

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: _____, 2023, # _____

**Per The Neighborhood Association Recognition Ordinance (NARO) Section 14-8-2
updated version approved by City Council May 1, 2022**

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 and businesses 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 – Association Membership

Section 1. Membership is open to all adult (18 or older) individuals who live (renters included), own property, or own a business within the boundaries of the association, as stated in Section 14-8-2-3(B)(2) of the NARO.

Section 2. The Association shall in good faith take all reasonable steps to have its membership evenly distributed within its boundaries.

Section 3. Membership includes the right to attend meetings, vote, and serve on the Board.

Section 4. Each member of the Association shall provide affirmation of membership. (See Section 8.)

Section 5. There shall be two types of membership in the Association. These shall be known as Resident Members and Business Members.

Section 6. A Resident Membership is for any adult, age 18 or older, who resides full time (including renters) or owns 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.

Section 7. A Business Membership is for any business which operates a business within the Neighborhood boundaries.

Section 8. Membership shall be affirmed for a resident membership or business membership if they appear on the Association membership roster, kept by the Board member designated by the Board President to manage the roster.

- a. Affirmation of membership is established by providing name, address, email address and phone number to be added to the roster. Members on the roster previous to these bylaws are already affirmed.

Section 9. New memberships shall be available at any time during the year.

Article IV – Dues

Section 1. Dues are voluntary for all members and cannot be a prerequisite for either membership or voting, pursuant to Section 14-8-2-3(B)(4) [Associations] of the NARO.

Section 2. Voluntary dues and member donations, however, are encouraged, as funds are needed to support the activities of the Association that benefit the neighborhood.

Section 3. Voluntary dues can be paid at the March annual meeting or mailed to the Treasurer of record and apply from April 1 through March 31 of the following year. Monetary donations can be made at any time during the year.

Section 4. Voluntary dues shall be set by the Board of Directors.

Article V- Voting

Section 1. Every affirmed 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. In person, mailed paper ballots or electronic ballots must be allowed, in which case questions will be decided by a majority of total votes cast, as stated in Section 14-8-2-3 (B)(8) [Associations] of the NARO.

Section 3. All questions to be voted upon by the Board will be decided by a vote of a majority of the Board Directors present and voting in favor or against.

Section 4. If a virtual online meeting is used for an in-person vote, votes must be recorded via a roll call vote.

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 a business within the boundaries of the Association as stated in Article III.

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.

Section 5. All members must be eligible to hold any officer position within the association, pursuant to Section 14-8-2-3(B)(2) [Associations] of the NARO. Officers must be members of the Association Board.

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.

Section 7. Any elected Director 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 Director in writing at least five (5) days prior to the meeting at which such action is to be discussed, as stated in Section 14-8-2-4(B)(3) [Associations] of the NARO.

Section 8. Any elected Director replacing previous Directors removed from office by a majority of the membership will be appointed by a majority of the Board or a majority of the membership.

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 name the Board Member who will manage the membership roster of the Association. 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 (NARO), 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 (NARO), 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 Association. 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 association shall hold, at minimum, one annual meeting, and will be known as the Annual Meeting. The date for this annual meeting will be in March. The Association will notify the ONC of this meeting, and make a reasonable attempt to give written notice to all households and businesses within its boundaries at least two weeks in advance through placement of one or more signs at prominent locations within the association boundaries and one or more of the following: U.S. Mail; delivered flyers; website or social media posting; e-mail, text message, direct message through social media, or other form of electronic messages delivered to the known address of each member, pursuant to Section 14-8-2-3(B)(5) [Associations] of the NARO.

- a. Annual Meeting 14 days notice shall include any special issues or questions to be voted on during that meeting and it shall mention that board nominations will be taken at that meeting.

Section 3. The Annual Meeting shall be for the purpose of electing Board Members and receiving any Annual Reports of Officers and Committees and any other business as determined by the Board, including collecting dues and presentations from community organizations and/or leaders. Each member shall be afforded the ability to vote at the Annual Meeting in-person only, pursuant to Sections 14-8-2-3(B)(8)(b) and 14-8-2-3(B)(9) [Associations] / Sections 14-8-2-4(B)(9)(b) of the (NARO).

Section 4. Voting at the Annual Meeting must be in-person and may be by acclamation (voice vote). If a virtual online meeting is used for an in-person vote, votes must be recorded via a roll call vote. (See Article V, Section 4.)

Section 5. Officers of the Association shall submit an annual report to the ONC within 60 days of their annual meeting, via U.S. mail or e-mail from the Board. The annual report must contain:

- a. the number of members for the previous year
- b. two designated points of contact responsible to receive notices including e-mail, phone numbers and mailing addresses
- c. names, addresses, e-mail addresses and available phone numbers of officers and/or board members

- d. an updated copy of the bylaws if amended since last submission
- e. evidence of how the annual meeting was noticed, e.g., a copy of the flyer and/or email, text, direct social media, other form of electronic messages delivered to the known address of each member, or other written notice.

Section 7. 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 give notice (per Section 2 above) of any such meeting. If a virtual online meeting is used for an in-person vote, votes must be recorded via a roll call vote. (See Article V, Section 4.)

Section 8. For any elections or voting other than the Annual Meeting, the Board of Directors must allow each member to vote using at least one of the following methods: in-person, mailed paper ballot, or electronic means, as stated in Section 14-8-2-3(B)(9) [Associations] of the NARO

Section 9. 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 or similar platforms, 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 10. 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. Access to banking accounts and to financial records of all voluntary dues, member donations, or other financial assets shall be shared by the President, Vice-President, and Treasurer, or any combination of Officers from the Board of Directors as designated by the Board of Directors.

Section 3. 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 agreed upon by the Board of Directors.

Article XI – Review of Bylaws and Amendments

Section 1. Bylaws should be reviewed regularly, but no less frequently than at least once every 10 years and revised and resubmitted to the ONC only as needed to reflect changes in the election processes, organizational structure, or communication processes.

Section 2. These by-laws may be amended by a vote of the majority of the Board present at any regular Board meeting.

- a. The vote shall take place after consideration of any feedback from members who shall have received a draft copy of the proposed bylaws at least one month in advance of the planned Board vote.
- b. Members are to be given a deadline by which to provide feedback.
- c. Members are to be informed that bylaws are only final after Board vote and subsequent submission to and review by the Office of Neighborhood Coordination (ONC).
- d. Certified Bylaws are to be sent to the ONC and filed with the NM Secretary of State.

Certification of the Bylaws:

I certify that the foregoing by-laws were adopted and ratified by the members of the Netherwood Park Neighborhood Association (NPNA) on the ____ day of _____, 2023, and were adopted and ratified by the Board of Directors at a meeting held on the ____ day of _____, 2023.

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
Bylaws Amended/Revised April 14, 2021, # _____