

BYLAWS OF THE EATRANGE/PIEDRA VISTA  
NEIGHBORHOOD ASSOCIATION INC.

ARTICLE I - NAME

The name of this corporation shall be the Eastrange/Piedra Vista Neighborhood Association Inc., a non-profit corporation, hereinafter referred to as the Association.

ARTICLE II - PURPOSE

The purpose of the Association shall be to enhance the subdivisions of the Eastrange and Piedra Vista in the far east heights of Albuquerque, New Mexico, hereinafter referred to as the Eastrange/Piedra Vista area, so that the quality of life in the area shall be in keeping with the social, environmental, welfare and cultural needs and interests of the residents. To this end, the Association may, but is not limited to other than by the powers granted in its Articles of Incorporation, sponsoring cooperative planning, research, social welfare, fund raising, and public education programs as deemed necessary, and to do all acts, serve all purposes and exercise all powers authorized by law for a non-profit organization.

ARTICLE III - OFFICE

The initial registered address of the Association shall be 14336 Soula Drive NE Albuquerque, New Mexico, 87123 with any subsequent address to be that of the current President.

ARTICLE IV - MEMBERSHIP

Section 1. Any adult of the age of 18 or older who is a resident of or who owns real property within the confines and boundaries of the Eastrange and Piedra Vista subdivisions as shown and described on the applicable Plats on file in the Office of the County Clerk of Bernalillo County, New Mexico, shall be eligible for regular membership in the Association.

Section 2. Dues shall be \$20.00 per household per year.

Section 3. Voting privileges shall be one vote per household.

Section 4. The Association shall conduct an annual enrollment of members in the month of January. A membership year shall run from January 1<sup>st</sup> through December 31<sup>st</sup> annually.

Section 5. Any former officer, Board member, resident, or holder of real property within the confines and boundaries of the Eastrange and Piedra Vista subdivisions as shown and described on the applicable plats filed in the office of the County Clerk of

Bernalillo County may be granted special membership status as determined by the Board of Directors.

#### ARTICLE V - OFFICERS AND ELECTED BOARD MEMBERS

Section 1. The Officers of the Association shall consist of a President, Vice President, Secretary and Treasurer.

Section 2. The Officers of the Association shall be elected at the Annual Membership Meeting. Terms for all officers shall be for one year, immediately commencing with their election. All officers shall serve until their term has expired or until such officers' successors are duly elected. All officers shall be residents or owners of real property within the boundaries of the Eastrange and Piedra Vista subdivisions as shown on the plat on file with the Bernalillo County Clerk and shall be paid members of the ERPV Neighborhood Association.

Section 3. Vacancies occurring in any office shall be filled by a majority vote of the Board of Directors present at a meeting held after due notice to all directors, and such appointees shall hold office until the next annual Membership Meeting.

Section 4. An elected Board member may be removed from office for good cause by a majority vote of the membership present at a general membership meeting held after due notice to all members or by submission of a written proxy.

#### ARTICLE VI - DUTIES OF THE OFFICERS

Section 1 - President. The President shall be the chief executive officer of the Association and shall supervise the business and affairs of the Association between meetings of the Board of Directors. The President shall preside at all meetings of the Board of Directors and of the General Membership. The President shall appoint all Association committee chairpersons.

Section 2 - Vice President. The Vice President shall, in the absence of the President, 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. The Vice-President shall serve until such time as a successor to the President shall be elected.

Section 3 - Secretary. The Secretary shall keep minutes of all meetings of the Board of Directors and of the General Membership. The Secretary shall keep all records of the Association and shall 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.

Section 4 - Treasurer. The Treasurer shall collect all monies due the Association and shall have custody of all funds of the Association. Such person shall pay all of the bills approved by the Board of Directors and shall keep an account of all receipts and

expenditures. The Treasurer shall present a financial statement at each Board of Directors and General Membership meeting. The Treasurer shall perform all other duties incident to the office of the Treasurer or as may be required by the President or the Board of Directors.

## ARTICLE VII - BOARD OF DIRECTORS

Section 1. The Board of Directors shall be the governing board of the Association. The Board shall consist of the four elected officers and two elected non-officer directors. Directors shall reside in or own real property within the confines and boundaries of the Eastrange and Piedra Vista Subdivisions as shown on the Plat of such Subdivisions on file in the Office of the County Clerk of Bernalillo County, and shall be fully paid-up members of the Association. One of the two elected non-officer directors shall be elected from the Eastrange Subdivision and the other one shall be elected from the Piedra Vista Subdivision. Members of the Board of Directors shall be elected by the General Membership at the Annual Membership Meeting. Terms for all Board members shall be for one year immediately commencing with their election. All members of the Board shall serve until their term has expired or until such board members' successors are duly elected.

Section 2. Chairpersons of Association Standing Committees shall be unelected members of the Board of Directors.

Section 3. The Board of Directors shall have all the usual powers of Directors of a corporation, including the immediate direction and governing of the affairs of the Association. It shall make all rules and regulations, and shall appoint such employees or agents as may be necessary in its judgment to conduct the business of the Association.

Section 4. A majority of the Board of Directors present at a meeting held after due notice to all directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 5. The Board of Directors shall meet at least twice a year. The General Membership may attend any board meeting. The Board may hold special meetings at any time upon the call of the President or a majority of the Board.

Section 6. Vacancies occurring on the board shall be filled by the Board of Directors by a majority of those present at a meeting held after due notice to all directors. Persons appointed to fill vacancies on the Board shall hold office until the next Annual Membership Meeting.

Section 7. A Board member, with the exception of elected Board members, may be removed for good cause by a majority vote of Board members present at a meeting held after due notice to all directors. Such Board member shall be notified of his/her removal in writing, by the Secretary of the Association.

## ARTICLE VIII - MEMBERSHIP MEETINGS

Section 1. Regular meetings of the General Membership shall be held at least once a year.

Section 2. The annual business meeting for the election of Officers and Directors shall be held in December of each year. The time and place of General Membership meetings shall be announced to each member of the Association not less than ten days prior to the meeting.

Section 3. Special meetings of the General Membership may be called by a majority of the Board of Directors, 30% of the voting membership, or by the President. If called by other than the President, the President shall set the meeting within thirty days and the Secretary shall give notice of any such meeting as set forth above.

Section 4. Except as otherwise provided herein, a majority of the ERPV membership must be present at any membership meeting, or represented by proxy in order for business to be transacted. Decisions shall be made by a majority vote of those present.

## ARTICLE IX - COMMITTEES

Section 1 - Nominating Committee.

(a) - Appointment and Term. At the regular meeting following the Annual Membership Meeting, the President shall appoint a Nominating Committee of five members of the Association. Two members shall be selected from the Board and three members shall be selected from the general membership. The Nominating Committee shall serve commencing on the date of their appointment and terminating on the day after the Annual Membership Meeting. The Chairman of the Nominating Committee shall be a member of the Board of Directors.

(b) - Function. The Nominating Committee shall submit names of persons to be voted upon as Officers and members of the Board of Directors of the Association. They shall, if necessary, prepare ballots, certify the eligibility of each member to vote, and shall otherwise assist in the election of officers and members of the Board of Directors. Additional names may be placed in nomination by the membership at the annual membership meeting.

Section 2 - Membership Committee. The Membership Committee shall be responsible for conducting membership drives, and soliciting and receiving new memberships in the Association. The Committee shall also maintain an up-to-date membership list for the the Officers and Board of Directors. The Committee shall prepare a Directory of all Eastrange/Piedra Vista residents. The Chairperson of the Membership Committee shall be a member of the Board of Directors.

Section 3 – Newsletter Committee. The Newsletter Committee shall be responsible for preparing quarterly newsletters for all residents of the Eastrange/Piedra Vista neighborhood. The Chairperson of the Newsletter Committee shall be a member of the Board of Directors.

Section 4 – Social Committee. The Social Committee shall, plan, organize, and implement any and all activities of the Association. The Chairperson of the Social Committee shall be a member of the Board of Directors.

Section 5 - Special Committees. The President may appoint such other special committees as deemed necessary and shall be an ex-officio member of all the committees except the Nominating Committee.

Section 6- Implementation of Committee Actions. No report, recommendation, or other action of any committee of the Association shall be considered as the act of the Association unless and until it shall have been approved by the Board of Directors.

#### ARTICLE X - LIMITATION OF POWERS

The Association may exercise only those powers which are in furtherance of its tax-exempt purposes and activities, and which may be exercised by an organization exempt under section 501 (c) (3) and/or section 501 (c) (4) of the Internal Revenue Code and its regulations as they now or hereafter exist. The Association must also act within the powers and restrictions provided in its Articles of Corporation.

#### ARTICLE XI - MONETARY MATTERS

Section 1. The depository for the Association funds and all such matters shall be determined by the Board of Directors.

Section 2. No member, director or officer will receive, directly or indirectly, any compensation or pecuniary benefit from the Association, except that the Association may provide reimbursement for actual expenses incurred in its benefit. The Association may pay reasonable compensation for services rendered, even if the recipient is a member, director, or officer of the Association-

#### ARTICLE XII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the Association in all cases.

#### ARTICLE XIII - PROXY

The use of a proxy is permissible for any General Membership Meeting. A proxy must be received by the Secretary, or designated Officer, twenty-four hours before the meeting at which it will be used.

#### ARTICLE XIV - AMENDMENTS

These Bylaws can be amended at any general membership meeting of the Association by a two-thirds vote of those present or having submitted a written proxy, provided that each member of the Association shall have been notified in writing of the substance of the proposed amendment at least ten days prior to the meeting.

ADOPTED this 21st day of April, 1995

AMENDED December 7, 2008