

BYLAWS OF THE NOR ESTE NEIGHBORHOOD ASSOCIATION (NENA)

ARTICLE I – NAME AND CORPORATE STATUS

The name of the group shall be the Nor Este Neighborhood Association (hereinafter called NENA) and shall maintain nonprofit corporate status in accordance with the New Mexico ~~Non Profit Corporation Act (NMSA 1978 Sections 52-4-1)~~ **Public Regulation Commission (PRC)** and the U.S. Internal Revenue Code {Section 501c(3)}

ARTICLE II – PURPOSE

The purpose of NENA shall be to actively promote a better neighborhood and community in order to ensure 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 NENA shall include, but will not be limited to sponsoring cooperative planning, research, fund raising, and public education programs and addressing public issues as they are deemed necessary and consistent with applicable law and to undertake all acts, purposes, and powers authorized by law for non-profit organizations.

ARTICLE III – OFFICE

The registered office of NENA shall be the address of the President or a Member of the Board of Directors as determined by the Board of Directors.

ARTICLE IV – MEMBERSHIP AND DUES

Section 1. There shall be two types of membership in NENA – regular and business.

Section 2. A regular membership shall be limited to adult residents and/or property owners within the boundaries of NENA.

Section 3. A business membership shall be limited to any person or legal entity that operates a place of business or institution within the boundaries of the area. There shall be one (1) voting membership for each place of business.

Section 4. A regular membership's voting privileges shall be one (1) full vote per household and may be split proportionally between adult members of the household that attend any meeting where voting is required.

Section 5. All members whose dues are current shall be entitled to vote at any general meeting of NENA called pursuant to these by-laws **and pursuant to Article IV Section 8.**

Section 6. There shall be separate dues for regular memberships and for business memberships and they shall be established period by the Membership Board of Directors.

Section 7. NENA shall conduct an annual enrollment of members during the month of January. However, new memberships shall be available at any time. Memberships will expire on December 31 each year. Dues for members enrolled after May 31 each year will be one-half (1/2) the amount of the full year dues.

Section 8. The NENA Board of Directors reserves the right to disallow new membership or revoke existing membership to any person/persons/business deemed a detriment to the business of the Association either due to disruptive behavior and/or abusive/harassing behavior. Said member, upon majority vote by a quorum of the Board, can be removed from the General Membership and any forums or information sharing channels (i.e. websites, mailing lists, etc.). Membership dues of any person/persons/business removed from membership may be refunded at a pro-rated amount as determined equitable by the Board.

ARTICLE V – BOUNDARIES

The boundaries of NENA shall be periodically determined by a vote of the Membership, or as directed by the Office of Neighborhood Coordination. Current boundaries can be viewed on the COA website at:
<http://vistagrande.cabq.gov/website/newgen/viewer.htm>

ARTICLE VI – BOARD OF DIRECTIONS DIRECTORS, OFFICERS, AND THEIR ELECTION

Section 1. A Board of Directors, consisting of the Officers and the Committee chairs as provided by these by-laws and who are adult members of NENA, shall be the governing body of NENA.

Section 2. The Board of Directors shall have general charge and management of the affairs, funds, and properties of NENA. The Board shall have full power to act on behalf of NENA in all matters, including but not limited to the retention of legal counsel and accountants, and it shall be the Board's duty to carry out the purposes of NENA according to its Articles of Incorporation and these by-laws.

Section 3. The Board of Directors shall be elected by the general membership at the annual meeting in November for a term of one (1) year. Directors shall assume office on January 1 of each year.

Section 4. Officers of NENA shall be a President, a Vice President for Nor Este Estates, a VP of Nor Estate Manor, a VP for Tierra La Cueva, VP Nor Este North, VP Nor Este S, VP Modesto, VP Tierra La Cueva, VP Manor (?), VP Alameda Heights W,

VP Alameda Heights E, VP Desert Ridge, a Secretary, and a Treasurer, who are members of the Board of Directors chosen by the Membership at the annual meeting.

Section 5. The term of office for the President, the Vice Presidents, the Secretary, and the Treasurer shall be for one (1) year.

Section 6. Vacancies occurring in any office shall be filled for the unexpired term by a vote of a majority of the Board of Directors.

Section 7. Nominating Committee.

- A. At their regular meeting immediately following the annual meeting in November, the Board of Directors shall appoint a Nominating Committee of up to five members of NENA to serve for a term of one (1) year. ~~The Chairperson of the Nominating Committee shall be a member of the Board of Directors~~
- B. The Nominating Committee shall accept suggestions for Officers during the year, and shall provide a slate of candidates to be voted upon by the general membership at the annual meeting.
- C. The election shall be by a voice vote except when additional nominations have been made, in which event the vote shall be by ballot.

ARTICLE VII – DUTIES OF THE OFFICERS

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

Section 1. President. The President shall serve as the Chief Executive Officer of NENA and shall act on behalf of NENA at the direction of the Board of Directors. The President shall preside at all meetings of the Board of Directors and the General membership shall, with the approval of the Board of Directors, appoint individuals to all vacancies on the Board of Directors and standing ad hoc committees except the Nominating Committee, shall be an Ex Officio member of all committees except the Nominating Committee; shall make an annual report to the general membership at the annual meeting and file such report with the Secretary and shall make all necessary reports to the City of Albuquerque in compliance with the Neighborhood Recognition Ordinance.

Section 2. Vice President. The Vice President shall, as requested by the President or when necessary, perform the duties of the President. Upon selection by a majority of the Board of Directors, a Vice President shall succeed to the Presidency in the

event of the death, disability, removal from officer or resignation of the President until such time as a successor to the President shall be selected.

Section 3. Secretary. The Secretary shall keep minutes of all meetings of the Board of Directors and of the general membership of NENA and give notice of all meetings as directed. The Secretary shall perform all other duties incident to the office of the Secretary as may be required by the Officers of the Board of Directors.

Section 4. Treasurer. The Treasurer shall collect all monies due NENA; shall deposit and disburse all funds of NENA as provided in ARTICLE XI of these by-laws; shall account for all receipts and expenditures; and shall make a report at each meeting of the Board of Directors and each General Membership meeting.

ARTICLE VIII – COMMITTEES

Section 1. The following committees of NENA are established:

- A. Executive Committee. Chaired by the President. See ARTICLE IX.
- ~~B. Finance. This committee shall advise and assist the Board of Directors on fiscal matters, and shall be chaired by the Treasurer.~~
- B. Beautification and Maintenance. This committee shall advise and assist the Board of Directors on matters relating to the beautification, maintenance, and improvement of the neighborhood, including architectural control and the enforcement of restrictive covenants.
- C. Safety and Security. This committee shall advise and assist the Board of Directors on matters relating to the safety and security of the neighborhood, including crime prevention and traffic regulation.
- D. Education. This committee shall advise and assist the Board of Directors on Matters relating to the education of residents of the neighborhood, and shall act as liaison to all public and private educational institutions.
- E. Special Events. This committee shall advise and assist the Board of Directors in special events of NENA, including social events, recreation, and fund raising activities.
- F. Publication. This committee will advise and assist the Board of Directors in the publication and dissemination of information of interest to members of NENA.
- G. Membership. This committee will advise and assist the Board of Directors in the subscription of members in NENA and in the conduct of membership drives.

- H. Development. This committee shall advise and assist the Board of Directors regarding the development, land use, planning, and zoning issues affecting NENA.
- I. Nominating Committee. (See ARTICLE VI)
- J. Youth. This committee shall be chaired by a student who serves as liaison with area schools for student matters.

Section 2. The chairs of each of the foregoing committees shall serve on the Board of Directors and shall be elected pursuant to the provisions of the by-laws.

Section 3. The Board of Directors may establish ad hoc committees or subcommittees as necessary to the affairs and function of NENA. The chairs of such committees shall be appointed by the President subject to the concurrence of the Board of Directors, but shall not sit on the Board.

Section 4. No report or action of any committee of NENA shall be considered as the act of NENA unless or until it shall be approved by the Board of Directors or the general membership at a **membership general** meeting.

ARTICLE IX – EXECUTIVE COMMITTEE

~~The President and the Vice Presidents shall constitute the Executive Committee and may act for and may appoint other NENA members to act for the Board of Directors and the Membership between meetings when, in the opinion of the President, such action would be in the best interest of NENA.~~

ARTICLE X – MEETINGS

Section 1. The Board of Directors shall meet in February, September, and October at a time and place designated by the President. A majority of the Board of Directors present shall constitute a quorum for the transaction of business at any such meeting. Such meeting shall be open to the membership who may learn of the meeting time and place by contacting the Secretary **but shall not be open to discussion by Non-Board Members unless placed on the agenda prior to the meeting. A written request to be placed on the agenda by a dues paying NENA member shall be submitted to the President not less than 2 days prior to the scheduled meeting.**

Section 2. Regular meetings of the General Membership shall be held in March, June, and November at a date and time established by the Board of Directors.

Section 3. NENA shall hold at least one meeting a year for which it makes reasonable attempt to give **written** notice to every household and place of business within NENA by mail **or email or** delivered handbills **or** a number of posted signs.

Section 4. No election shall be held at a meeting of NENA unless the meeting is advertised as noted in Section ~~2~~ 3 above.

Section 5. The November meeting shall be known as the annual meeting.

Section 6. Special meetings of the general membership may be called by a majority of the Board of Directors, 30% of the voting membership or the President. The President shall set the meeting within thirty (30) days and the Secretary shall give notice of any special meeting.

Section 7. Members present at any regular or special membership meeting shall transact business and a majority of the Board of Directors present shall constitute a quorum for the transaction of business at any such meeting.

Section 8. All votes shall be decided by a majority of the members present at any meeting.

Section 9. The Board of Directors has the option of requiring written ballots with proof of membership in NENA, and no member of NENA may vote by proxy.

ARTICLE XI – MONETARY MATTERS

Section 1. All funds of NENA shall be deposited in an account at a bank or credit union approved by the Board of Directors.

Section 2. Disbursement shall be accomplished by check bearing the signature of the Treasurer (mandatory).

Section 3. NENA personnel entitled to expended monies on behalf of NENA shall be determined by the Board of Directors.

Section 4. No member, director, or officer will receive, directly or indirectly, any compensation or pecuniary benefit from NENA, except that NENA may reimburse them for expenses. NENA may pay reasonable compensation for services rendered, even if the recipient is a member, director or officer of NENA.

ARTICLE XII – PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern NENA in all cases in which they are applicable and in which they are not in conflict with these by-laws.

ARTICLE XIII – DISSOLUTION

In the event of dissolution of NENA, the Board of Directors shall, after payment of all liabilities of NENA, dispose of the remaining assets of NENA exclusively for such

charitable or educational purposes as shall be wholly within the limitations of the provisions of Section 501c(3) of the Internal Revenue Code of any applicable corresponding section of the law.

ARTICLE XIV – AMENDMENTS

Section 1. These by-laws may be amended by the affirmative vote of two thirds (2/3) of those members of NENA in attendance at any regular or special meeting of the general membership provided that the general membership has been notified of the proposed amendment(s) as provided in ARTICLE IX, Section 23 of these by-laws.

Section 2. The membership shall be notified 10 days in advance of the meeting and that the amendments shall be entertained at that meeting.

I certify that the foregoing By-Laws were adopted and ratified by the members of the Nor Este Neighborhood Association on _____, and accepted and ratified by the Board of Directors at a meeting held on the _____ day of _____, 2008.