

BYLAWS OF THE CHERRY HILLS CIVIC ASSOCIATION

Article I – Name, Purpose, Objectives

This organization shall be known as the Cherry Hills Civic Association, hereinafter referred to as the Association.

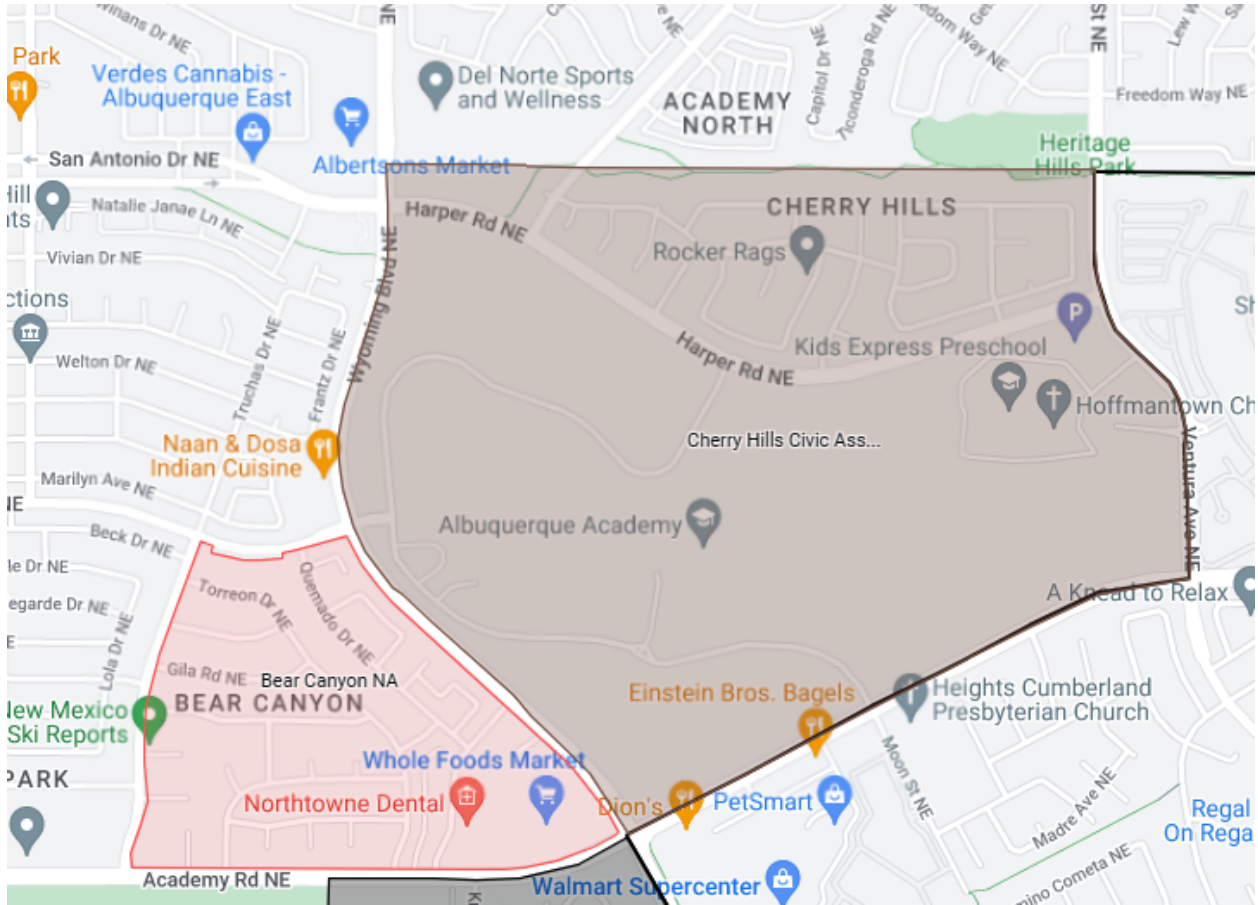
The purpose of this Association is to provide a medium for communication, exchange of information and a consolidated voice on matters affecting residents of the Cherry Hills area.

The objectives of the Association are to:

- a. Advance the interests of members of the Association.
- b. Promote awareness and further understanding of the desires and needs of the members.
- c. Assist groups and agencies in responding to interests of the members.

Article II – Boundaries

The boundaries of the Association within the City of Albuquerque, New Mexico are as follows: Bounded on the West by Wyoming Boulevard, bounded on the North by the south edge of the Public Service Company Easement, bounded on the East by Ventura Avenue and bounded on the South by Academy Road. This is shown in the blue-gray area below.



Article III – Association Membership

Section 1. Membership is open to all individuals who live (renters included), own property, or own a business within the boundaries of the association, as stated in Section 14-8-2-3(B)(2) of the Neighborhood Association Recognition Ordinance (NARO). There shall be two types of membership in the Association. These shall be known as General Members and Business Members. Each prospective member of the association shall provide affirmation evidence of eligibility for membership upon request.

Section 2. A general Membership is for any adult aged 21 or older who resides full-time (including renters), or owns property within the boundaries specified for this Association.

Section 3. A business Membership is for any business which operates within the Association boundaries.

Section 4. The Association shall allow ongoing Membership enrollment throughout the year.

Section 5. Each member of the Association shall provide affirmation of membership.

Article IV – Dues / Member Donations

Section 1. Dues are voluntary for all members, and cannot be a prerequisite for either membership or voting, pursuant to Section 14-8-2-3(B)(4) of the NARO.

Section 2. Voluntary Association dues shall be set as recommended by the board of directors. The current recommendation for voluntary dues/member donations is set at \$20 per year for each residence for General membership, and \$20 per year for each business for Business membership.

Section 3. Voluntary dues/member donations can be paid at the annual meeting. Monetary donations can be made at any time during the year.

Article V- Voting

Section 1. Every affirmed Member may cast one vote on any question, and participate in any election before the Association.

Section 2. All questions to be voted upon by the general membership will be decided by a vote of a majority of the members present at any meeting of the membership voting in favor or against. In-person, mailed paper ballot, or electronic ballots must be allowed, in which case questions will be decided by a majority of total votes cast, as stated in Section 14-8-2-3 (B)(8) of the NARO. All questions to be voted upon by the Board will be decided by a vote of a majority of the Board Directors/Officers present and voting in favor or against.

Article VI –Board of Directors/Officers

Section 1. A Board of Directors shall be the governing body of the Association and shall consist of an odd number not less than three or more than seven members of the Association. The Board of Directors shall be elected by the general membership at the Annual Meeting. Board member terms shall be two years and shall be staggered.

Section 2. Board of Director/Officer Nominations:

- Nominations will be accepted to the Board of Directors/Officers at the Annual Meeting no later than February 15th in a calendar year.
- The nominees must be members who live, own property, or own a business within the boundaries of the Association as stated in Article III.
- A vote will be taken during the Annual Meeting to accept nominees to the Board of Directors/Officers.

Section 3. Directors may include a President, Vice President, Secretary, Treasurer, and any such other officers as determined by the Board of Directors. Officers shall be chosen by the Board at

their first meeting immediately following the Annual Meeting. The Secretary and Treasurer positions may be held simultaneously by one officer.

Section 4. Officers shall hold terms of one year.

Section 5. All members must be eligible to hold any officer position within the association, pursuant to Section 14-8-2-3(B)(2) of the NARO.

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

Section 7. Any elected officer may be removed from office by a majority of the membership/majority of the Board of Directors/Officers, provided that notice of the intent to remove shall be furnished to subject officer in writing at least five (5) days prior to the meeting at which such action is to be discussed, as stated in Section 14-8-2-4(B)(3) of the NARO.

Section 8. Any elected officer replacing previous officers removed from office by a majority of the membership will be appointed by a majority vote of the membership/majority of the Board of Directors, provided that notice of the intent to remove shall be furnished to subject officer in writing at least five (5) days prior to the meeting at which such action is to be discussed, as stated in Section 14-8-2-3(B)(3) of the NARO.

Article VII – Duties of the Officers

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

Section 1. Duties of the President: The President shall be the chief executive officer of the Association and shall in general supervise all 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 the General Membership meeting. The President shall, with the approval of the Board of Directors, appoint all standing and special committees and shall be an *Ex-Officio* member of all the committees. 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 NARO.

Section 2. Duties of the 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, resignation, or removal from office of the President until such-time as a successor to the President shall be appointed.

Section 3. Duties of the Secretary: The Secretary shall keep minutes of all meetings of the Board of Directors/Officers, general membership meetings and shall keep all records of the Association and give notice of all meetings as directed. The Secretary shall perform all other duties

incidental to the office of the Secretary or as required by the President or the Board of Directors.

Section 4. The Treasurer shall collect all monies due the Association, and shall deposit all funds of the Association into a bank account set up by the Board of Directors. Every check issued from the Association account shall bear the signature of at least one Officer of the Association; for amounts over \$100, one Officer and one Director. The Treasurer shall ensure that all bills approved by the Board of Directors are paid and shall keep a written account of all expenditures and retain all receipts. The Treasurer shall present a financial statement at every Board of Directors meeting and every general membership meeting. Copies of these reports shall be available for inspection at every general meeting.

Article VIII -- Powers

The Board shall have all power and authority necessary to adopt and promulgate regulations and to exercise all powers, duties and authority vested in the Association. The Board shall keep a complete record of all corporate affairs and will present a statement thereof to the members at the annual membership meeting or any special meeting upon request by one-fourth of the voting members. The Board shall also supervise all officers and agents of the Association to ensure that their duties are properly performed.

Article IX – Committees

Section 1. The Board of Directors may establish necessary committees at any meeting.

Section 2. No report or other action of a committee of the Association shall be considered as an act of the Association unless it has been approved by the Board of Directors or by the general membership at a membership meeting.

Section 3: There will be 3 standing committees in the Association:

- a. The Nominating Committee which makes nominations for Directors.
- b. The Audit Committee which supervises the annual audit of the Association's books and reviews the annual budget and approves the annual balance sheet to be presented to the membership. The treasurer shall be an *ex-officio* member of the Audit Committee.
- c. Special Committees which shall be established by the president as necessary to conduct activities of the Association.

Section 4: Each committee shall consist of a number of members designated by the President and approved by the Board. Committee members shall serve at the discretion of the Board. The Board shall choose the chairman of each committee and

the appointments announced as appropriate. The action of the majority of the members of a committee shall be deemed the action of the committee.

Article X – Meetings

Section 1. The Association shall hold, at minimum, one annual meeting, and will be known as the Annual Meeting. The date for this annual meeting will be on or before February 15, held in the Albuquerque metropolitan area at a time and place fixed by the Board of Directors. The Association will notify the ONC of this meeting, and make a reasonable attempt to give written notice to all households and businesses within its boundaries at least two weeks in advance through placement of one or more signs at prominent locations within the association boundaries and one or more of the following: U.S. Mail; delivered flyers; website or social media posting; e-mail, text message, direct message through social media, or other form of electronic messages delivered to the known address of each member, pursuant to Section 14-8-2-3(B)(5) of the NARO.

Section 2. The Annual Meeting shall be for the purpose of electing Board Members, and receiving any Annual Reports of Officers and Committees and any other business as determined by the Board. Each member shall be afforded the ability to vote at the Annual Meeting in-person only, pursuant to Sections 14-8-2-3(B)(8)(b) and 14-8-2-3(B)(9) of the NARO. A majority of members present will carry any motion of the meeting.

Section 3. The Board of Directors shall meet as necessary, but at least semi-annually, to conduct the business of the Association, at such time and place as determined by its members. All Board members will be notified of meetings times and places. A majority of Directors present will constitute a quorum.

Section 4. Special meetings of the General Membership may be called by a majority of the Board of Directors, 30% of the membership, or the President. The President shall set the meeting within fifteen (15) days and the Secretary shall give notice of any such meeting.

Section 5. For any elections or voting other than the Annual Meeting, the Board of Directors must allow each member to vote using at least one of the following methods: in-person, mailed paper ballot, or electronic means, as stated in Section 14-8-2-3(B)(9) of the NARO. A majority of votes will carry any motion.

Section 6. No member of the Association may vote by proxy.

Article XI – Monetary Matters

Section 1. 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.

Section 2. In the event of the dissolution of the Association, the Board of Directors, after payment of all liabilities of the Association, shall dispose of the remaining assets of the Association by refund to its members or by donation to an organization with a similar purpose as agreed upon by the Board of Directors.

Section 3. Access to banking accounts and to financial records of all voluntary dues, member donations, or other financial assets shall be shared by the President, Vice-President, and Secretary, and Treasurer, or any combination of Officers from the Board of Directors as designated by the Board of Directors.

Article XII – Communication Venues

Section 1. The Board of Directors shall use an association-specific e-mail address for the sole purpose of association business.

Section 2. Access to these association e-mail addresses shall be held by the President, Vice-President, Secretary and Treasurer jointly, and passed on to new Board members as they are elected, or by any method designated by the Board of Directors.

Section 3. Access to any type of website or social media accounts shall be held by the President, Vice-President, Secretary and Treasurer jointly, and passed on to new Board members as they are elected, or by any method designated by the Board of Directors.

Article XIII -- Indemnity

The Association shall indemnify each Member, Director, Officer, and Committee Member of the Association, and their heirs, successors, devisees, legal representatives and assigns, against expenses and liabilities reasonably incurred in connection with any action, suit or proceeding in which the Member, Director, Officer, or Committee Member is involved or made a party by reason of being or having been such, except in relation to matters as to which the indemnitee shall be adjudged to be liable for negligence or misconduct in the performance of duty to the Association. The foregoing right of indemnification shall not be exclusive of other rights to which a Member, Director, Officer or Committee Member may be entitled as a matter of law and shall include reimbursement of any amount and expenses paid or incurred in settling any such action, suit or proceeding.

Article XIV -- Exempt Activities

No Member, Director, Officer, or Committee Member of the Association shall take any action, or carry on any activity, or exercise any corporate power, by or on behalf of the Association, which is not in furtherance of its tax exempt purposes and permitted to be take, or carried on, or exercised, by an organization exempt under Section 501 (c) (7) of the Internal Revenue Code and its Regulations as they now or hereafter shall exist.

Article XV – Amendments

These by-laws may be amended at any regular or special meeting of the general membership by two thirds (2/3) vote of those in attendance. The membership shall be notified ten (10) days in advance of the meeting that amendments will be entertained at that meeting.

I certify that these bylaws were adopted and ratified by the members of the _____ Association on the _____ day of _____ 20__, and were adopted and ratified by the Board of Directors at a meeting held on the _____ day of _____ 20__.

Signature

Date

_____, President
Printed Name

Signature

Date

_____, Vice President/Other Board Member
Printed Name