

Draft Proposal 2018

At our Annual Meeting on September 13, 2007 the membership adopted the bylaws shown below.
Section 3.01 updated and adopted at the Annual Meeting on September 26, 2013.
Section 5.08 updated and adopted at the Annual Meeting on September 23, 2014.
Numerous sections of these Bylaws updated and adopted at the Annual Meeting on September 27, 2018.

BYLAWS OF THE

NOB HILL NEIGHBORHOODS ASSOCIATION, INC.,

A NEW MEXICO NONPROFIT CORPORATION

ARTICLE I

NAME, OFFICE, and REGISTERED AGENT

Section 1.01 NAME

The name of the corporation is the Nob Hill Neighborhoods Association, Incorporated (the "Association").

Section 1.02 REGISTERED OFFICE and AGENT

The corporation shall have and continuously maintain in the State of New Mexico a registered office and a registered agent, as required by law. The street address of the registered office and the registered agent shall be in Bernalillo County, New Mexico. The registered office may be, but need not be, identical with the principal office of the corporation. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

PURPOSE AND BOUNDARIES

Section 2.01 PURPOSE

The purpose of the Association is to enhance and improve the quality of life for residents living within the Nob Hill area of the City of Albuquerque, New Mexico ("Nob Hill") and to assure that the quality of life in Nob Hill reflects the social, environmental, and cultural needs, desires and interests of its residents. To fulfill this purpose, the Association has identified the following primary goals:

1. To strive to uphold good, efficient and beneficial community planning;
2. To protect the environment;
3. To promote the community welfare;
4. To preserve Nob Hill's historic character and landmarks;
5. To undertake any other activities in addition to or in place of the goals stated in the Association's bylaws that are in furtherance of the Association's purpose.

These goals will be met by fostering communication among residents, neighbors, property and business owners and the City of Albuquerque (the "City") as to plans, proposals, events, activities and issues that might affect Nob Hill by:

1. Attempting to inform all eligible members of the Association of issues that might affect Nob Hill;
2. Hosting community meetings and social and cultural events for all eligible members of the Association and the public;
3. Establishing an orderly and democratic means for making representative decisions;
4. Presenting an official position to the City, when providing a position is in the best interest of Nob Hill and the eligible members of the Association, identifying whether the position was reached by the board or the general membership of the Association;

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5. Promoting safety in the community;
 6. Undertaking other appropriate means in place of, or in addition to those listed above.
2. 3.

Section 2.02 BOUNDARIES

The boundaries of the Association are outlined on the map attached as Exhibit A to these bylaws. These boundaries are subject to change by an affirmative vote of two-thirds of the Directors then in office and voting at any duly constituted meeting of the Board of Directors.

ARTICLE III MEMBERSHIP

Section 3.01 TERM

The membership year is from October 1 to September 30. Membership dues paid after June 1st will be considered as payment-in-full for the remainder of the current membership year and the following membership year as well; dues are not otherwise prorated. Dues may be pre-paid for additional years to maintain continuous membership.

Section 3.02 ELIGIBLE MEMBERS

The Association shall make full membership open to all persons residing within its boundaries and to all persons and legal entities owning property or having a place of business within its boundaries.

Section 3.03 DUES

To be recognized as a “Member” of the Association, any eligible person must pay membership dues of \$10.00 annually, and any eligible legal entity must pay membership dues of \$20.00 annually (“Dues”). Any otherwise eligible person or legal entity may request a waiver of its dues from the Board, and the Board may, in its discretion, grant a waiver to any such person or entity.

Section 3.04 BENEFITS

All Members are entitled to vote at any Annual Meeting or Special Membership Meeting. Otherwise, the Association acts in the best interests of the neighborhood and the community at large, not for the sole benefit of any particular neighbor or neighbors.

Section 3.05 TERMINATION OF MEMBERSHIP

Any Member may, at any time, voluntarily terminate his, her or its membership. Memberships may not, however, be assigned. Should a Member fail to maintain his, her or its eligibility for membership as described in Article III, Section 3.02, that Member’s membership is terminated immediately upon failure to maintain such eligibility.

SECTION 3.06 FEES AND COMPENSATION OF MEMBERS

Members shall not receive compensation for their services. However, Members may be entitled to reimbursement of expenses, as may be determined by resolution of the Board to be just and reasonable.

ARTICLE IV MEMBER MEETINGS

Section 4.01 ANNUAL MEMBERSHIP MEETING

The annual meeting of Members (“Annual Meeting”) will be held during the month of September at a time and place fixed by the Board.

(a) Notice of Annual Meeting. The Board shall make a reasonable attempt to give written notice to every household and place of business within its boundaries of the Annual Meeting not less than ten (10) nor more than thirty (30) days prior to the Annual Meeting. Examples of adequate notice are as follows: mail; delivered handbills; or a number of prominent signs.

(b) Notice to the City. No later than 60 days after the Annual Meeting, the Association shall send evidence of the meeting, including evidence of its advertisement to the City’s Office of Neighborhood Coordination.

(c) Authority to Call. The President, with consent of the Board of Directors, has authority to call the Annual Meeting consistent with these bylaws.

Section 4.02 SPECIAL MEMBERSHIP MEETINGS

Special meetings of the Members (“Special Membership Meeting”) may be called for any purpose consistent with the Association’s articles of incorporation and bylaws.

(a) Notice of Special Membership Meetings. The Board shall make a reasonable attempt to give notice to all Members of the Special Membership Meeting not less than ten (10) nor more than thirty (30) days prior to the Special Membership Meeting.

(b) Authority to Call. Special Membership Meetings may be called by the President, the Board of Directors, any two Directors, or any twenty (20) Members, provided that if the Special Membership Meeting is being called by the Members, they must notify the Directors prior to the Special Membership Meeting so that reasonable attempts may be made by the Board to notify all interested parties of the Special Membership Meeting.

Section 4.03 QUORUM

The presence, in person, of twenty (20) Members at any duly called and noticed Annual Meeting or Special Membership Meeting shall constitute a quorum. Any Annual Meeting or Special Membership Meeting at which a quorum is initially present may continue to transact the business of the Association, notwithstanding the subsequent loss of quorum, so long as any action taken by the Members is approved by at least a majority of the required quorum for that meeting.

Section 4.04 VOTING AT ANY ANNUAL MEETING OR SPECIAL MEMBERSHIP MEETING

Every act or decision done or made by a majority of the Members present at any Annual Meeting or Special Membership Meeting duly noticed at which a quorum is present shall be regarded as an act of the Association, except where otherwise provided in the Association’s bylaws or the laws of the state of New Mexico.

(a) Voting Privileges. Every person who, or legal entity that has satisfied all the requirements for Membership prior to the call of any vote at any Annual Meeting or Special Membership Meeting is

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entitled to cast one vote. A legal entity Member must designate in writing its voting representative at least 24 hours prior to casting a vote.

(b) Proxy Voting. With the exception that legal entities must designate their voting representatives prior to casting their votes, proxy voting is not allowed.

ARTICLE V BOARD OF DIRECTORS

Section 5.01 CORPORATE POWERS

Subject to the provisions of New Mexico's Nonprofit Corporation law, and any limitations in the Association's articles of incorporation and bylaws, the business and affairs of the Association shall be managed by or under the direction of the Board of Directors (collectively the "Board" or "Board of Directors" and individually "Directors"). Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

(a) Select and remove all officers, agents, and employees of the Association, prescribe any powers and duties for them that are consistent with law, with the articles of incorporation and with these bylaws, fix their compensation, and require from them security for faithful service;

(b) Conduct, manage and control the affairs and business of the Association and make such rules and regulations for the Association that are not inconsistent with law, with the articles of incorporation and with these bylaws, as they deem best.

Section 5.02 NUMBER AND QUALIFICATION OF DIRECTORS

The authorized number of Directors of the Association shall be not fewer than six (6) and not more than fifteen (15). Only Members (see ARTICLE III) may serve as Directors on the Board.

Section 5.03 ELECTION AND TERM OF OFFICE OF DIRECTORS

(a) The term of office for each Director, except those elected to fill vacancies as described in Article V, Section 5.04, is two (2) years. A term of two years shall mean any amount of time beginning with a Director's election and qualification at an Annual Meeting and ending at the Annual Meeting two years later.

(b) 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. In such cases, the outgoing Director will continue to serve until the Director's successor has been duly elected and qualified.

(c) A Director may serve no more than two consecutive terms. However, a Director who does not serve on the Board for a period of one year is again eligible to serve as a Director subject to the limitations in Section 5.03(a).

(d) Except to fill vacancies as described in Article V, Section 5.04, Directors shall be elected by the Members at the Annual Meeting in a fair and open process that is determined by the Board. Nominations for open positions shall be solicited prior to and at the Annual Meeting. Should the Members fail to elect a minimum number of Directors at the Annual Meeting, the President may call a Special Membership Meeting for the purpose of electing Directors.

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(e) The term of any Director may be extended by the Members for up to one (1) year, upon recommendation of the Board for the sole purpose of restoring the inflow and outflow of Directors into positions on the Board at a rate sufficient to establish or maintain the principle of orderly replacement of Directors.

Section 5.04 VACANCIES

(a) A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following: (i) the death or resignation of any Director; (ii) the removal of a Director; (iii) an increase in the authorized number of Directors; (iv) the failure of the Members to elect the minimum number of Directors at the Annual Meeting.

(b) Vacancies in the Board may be filled by the affirmative vote of a majority of the remaining directors then in office, though less than a quorum, provided that the Board make reasonable attempts to notify the Members of the vacancy and solicit interested Members to fill the vacancy. Each Director elected to fill a vacancy shall hold office until the next Annual Meeting.

(c) With respect to the provisions of Section 5.03, any Director elected to fill a vacant position on the Board may seek election as if it were his or her first term.

Section 5.05 PARTICIPATION OF DIRECTORS AND REMOVAL

Directors are expected to participate and lead the activities of the Association. Failure to attend required meetings, functions or activities may be cause for removal of any Director. 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 5.06 MEETINGS OF THE BOARD OF DIRECTORS

Regular meetings of the Board may be held at the time and place that has been designated by the Board. Directors must be notified of the time, date, and location of regular and special meetings. The Board shall maintain a policy for the notice of meetings, for the conduct of meetings, for the formulation of agendas, and for the time, date, and place of the meetings; this policy shall be available for review by all Members on the Association website. Special meetings of the Board may be called by the President or any two Directors upon three days notice to the other Directors.

Section 5.07 QUORUM

The presence in person of a majority of the Directors then in office constitutes a quorum. The Directors may continue to transact business at a meeting at which a quorum is initially present, notwithstanding the subsequent loss of quorum, so long as any action taken is approved by at least a majority of the required quorum for that meeting.

Section 5.08 BOARD ACTION

Each Director shall have one vote. Every act or decision done or made by a majority of the Directors present at a meeting duly noticed at which a quorum is present shall be regarded as the act of the Board of Directors. Any action required or permitted to be taken by the Board may be taken without a meeting, if a majority of Directors consent in writing to that action. Such action by the majority consent of the Directors shall have the same force and effect as a majority vote of the Board of Directors. Such action will be ratified at the next meeting following the Directors' consent in writing to that action.

Section 5.09 FEES AND COMPENSATION OF DIRECTORS

Directors shall not receive compensation for their services. However, Directors may be entitled to reimbursement of expenses, as may be determined by resolution of the Board to be just and reasonable.

Section 5.10 NO LIABILITY OF DIRECTORS

No Director shall be personally liable for the debts, liabilities or obligations of the Association.

**ARTICLE VI
OFFICERS**

Section 6.01 NUMBER AND QUALIFICATIONS OF OFFICERS

The officers of the Association shall be a President, Vice-President, Secretary and Treasurer. Neither the Secretary nor the Treasurer may serve concurrently as the President. Officers must be Members of the Association.

Section 6.02 ELECTION AND TERM OF OFFICERS

(a) The term of the officers is approximately one year, from the election date to the date of replacement or renewal at the meeting to elect new officers, except for vacancies that arise as described in section 6.05.

(b) The officers shall be elected by the Board of Directors, and each shall serve at the pleasure of the Board. The election of new officers shall take place at the first regular Board meeting following the Annual Meeting, but not later than 30 days after the Annual Meeting. Each officer's term ends upon: (i) removal (Section 6.03), (ii) resignation (Section 6.04), (iii) death, or (iv) replacement at the first regular Board meeting after the next Annual Meeting, if their term as a Director has ended.

Section 6.03 REMOVAL OF OFFICERS

Any officer may be removed, with or without cause, by an affirmative vote of two-thirds of the Directors then in office at any meeting of the Board.

Section 6.04 RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the Association. Any resignation shall take effect at the date of the receipt of the notice or at any time later specified in the notice. The acceptance of a resignation by the Association shall not be necessary to make it effective.

Section 6.05 VACANCIES IN OFFICES

A vacancy in any office shall be filled in the manner prescribed in Section 6.06(a).

Section 6.06 RESPONSIBILITIES OF OFFICERS

(a) President. The President shall be the Chief Executive Officer of the Association and shall, subject to the control of the Board, generally supervise, direct and control the business and the officers of the Association. The President shall preside at all Regular and Special Meetings of the Board of Directors and the Membership. The President shall, with the approval of a majority of the board of directors, appoint all standing and special committees which may consist of Directors, Members, and non-

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members, and shall be an ex-officio member of all committees. If a vacancy in any office exists, the President shall convene a meeting of the Board of Directors, pursuant to section 5.06, to elect a successor. The President shall make an annual report to the general membership at the annual meeting. The President shall also have other such duties and powers as prescribed by the Board or these bylaws.

(b) Vice President. In the absence or disability of the President, the Vice President shall perform all duties of the President, and, when so acting, shall have all the powers of, and be subject to the restrictions upon, the President. The Vice President shall also have other such duties and powers as prescribed by the Board or these bylaws.

(c) Secretary. The Secretary shall attend to the following:

(1) Minutes. The Secretary shall keep, or cause to be kept, at the Association's office or other such place as the Board may direct, a book of minutes of all meetings and actions of the Board, the Members, or any committees. The minutes for each of these meetings shall include at a minimum the following: the type of meeting; the time and place of holding; whether regular or special; how notice was given, if required; the names of those Directors present and absent; the proceedings of the meeting.

(2) Notice. The Secretary shall give, or cause to be given, notice of all meetings of the Association required by the bylaws to be given.

(3) Public Information. The Secretary shall lead, manage and maintain the Association's efforts to communicate with the Members and those eligible for membership.

(4) Other Duties. The Secretary shall, with the President, sign the Association's annual report. The Secretary shall also have other such duties and powers as prescribed by the Board or these bylaws.

(d) Treasurer. The Treasurer shall attend to the following:

(1) Accounts. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Association. The books of accounts shall be open to inspection by any Director or Member at all reasonable times.

(2) Deposit and Disbursement of Money. The Treasurer shall collect all Dues and shall deposit all money and other valuables in the name of and credit to the Association with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Association as may be ordered by the Board and shall render to the Board, whenever they request it, an account of all the transactions of the Association and of the financial condition of the Association. The Treasurer shall furnish a current financial statement at the Annual Meeting.

(3) Membership Records. The Treasurer shall keep, or cause to be kept, at the Association's office or other such place as the Board may direct, a record of the Association's Directors, officers and Members, including the names and addresses of each.

(4) Submission of Records to the City. The Treasurer shall annually submit, or cause to be submitted, to the City's Office of Neighborhood Coordination and the City Councilor for District 6 the following information: the number of dues-paying Members of the Association or other evidence of the size of the Association's active membership; the names, addresses and phone numbers of the Association's Directors and Officers; no later than 60 days after the Annual Meeting, evidence of the Annual Meeting, including evidence of its advertisement.

(5) Annual Report. The Treasurer shall submit, or cause to be submitted, the Association's annual report to the appropriate government agencies.

(6) Other Duties. The Treasurer shall be designated as the Registered Agent (Section 1.02). In the absence or disability of the President, and in the absence and disability of the Vice President, the Treasurer shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. The Board may call for an audit of the Association's accounts. The Treasurer shall also have other such duties and powers as prescribed by the Board or these bylaws.

Section 6.07 FEES AND COMPENSATION OF OFFICERS

Officers shall not receive compensation for their services. However, officers may be entitled to reimbursement of expenses, as may be determined by resolution of the Board to be just and reasonable.

**ARTICLE VII
FISCAL YEAR**

The Association's fiscal year shall be January 1 through December 31.

**ARTICLE VIII
INDEMNITY**

The Association shall indemnify each Director and officer against expenses, costs and attorneys' fees actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which the Director or officer is made, or is threatened to be made, a party by reason of being or having been an officer or Director. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Director or officer will not be indemnified if he or she is adjudged to be liable on the basis that he or she has breached or failed to perform the duties of his or her office and the breach of failure to perform constitutes willful misconduct or recklessness. Advance indemnification may be allowed of a Director or officer for expenses to be incurred in connection with the defense of the action, suit or proceeding, provided that the Director or officer agrees to reimburse the Association if it is subsequently determined that the Director or officer was not entitled to indemnification.

**ARTICLE IX
CONFLICT OF INTEREST**

Maintaining the integrity of the Board in meeting its mission of enhancing the quality of life of the neighborhood is a primary goal. The Directors, in accordance with their common interest of representing residents and property owners in the area, have the responsibility to discuss, evaluate, vote and take actions with respect to the impacts of proposed development projects in carrying out the Association's purposes. If any Director has a personal, political, or financial interest, such as an interest in a development project, or representing a developer, or being on a development team for a proposed project, then such Director shall be considered to have a conflict of interest, shall advise the board of that conflict of interest, and shall recuse himself or herself from voting on that matter. Directors shall not use their position on the Board to benefit or promote their own or a client's interests.

**ARTICLE X
AMENDMENTS**

These bylaws may be amended at any duly noticed Annual Meeting or Special Membership Meeting where a quorum is present by an affirmative vote of two-thirds of the Members present at any such meeting, provided that each Member shall have been notified in writing of the proposed amendment(s) at least ten days prior to the meeting.