

VINEYARD ESTATES NEIGHBORHOOD ASSOCIATION

BY LAWS

(Revised October 19, 2006)

ARTICLE I NAME

The name of this Association shall be the Vineyard Estates Neighborhood Association (hereinafter referred to as the "Association").

ARTICLE II BOUNDARIES

The boundaries of the Association shall be the area of the City of Albuquerque, in Bernalillo County, State of New Mexico "...bounded on the West by Barstow Street, on the North by the current City Limits, on the East by Holbrook Street and on the South by Paseo del Norte, as shown on Exhibit "A", attached.

ARTICLE III PURPOSE

The purpose of the Association shall be to protect the environment, promote community welfare, and encourage social interaction. Communication shall be fostered between the Association and City government on planning, construction, proposals and activities affecting this area.

ARTICLE IV OFFICE

The registered office of the Association shall be the address of the President or agent designated by the Board of Directors.

ARTICLE V MEMBERSHIP

- A. The general membership of the association shall be limited to those residents, places of business and property owners of the Vineyard Estates Neighborhood Association, the boundaries of which shall be periodically established by the Association, and who have paid annual dues in an amount periodically approved by the Association. Dues are initially established at \$20.00 per year per each household, place of business or property owner and are due and payable on August 1st of each year.

- B. All members in good standing shall be entitled to vote at any general meeting of the Association called pursuant to these bylaws. For purposes of voting, a member shall be defined as a household, place of business or property owner meeting the requirements in Section A, and such member shall be entitled to one vote.
- C. In case of rental property, both property owner and rental party are eligible to one vote each.
- D. The Association shall conduct its annual enrollment at the annual meeting or such other time established by the Board of Directors. New memberships shall be available at any time. Memberships expire the 31st day of July of each year.
- E. Property owners are allocated one vote regardless of the number of lots owned.

ARTICLE VI ELECTION OF OFFICERS

- A. A Board of Directors shall be the governing body of the Association and shall consist of seven (7) or more persons who are adult members in good standing of the association. The Board of Directors shall be elected by the general membership at the annual meeting for a term of two years. Half of the directors (minus 1/2 if an odd number of board members) shall be elected every odd number year and half (plus 1/2 if an odd number of board members) every even numbered year. Directors shall assume office at the end of the annual meeting or when elected. Where possible, one board member shall be selected from each neighborhood in the association.
- B. Officers of the Association shall be President, Vice President, Secretary and Treasurer. They will be elected by the Board of Directors from its membership at the first meeting of the Board of Directors immediately following the annual meeting.
- C. The term of the office for the President, Vice President, Secretary and Treasurer shall be one (1) year.
- D. Vacancies occurring on the Board shall be filled by a majority vote of the Board of Directors until the next annual election at which time the vacancy shall be filled by a vote of the membership.
- E. Any elected board member may be removed by a majority of the membership whenever, in its judgment, the best interests of the Association would be served. Upon failure to attend three consecutive meetings, whether membership or board, a board member may be removed from office by a majority vote of the board.
- F. Nominating Committee:
 - 1. At the regular meeting of the general membership, immediately preceding the annual meeting, the Board of Directors shall appoint a nominating committee of three (3)

members of the Association. One of the three members shall be from the Board of Directors and will serve as chairperson of the committee.

2. The Nominating committee shall entertain suggestions for Directors and shall provide a single slate of candidates to be voted upon by the general membership at its annual meeting.
3. Additional nominations may be made from the floor, and provided such nomination is accompanied by the written or oral consent of the nominee.
4. The election shall be by voice or show of hands vote, except a member of the Association may vote by proxy (in writing).

ARTICLE VII DUTIES OF THE OFFICERS

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

1. **President:** The President shall be the chief executive officer of the Association and shall in general supervise all of 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 of Directors and the General Membership. The President shall, with the approval of the Board of Directors, appoint all standing and special committees except the Nominating Committee, and shall be Ex Officio member of all committees except the Nominating Committee. 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 make all necessary reports to the City of Albuquerque in compliance with the Neighborhood Association Recognition Ordinance and serve as second signatory.
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 the death, disability, removal from office, or resignation of the President until such time as a successor to the President shall be elected.
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 and give notice of all meetings as directed. The Secretary shall perform all other duties incident to the office of the Secretary or as may be required by the President or the Board of Directors.
4. **Treasurer:** The Treasurer shall collect all monies due the Association and shall have custody of all funds of the Association and pay all bills approved by the Board of Directors or General Membership.

ARTICLE VIII COMMITTEES

- A. The membership may establish necessary committees at any meeting. The President may also establish such committees. Committee chairpersons shall be appointed by the President.
- B. No report, recommendation or other action of any committee of the Association shall be considered as the act of the membership unless and until it shall be approved by the Board of Directors or by the general membership at a membership meeting.

ARTICLE IX MEETINGS

- A. Four (4) regular meetings of the general membership shall be held each year in the months of February, May, August, and November. The regular meeting held in August shall be known as the annual meeting. The time and place of each meeting shall be announced by means of mail, hand delivered fliers, signs, or a combination thereof, to each person or business eligible for membership in the Association at least seven (7) calendar days prior to the meeting. No election shall be held at these meetings unless so advertised.
- B. A majority of the Board shall constitute a quorum for any regular or special Board meeting.
- C. The Board of Directors has the option of requiring written ballots with proof of membership in the Association.
- D. Members of the Association may vote (in writing) by proxy.
- E. The Board of Directors shall meet monthly at a time and place designated by the President. The time and place of each meeting shall be announced to each board member. Special meetings may be called by the President at any time, and notice shall be given to each board member.

ARTICLE X MONETARY MATTERS

- A. 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.

- B. 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.
- C. Two (2) members of the Board of Directors who do not hold an elected position on the Board, plus two (2) members from the general membership will conduct an annual audit and report to the membership at its annual meeting.
- D. All checks shall require the signature of the President and Treasurer. The Vice-president may sign in the absence of either.

ARTICLE XI 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 XII DISSOLUTION

- A. If, in the opinion of the Board of Directors, there is insufficient interest in the activities and purpose of the Association, the Board may call for a general meeting for the purpose of dissolution, provided that the intent to dissolve has been publicly posted along with the time, date and place of the meeting for at least thirty days prior to said meeting. This Association may be dissolved at any regular or special meeting of the General Membership by a 51% vote of those in attendance, as long as there is at least 33% of the membership present. Proxy votes will not be accepted for dissolution. If at least 33% of the membership is not present at this meeting, then the entire membership shall be polled at the direction of the Board of Directors.
- B. In the event of dissolution of the Association, the Board of Directors shall, after payment of all liabilities of the Association, dispose of all remaining assets of the Association 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, or any applicable corresponding section of the law.

ARTICLE XIII AMENDMENTS

These By-Laws may be amended at any regular or special meeting of the General Membership by a 51% vote of those in attendance. The membership shall be notified at least seven (7) days in advance of the meeting at which proposed amendments will be entertained.