will be decided by a vote of a majority of the members present at any meeting of the membership voting in favor or against. Email or electronic general membership votes may be allowed in which case questions will be decided by a majority of total votes cast. All questions to be voted upon by the Board of Director votes will be decided by a vote of a majority of the Directors present and voting in favor or against, provided that at least a majority of the Board is in attendance. Board voting may also be taken by email, Zoom or other video conferencing, or in-person, as agreed upon by a majority of the Board present.

## **Article VI –Board of Directors; Officers**

**Section 1.** A Board of Directors shall be the governing body of the Association and shall consist of an odd number not less than three or more than nine members of the Association. The Board of Directors shall be elected by the general membership at the Annual Meeting. Board member terms shall be three years and shall be staggered.

**Section 2.** Board of Director Nominations:

- a. Nominations will be accepted to the Board of Directors at the Annual Meeting in March.
- b. The nominees must be members who live, own property, or own/operate a place of business within the boundaries of the Association as stated in Article III.

A vote will be taken during the Annual Meeting to accept nominees to the Board of Directors.

**Section 3.** Officers of the Association may include a President, Vice President, Secretary, Treasurer, and any such other officers as determined by the Board of Directors. Officers shall be chosen by the Board at their first meeting immediately following the Annual Meeting.

**Section 4.** Officers shall hold one-year terms. A director shall not be eligible to serve more than three consecutive terms holding the same office.

**Section 5.** Only members of the Board of Directors shall be eligible to be officers of the Association.

**Section 6.** Vacancies occurring in any office shall be filled for the unexpired term by an association member approved by a majority vote of the Board of Directors. Board members shall nominate association members before the vote.

**Section 7.** Any elected Board member may be removed from office by a majority of the membership, provided that notice of the intent to remove shall be furnished to subject Board member in writing at least five (5) days prior to the meeting at which such action is to be discussed.

Any elected officer of the Board may be removed from office by a majority of the membership or a majority of the Board, provided that notice of the intent to remove shall be furnished to subject officer in writing at least five (5) days prior to the meeting at which such action is to be discussed

## **Article VII – Duties of the Officers**

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

**Section 1.** Duties of the President: The President shall be the chief executive officer of the Association and shall in general supervise all the business and affairs of the Association between meetings of the Board of Directors. The President shall give notice of all meetings and preside at all meetings of the Board of Directors and the General Membership meeting. The President shall, with the approval of the Board of Directors, appoint all standing and special committees and shall be Ex-Officio member of all the committees. The President shall make an annual report to the general membership at the Annual Meeting and file such report with the Secretary. The President shall sign and confirm filing by the Treasurer of all necessary reports to the City of Albuquerque in compliance with the Neighborhood Association Recognition Ordinance, and the annual corporation report to the NM Secretary of State.

**Section 2.** Duties of the 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, resignation, or removal from office of the President until such-time as a successor to the President shall be appointed.

**Section 3.** Duties of the Secretary: The Secretary shall keep minutes of all meetings of the Board of Directors, and general membership meetings. Approved minutes shall be posted on the Association Website. The secretary shall keep all records of the Association as electronic records with paper backup, including agendas, approved minutes, approved treasurer reports, crime reports, and other documents presented at meetings. The Secretary shall perform all other duties incidental to the office of the Secretary or as required by the President or the Board of Directors.

**Section 4.** Duties of the Treasurer: The Treasurer shall collect all monies due to the Association and shall deposit all funds of the Association into a bank account set up by the Board of Directors. Every check issued from the Association account shall bear the signature of at least one Officer of the Association. The Treasurer shall ensure that all bills approved by the Board of Directors are paid and shall keep a written account of all expenditures and retain all receipts. The Treasurer shall present a financial statement at every Board of Directors meeting and every general membership meeting. Copies of these reports shall be available for inspection every general meeting. Approved Treasurer reports shall be posted on the Association Website. The Treasurer shall prepare, obtain needed Board signatures and file annual necessary reports to the City of Albuquerque in compliance with the Neighborhood Association Recognition Ordinance, and the annual corporation report to the NM Secretary of State, and confirm the filings to the President.

## **Article VIII – Committees**

**Section 1.** The Board may establish necessary committees at any meeting. Committees shall consist of members of the corporation. The President shall designate the chairperson of each such committee established by the Board.

**Section 2.** No report or other action of a committee of the Association shall be considered as an act of the Association unless it has been approved by the Board of Directors or by the general membership at a membership meeting.

## **Article IX – Meetings**

**Section 1.** Robert’s Rules of Order shall govern the Association except where in conflict with these by-laws.

**Section 2.** The Board of Directors shall meet as necessary, but at least quarterly, to conduct the business of the Association, at such time and place as determined by its members. All Board members will be notified of meetings times and places. In the event in-person meetings are discouraged or banned (e.g., pandemic, natural or national disasters, other situations beyond the control of the Association), virtual meetings and electronic communications or video platforms such as Zoom, Skype, FaceTime, etc., may replace in-person meetings as long as all

participating Board members have access and feel free to be able to discuss, express their opinions, and vote. Vote tally can be “screen captured” for documentation as necessary.

**Section 3.** Regular meetings of the general membership shall be held in March. Circumstances (e.g., pandemic, natural or national disasters, other situations beyond the control of the Association) may necessitate delay of the Annual meeting. The NPNA will consider guidance by the Office of Neighborhood Coordination, City of Albuquerque, County of Bernalillo, State of New Mexico, and federal government in delay, postponement, or cancellation of the Association’s Annual meeting. In the event of a delay, Board positions and terms will be frozen until a meeting of the membership can occur. Retirements or other needs for Board replacements may be made by a majority of existing Board members by which the replacement will serve out the term until an election can occur. Electronic communication (see below) with membership can occur as detailed elsewhere in these bylaws.

**Section 4.** The regular meeting held in March shall be known as the Annual Meeting. Notice of any meeting of members, stating the time, place and purpose, must be given not more than 50 nor less than 10 days prior to the meeting by mail, hand delivered notice, prominently posted signs or any combination thereof. The Association will make reasonable attempts to give prior written notice of all the general membership meetings to every household and place of business within the Association boundaries, either by mail, handbills, a number of posted signs, or any combination thereof and by electronic communication. Electronic communication includes email, social media, NextDoor.com, NPNA website, Zoom, etc., and other platforms yet to be developed.

**Section 5.** The Annual Meeting shall be for the purpose of collecting dues, electing Board Members, and receiving and communicating with the membership any Annual Reports of Officers and Committees (such as annual activities, budget or crime reports and summaries) and any other business as determined by the Board. No election shall be held at a meeting of the Association unless it is advertised as in Section 4.

**Section 6.** Special meetings of the General Membership may be called by a majority of the Board of Directors, 30% of the membership, or the President. The President shall set the meeting within fifteen (15) days and the Secretary shall give notice of any such meeting.

**Section 7. Voting at the Annual Meeting may be by acclamation (voice vote).** However, the Board of Directors has the option of requiring written ballots with proof of membership (receipt for dues paid).

**Section 8.** No member of the Association may vote by proxy.

## **Article X – Monetary Matters**

**Section 1.** No member, director or officer will receive, directly or indirectly, any compensation or pecuniary benefit from the Association, except that the Association may reimburse them for expenses.

**Section 2.** In the event of the dissolution of the Association, the Board of Directors, after payment of all liabilities of the Association, shall dispose of the remaining assets of the Association by refund to its members or by donation to an organization with a similar purpose as stated in Article II.

**Article XI – Amendments**

These by-laws may be amended at any regular or special meeting of the general membership by two thirds (2/3) vote of those in attendance. The membership shall be notified ten (10) days in advance of the meeting that amendments will be entertained at that meeting.

I certify that the foregoing by-laws were adopted and ratified by the members of the \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_ 2021, and were adopted and ratified by the Board of Directors at a meeting held on the \_\_\_\_\_ day of \_\_\_\_\_ 2021.

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*

\_\_\_\_\_, President  
*Printed Name*

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*

\_\_\_\_\_, Vice President  
*Printed Name*

\*Incorporated December 21, 1995, Instrument #1766609  
Articles of Incorporation Amended April 12, 2002, #3241064  
Initial Bylaws filed April 23, 2001; #3221132  
Bylaws Amended/Revised April 12, 2002, #3241072