

SOUTH LOS ALTOS NEIGHBORHOOD ASSOCIATION

BY-LAWS

Revised January, 2020

ARTICLE 1--- NAME

The name shall be South Los Altos Neighborhood Association (SLANA).

ARTICLE 2--- BOUNDARIES

The boundaries shall be the area of the City of Albuquerque, County of Bernalillo, and State of New Mexico bounded on the east by Eubank NE, on the west by Wyoming NE, on the South by Central Avenue, and on the north by Copper NE to include properties on the North side of Copper whose physical addresses are Copper NE.

ARTICLE 3 --- PURPOSE

The purpose of the Association shall be the protection of the environment, the promotion of community welfare, and to encourage social interaction. Communication shall be fostered between the Association and City Government on plans, proposals and those activities affecting this area.

ARTICLE 4--- OFFICE

The registered office of the Association shall be the address of the President or the Agent designated by the Board of Directors. If the Agent designee is not the Secretary, then all correspondence shall be forwarded to the Secretary to be archived as permanent record.

ARTICLE 5--- MEMBERSHIP

- SECTION 5.1. Membership shall be either Individual Members or Business Members.
- SECTION 5.2. Any adult (18 years or older) who resides within or owns property within the boundaries of the Association shall be eligible to be an Individual Member.
- SECTION 5.3. Any person or designated representative who owns or manages a business or other legal entity within the boundaries of the Association, shall be eligible to be a Business Member. Any Business Member who is also an Individual Member shall have only one vote. There shall be no more than one Business Member per business.
- SECTION 5.4. Dues shall be a minimum of five dollars (\$5.00) per year for Individual Members, a minimum of ten dollars (\$10.00) per year for Business Members, or other amounts as set by the Board and announced at the annual meeting. Dues must be paid to be eligible to vote. Dues paid after October 1st will be considered as payment-in-full for the remainder of the current membership year and the following membership year as well.
- SECTION 5.5. The Association shall conduct its annual enrollment at the annual meeting, but new Memberships shall be available at any time. Annual memberships expire on the last day of the month of February.
- SECTION 5.6. Members shall receive a receipt for Membership dues paid. The receipt will provide proof of Membership.

ARTICLE 6--- OFFICERS & ELECTIONS

- SECTION 6.1. The Board of Directors shall be the governing body and shall consist of up to nine (9) persons and not less than 5 persons who are members. The Board shall be elected by the General Membership at the annual meeting for a term of two (2) years and shall assume office at the end of the annual meeting or when elected. No more than one member per household may serve on the Board at the same time.
- SECTION 6.2. Officers of the Association shall be President, Vice-President, Secretary and Treasurer. They are Members of the Board and elected by the Board.
- SECTION 6.3. Any two offices may be held by one person, except the office of President.
- SECTION 6.4. The term of office for the Officers shall be two years. An Officer may hold office for a maximum of two consecutive terms. After two terms, an Officer may continue on the Board, but may not hold the same Office immediately previously held for one year.
- SECTION 6.5. Directors are expected to follow standards as set by the bylaws, participate in decisions and participate in activities as committed. Any Director may be removed by an affirmative vote of two-thirds of the Directors then in office at any duly noticed regular or special meeting of the Board where a quorum is present, or by an affirmative vote of two-thirds of the Members present at any duly noticed Annual Meeting or Special Membership Meeting where a quorum is present.
- SECTION 6.6. All Directors' terms which are due to expire at any Annual Meeting shall expire at 9:00 p.m. of the day of the Annual Meeting unless the Board fails to elect and qualify a willing successor and the number of directors falls below five. In such cases, if an outgoing Director agrees, the outgoing Director will continue to serve until the Director's successor has been duly elected and qualified.
- SECTION 6.7. Vacancies occurring on the Board may be filled by a majority vote of the Board of Directors and documented in minutes. Confirmation of replacement Board Members shall take place by a vote at the next General Membership Meeting and documented in minutes. Officers elected mid-term shall serve until the end of the original officer's two year period.
- SECTION 6.8. Call for Board Nominations:
- A. The Call for Board Nominations shall be announced with notification for the November meeting.
 - B. At the November General Membership Meeting, the Board of Directors shall open nominations for the Board of Directors by appointing a Board member to be the Nominations Point of Contact.
 - C. If possible a Board member not currently an Officer of the Board should be selected as the Nominations Point of Contact. The President and Vice-President are excluded from being the Nominations Point of Contact. The Nomination Point of Contact will compile a list of nominations for the February Elections.
 - D. All members of the association, in accordance with Article 5 Membership, may be nominated or nominate themselves.
 - E. Election of the Board of Directors will be held at the February meeting by paper ballot.
 - F. Each voting member may select or write in up to nine (9) individuals for the Board of Directors.
 - G. Votes shall be tallied by the current Secretary and verified by a non-Board member and a Board member who is not a current Officer.

ARTICLE 7--- DUTIES OF THE OFFICERS

- SECTION 7.1. **PRESIDENT:** The President shall be the chief executive Officer of the Association, and shall, subject to control of the Board, supervise all the business and affairs of the Association between the meetings of the Board of Directors. The President shall preside at all meetings of the Board and General Membership. The President shall, with the approval of the Board, appoint all standing and special committees except the Nominations Point of Contact, and shall be Ex-Officio Member of all committees except a Nominating Committee. The President shall make an annual report to the General Membership at the Annual Meeting and file such report with the Secretary. This report shall include, but need not be limited to, the number of individual and business members in the prior calendar year, and an income statement and balance sheet. Upon formal approval of the Board, the President shall make all necessary reports to the City of Albuquerque in compliance with the Neighborhood Association Recognition Ordinance, the Secretary of State, and the IRS.
- SECTION 7.2. **VICE-PRESIDENT:** The Vice-President shall, when necessary, perform the duties of the President, and shall succeed to the presidency in the event of death, disability, removal or resignation of the President until such time as a successor to the President shall be elected.
- SECTION 7.3. **SECRETARY:** The Secretary shall keep minutes of all meetings of the Board of Directors and of the General Membership and shall keep all records of the Association including the membership roster, shall acknowledge monetary and in-kind donations in writing, and give notice of all meetings as directed. The Secretary shall archive documents and store them electronically in the “cloud” whenever possible, where they will be available to all SLANA Board members in perpetuity. The Secretary shall maintain a list of governmental organizations’ important filing dates (“List of Important Dates”) and those organizations needing updates of SLANA address of record. The Secretary shall make the bylaws and List of Important Dates available to all prospective, new, and current SLANA Board members for review at the Annual Election meeting. The Secretary shall maintain all mailing lists and email lists and make them available to any SLANA Board member as requested. These will be archived with other SLANA documents. The Secretary shall perform all other duties incident to the office of Secretary, or as may be required by the President or other Board Members.
- SECTION 7.4. **TREASURER:** The Treasurer shall collect all monies due the Association, including dues and donations, shall have custody of all funds of the Association and pay all bills and expense reimbursements approved by the Board of Directors, shall keep a record of in-kind donations and shall prepare a balance sheet and income statement at least quarterly and budget annually. No checks may be written or funds otherwise disbursed without a quorum vote of the Board. The Treasurer will be primary signer on checks. If the Treasurer is unavailable another Board member with signature authority on the bank account may sign.

ARTICLE 8 --- COMMUNICATIONS

SECTION 8.1. NARO: All official SLANA communications shall meet the required standards and criteria of NARO (Neighborhood Association Recognition Ordinance) for the city of Albuquerque.

SECTION 8.2. BOARD CONTROL: All official SLANA communications in all forms, including physical and electronic, shall be coordinated and directed by the Board. Only those persons appointed by the board shall engage in official communications from SLANA.

SECTION 8.3. OFFICIAL ADDRESSES: In accordance with the NARO requirement for (2) mailing addresses where city notifications can be received, one of these addresses shall be the secretary, and the other shall be another board member. These addresses shall be updated yearly with the required reporting to the city.

SECTION 8.4. TRANSPARENCY AND ACCESS: All official communications to SLANA received physically or electronically from any individual or legal entity, including Federal, State and City governmental agencies, shall be filed by the secretary, and made available upon request by any association member.

SECTION 8.5. MEETING NOTICES: The annual meeting and other general membership meetings must be adequately advertised by mail, delivered handbills, or prominent signs in multiple locations. Additionally, meetings may be advertised by electronic means, including websites, emails, social media and text messages.

SECTION 8.6. ELECTRONIC STORAGE: The association shall use "cloud" filing of official documents wherever possible. Cloud storage can include the association website as well as services like google docs or drobox.

ARTICLE 9--- COMMITTEES

SECTION 9.1. The Board may establish necessary committees at any meeting. Committee chairpersons can be appointed or be volunteers from the Membership.

SECTION 9.2. Committee chairpersons and members may act in the capacity of official SLANA representatives only as approved and directed by the Board. In that capacity, the scope of all official activities of committee members, including reports, recommendations or other actions, shall remain at the direction and control of the Board.

ARTICLE 10 --- MEETINGS

SECTION 10.1. At least four (4) General Membership meetings shall be held in the months of February, May, August and November. The February meeting shall be known as the Annual Election meeting. Additional meetings may be held as scheduled by the Board of Directors. All General Membership meetings shall be advertised as per Section 8.5 to all residents, places of business, and known non-resident property owners.

SECTION 10.2. Regular meetings of the Board of Directors shall be held approximately bi-monthly, at least six times a year. Meetings shall be held at reasonable times, with the time and place of each meeting set and agreed upon no later than the previous meeting whenever possible. Special meetings of the Board of Directors may be called by a majority of the Board or the President. Board meeting shall be open to members or anyone eligible to be a member and may address the Board if recognized.

- SECTION 10.3. No election shall be held at any meeting of the Association unless the meeting has been advertised as per Section 8.5 to all residents, places of business, and known non-resident property owners.
- SECTION 10.4. Special meetings of the General Membership may be called by a majority of the Board of Directors, or a majority of the general membership, or the President. The President shall set the meeting within seven (7) days, and the Secretary, with the help of Board Members, shall give notice of any such meeting.
- SECTION 10.5. Members present at any regular or special Membership meeting shall transact the business at any such meeting.
- SECTION 10.6. Five (5) of the nine (9) Directors fixed by these by-laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A vote of at least a quorum of the Board shall be required to be an act of the Board of Directors. If there are less than nine (9) Board Members, a majority will make a quorum.
- SECTION 10.7. No Member of the Association may vote by proxy. However, Board of Directors may vote by electronic means.

ARTICLE 11--- MONETARY MATTERS

- SECTION 11.1. The depository for the Association funds, the person(s) entitled to expend monies on behalf of the Association, and all such matters shall be determined by the Board of Directors.
- SECTION 11.2. No Member, Director, or Officer will receive, directly or indirectly, any compensation of monetary benefit from the association, except that the association may reimburse them for pre-approved expenses if receipts are submitted.
- SECTION 11.3. The Board shall appoint two (2) Directors at least one of whom is not an Officer, to conduct an annual audit and report to the Membership at the annual meeting.

ARTICLE 12--- 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 by-laws.

ARTICLE 13 --- DISSOLUTION

In the event of the dissolution of the Association, the Board of Directors shall, after payment of all liabilities of the Association, dispose of any remaining assets of the Association exclusively for such charitable or educational purposes. Such disposition shall be wholly within the limitations of Section 501 (c) (3) of the Internal Revenue Code, or by donation to another organization with similar purposes.

ARTICLE 14 --- AMENDMENTS

The by-laws may be amended at any regular or special meeting of the General Membership by two-thirds (2/3) vote of the Members present provided that each Member of the Association shall have been notified in writing of the proposed amendment(s) at least 30 (thirty) days prior to the meeting.

I certify that the foregoing by-laws were adopted and ratified by the members of the _____ on the _____ day of _____ 20__, and were adopted and ratified by the Board of Directors at a meeting held on the _____ day of _____ 20__.

Signature

Date

_____, President
Printed Name

DRAFT