

## **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). NENA is and shall maintain its "Registered Neighborhood Association" status as defined by the City Of Albuquerque's Neighborhood Association Recognition Ordinance (NARO) and shall maintain nonprofit corporate status as a charitable organization in accordance with New Mexico Statutes Chapter 53 Article 8, "Nonprofit Organizations" as regulated by the New Mexico Public Regulation Commission (PRC) and by the U.S. Internal Revenue Code Section 501(c)(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 is in keeping with the social, environmental, cultural, and historic needs and interests of its residents, property owners and business owners.

To this end the activities of NENA shall include, but will not be limited to, promoting cooperative planning, research, fund raising, and public education programs and addressing public issues as they are deemed necessary to the extent permitted by a non-profit charitable organization.

### **ARTICLE III - OFFICE**

The registered agent shall be the President of NENA and the registered office shall be the home street address of the President.

### **ARTICLE IV - MEMBERSHIP AND DUES**

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

- A. Regular membership shall be afforded to all adult (persons of the age of 18 years or older) residents and non-resident owners of property within the boundaries of NENA. A resident membership's voting privileges shall be one (1) full vote per household but that vote may be split proportionally between adult members of the household. A non-resident property owner's voting privileges shall be one (1) vote per owner regardless of how many properties that person/entity owns.
- B. Business membership shall be afforded to any person or legal entity that operates a place of business or institution within the boundaries of NENA. A business membership's voting privileges shall be one (1) full vote regardless of the number of business or institutions that person/entity owns or operates.

Section 2. In order to exercise voting privileges, the member's dues must be current, the member's status must not have been disallowed or revoked per Article IV section 5, and the member must be present for the vote at any general meeting of NENA called pursuant to these bylaws.

Section 3. There shall be separate dues for regular memberships and for business memberships. Dues shall be reviewed annually and adjusted by the Board of Directors if it is deemed appropriate.

Section 4. Effort should be made to maintain a diverse membership, including owners, renters, students, and businesses. NENA shall conduct an annual enrollment of members during the month of January. However, new memberships shall be available at any time. Dues for members enrolled after May 31 each year will be one-half (1/2) the amount of the full year dues. Memberships expire on December 31 each year.

Section 5. 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 or purpose of the Association due to disruptive or abusive/harassing behavior. Said member, upon majority vote by a quorum of the Board, can be removed from the General Membership and from 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 at the board's discretion.

#### **ARTICLE V - BOUNDARIES**

Section 1. The NENA boundaries shall be as depicted in Figure 1: Nor Este Neighborhood Association Boundaries (next page).

Section 2. The boundaries of NENA shall be reviewed by the Board of Directors at least annually before the annual meeting. Any boundary changes shall be approved by a vote of the Board of Directors then ratified by the membership as part of its vote (see Article XIII) on the update to these bylaws.

#### **ARTICLE VI - BOARD OF DIRECTORS, OFFICERS, AND THEIR ELECTION**

Section 1. A Board of Directors, consisting of the Officers and Standing Committee chairs as provided by these bylaws and who are members of NENA in good standing, shall be the governing body of NENA. While it shall be discouraged, an individual can hold more than one position on the Board of Directors but will only have one vote. At no time shall there be less than six (6) individuals on the Board of Directors.

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 bylaws.

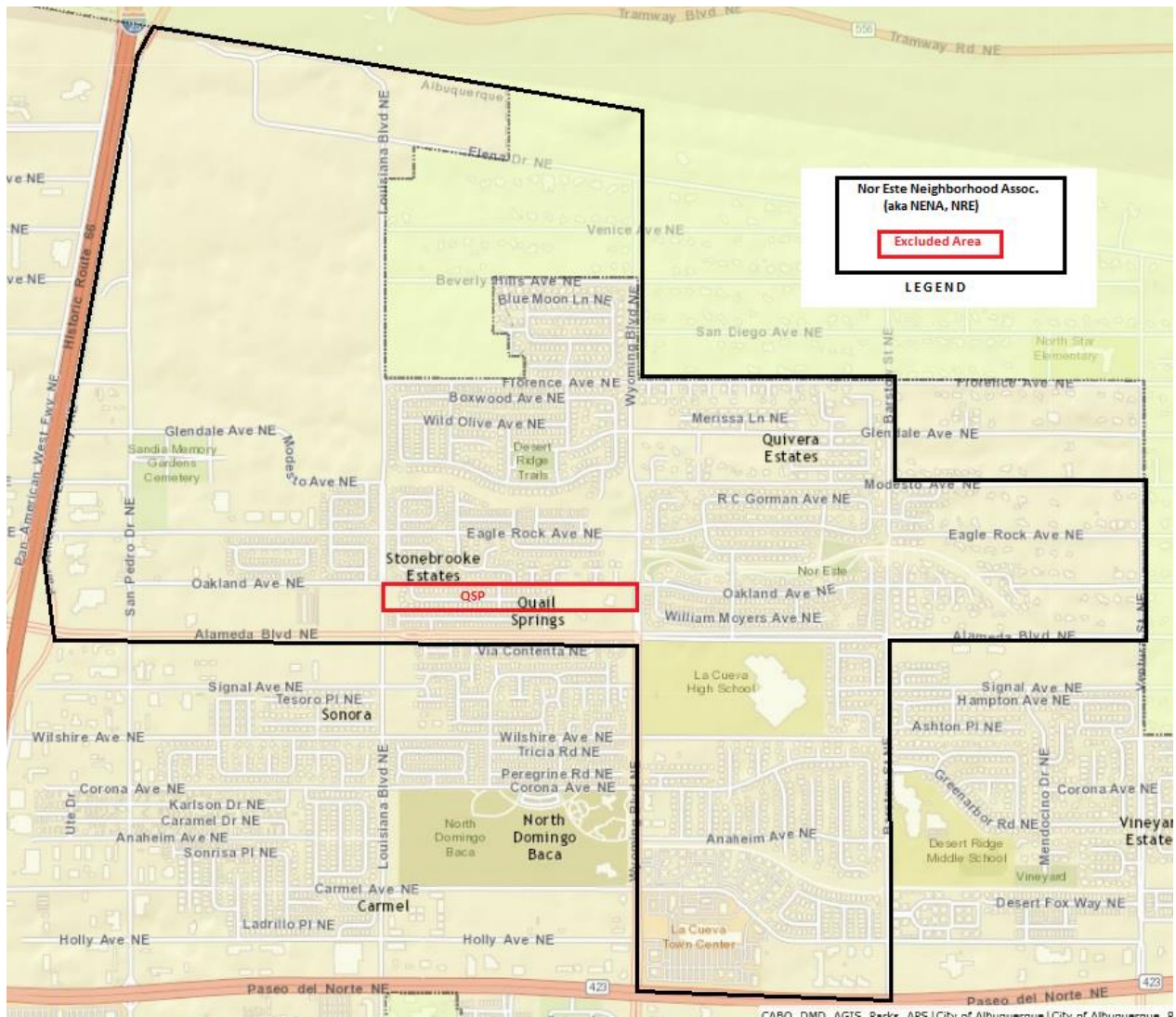


Figure 1: Nor Este Neighborhood Association Boundaries

Section 3. The Board of Directors shall be elected by the General Membership at the Annual Meeting for a term of one (1) year. The election shall be by a voice vote except when more than one nomination has been made, in which event the vote shall be by ballot. Directors shall assume office on January 1 of the new year.

Section 4. Officers of NENA shall be a President, a Vice President for each of the Association's sectors (see section 5), a Secretary and a Treasurer. Sector VPs must be a resident, non-resident property owner, or business owner within the sector they represent.

#### Section 5. Sectors

A. NENA is a large and diverse area including single family residences, multifamily residences, businesses, and institutions. For better representation in Board of Director decisions, the geographic area within the NENA boundary shall have a minimum of five (5) sectors.

- B. Any addition, deletion or sector boundary changes shall require approval per the same notification and voting requirements as those established by Article XIII for amendments to the bylaws.

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

## **ARTICLE VII - DUTIES OF THE OFFICERS**

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

### Section 1. President shall

- A. Serve as the Chief Executive Officer of NENA and act on behalf of NENA at the direction of the Board of Directors,
- B. Preside at all meetings of the Board of Directors and the General membership,
- C. Be an Ex Officio member of all committees except the Nominating Committee, and
- D. Make an annual report to the general membership at the annual meeting and file such reports with the Secretary.

### Section 2. Sector Vice Presidents shall

- A. Endeavor to become familiar with their sector's special issues and needs to better represent the members in their sector in Board of Director business,
- B. At the request of the President temporarily perform the duties of the President, and
- C. Upon selection by a majority of the Board of Directors, succeed to the Presidency in the event of the death, disability, removal from officer or resignation of the President for the balance of the term of office.

### Section 3. Secretary shall

- A. Keep minutes of all NENA Board of Director and General Membership meetings,
- B. Compile the agenda for and give notice of all such meetings, and
- C. Assure that annual filing required by the Neighborhood Recognition Ordinance, the New Mexico State Corporation Commission and the IRS are made.

### Section 4. Treasurer shall

- A. Collect all monies due NENA,
- B. Deposit and disburse all funds of NENA as provided in ARTICLE X of these bylaws,

- C. Account for all receipts and expenditures, and
- D. Make a report at each meeting of the Board of Directors and each General Membership meeting and file such reports with the Secretary.

## **ARTICLE VIII - COMMITTEES**

Section 1. The following standing committees of NENA are established:

- A. 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.
- B. 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.
- C. 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.
- D. 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.
- E. Publication. This committee will advise and assist the Board of Directors in the publication and dissemination of information of interest to members of NENA including maintenance of the association's web site and email system.
- F. 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.
- G. Development. This committee shall advise and assist the Board of Directors regarding the development, land use, planning, and zoning issues affecting NENA. With assistance from the Publication committee, the Development committee shall inform members directly impacted by a development activity and those who have expressed a desire to be informed of any development activities.
- H. Nominating Committee. This committee shall accept suggestions for officers and committee chairs during the year, and shall provide a slate of candidates to be voted upon by the General Membership at the annual meeting.
- I. Youth. This committee shall be chaired by a student who serves as liaison with area schools for student matters.

Section 2. 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 3. 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 by the General Membership at a general meeting.

## **ARTICLE IX - MEETINGS**

Section 1. The Board of Directors shall meet in February, May, and October at a time and place designated by the President. Such meeting shall be open to the membership who may learn of the meeting time and place by consulting the NENA website. A written request to be placed on the agenda shall be submitted to the President prior to the scheduled meeting. A vote of the general members in attendance at a board meeting should be considered an advisory vote only.

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. The November regular meeting shall be the Annual Meeting.

Section 3. NENA shall hold at least one meeting a year for which it makes reasonable attempt to give notice to every household and place of business within NENA boundary by mail. If possible, this notification shall be made 2 weeks in advance of the meeting but not less than 10 days prior. NENA's Annual Meeting shall be such a meeting.

Section 4. Special meetings of the General Membership may be called by a majority of the Board of Directors or the President. The President shall set the meeting within thirty (30) days and see that notice of any special meeting is issued at least 10 days prior to the meeting.

Section 5. A majority (i.e. greater than 50%) of the duly elected Board of Directors must be present at any Board and General Membership meeting to establish a quorum for the transaction of business. Issues shall be decided by a majority (i.e. greater than 50%) vote.

Section 6. Except where noted otherwise herein, issues requiring membership vote shall be decided at regular or special meetings of the General Membership by a majority (greater than 50%) of the members present.

Section 7. 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 X - 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) only after the expenditure has been approved by the Board of Directors.

Section 3. NENA members authorized to commit monies on behalf of NENA and the limits of this authority 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. With great care so as to not violate non-profit status and only with preapproval of the board, NENA may pay reasonable compensation for services rendered by members and directors of NENA when such services are outside of what would normally be expected for their association duties.

**ARTICLE XI - PARLIAMENTARY AUTHORITY**

Robert’s Rules of Order shall serve as a model for the processes used to conduct and record an orderly and democratic meeting.

**ARTICLE XII - DISSOLUTION**

The Board of Directors by a majority vote can adopt a resolution to dissolve the association and then bring the resolution to the membership for a vote. 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 501(c)(3) of the Internal Revenue Code applicable corresponding section of the law.

**ARTICLE XIII - AMENDMENTS**


Section 1. These bylaws 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.

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

**CERTIFICATION**

This restatement of the Bylaws of the Nor Este Neighborhood Association supersede and replaces the bylaws dated 28 Oct 2008, any bylaws prior to that date and any amendments that might have been approved but never incorporated.

I HEREBY CERTIFY that I am the duly elected, qualified and acting Secretary of the Nor Este Neighborhood Association (the Association) and that the above and foregoing Bylaws were approved as the Bylaws of the Association by the Board of Directors of the Association on October 3, 2017 and subsequently ratified the members of the Association on November 7, 2017 for adoption on January 1, 2018.

  
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Regina Piaquinto

*November 19, 2017*