

OSUNA PARK NEIGHBORHOOD ASSOCIATION
BYLAWS

Article I - Name

The name of this group shall be the Osuna Park Neighborhood Association.

Article II - Purpose

The purpose of the Association shall be to enhance that area of the City of Albuquerque, Bernalillo County, State of New Mexico bounded on the West by Wyoming, bounded on the North by Bear Canyon Arroyo, bounded on the East by Eubank, bounded on the South by Montgomery; hereinafter referred to as the Osuna Park area, to promote a better neighborhood and community through group action, so 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 the Association shall include, but are not limited to, sponsoring cooperative planning, research, fundraising, public education programs as they are deemed necessary, publicity and communication, social activities, assistance to members and neighbors, and cooperating with other neighborhood associations for the common good, speaking on behalf of the neighborhood at applicable City and County government meetings.

Article III - Membership

Section 1. There shall be two types of membership in the Association, residential and business. A member in good standing shall have paid dues for the membership year.

Section 2. A residential membership shall be limited to residents and/or residential property owners of the Osuna Park area as defined in Article II of these Bylaws.

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 Osuna Park area as defined in Article II of these Bylaws.

Section 4. Voting privileges for a residential or business membership shall be one (1) vote per paid membership.

Section 5. For the first year, dues shall be \$12 per residential membership and \$24 per business membership. Thereafter, annual membership dues shall be set by the Board of Directors.

Section 6. Renewal of memberships are due on the anniversary month of the membership. New memberships in the Association shall be available at anytime.

Article IV - Board of Directors

Section 1. Duties. A Board of Directors shall be the governing body of the Association and shall conduct the business of the Association. They shall manage the Association's activities, and make, amend and modify the rules and regulations for governing the Association as necessary (e.g., voting), but not inconsistent with these Bylaws. Such rules shall be made available to the members of the Association.

Section 2. Composition. The Board shall consist of nine (9) members in good standing. Directors shall serve two-year terms, with the exception of the first year, in which four (4) Directors shall be elected for a one-year term of office and five (5) shall be elected for a two-year term. Directors shall assume office following their election at the Annual Meeting. Directors may succeed themselves.

Section 3. Vacancies. A Director may resign or be removed with cause by a majority of the remaining Directors. A Director not present, either physically or by phone, for three (3) consecutive meetings shall be automatically removed from the Board except upon a majority vote of all remaining Directors to the contrary. Vacancies occurring in Board positions shall be filled by a majority vote of the remaining Directors.

Section 4. Elections

- A. In the first year, a Steering Committee, approved by the membership, shall serve as the interim Board of Directors and may call for an election of the Board of Directors with proper notice to the membership. Thereafter, elections for the Board of Directors shall be held at the Annual Meeting in August.
- B. Notice. Notice of the election shall be included in the notice for the Annual Meeting in August.
- C. Conduct of the Election. During the Annual Meeting, the President will read the notice as issued by the Nominating Committee, and then call for nominations from the floor. Election shall be by voice vote, unless there are nominations from the floor, in which case a written ballot will be required.
- D. Voting. The election shall be decided by a majority of votes cast at the Annual Meeting. Only members in good standing shall be eligible to vote. There shall be one vote per paid membership, residential or business. Members may not vote by proxy.

Section 5. Meetings. The Board of Directors shall meet as necessary, but at least quarterly, to conduct the business of the Association, at such time and place as determined by its members. The date and place shall be announced to the membership whenever possible and shall be open to the membership.

- A. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, and a majority vote of the Directors present shall be necessary to give effect to any action of the Board.

- B. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by the President without a meeting if the President polls and receives approval of the Board of Directors in advance, and if the action is ratified by the Board at the next meeting.

Article V - Officers

Section 1. The officers of the Association shall be President, Vice-President, Secretary, and Treasurer. Only members of the Board of Directors shall be eligible to serve as officers.

Section 2. Officers are elected by the Board of Directors at their first meeting immediately following the Annual Meeting. The term of office is one (1) year. Officers may not serve more than two consecutive terms in the same office.

Section 3. Vacancies occurring in any office, except that of President (see Article V, Section 4B), shall be filled for the unexpired term by a majority vote of the Board of Directors. Any elected officer may be removed from office by a majority of the membership, whenever, in its judgment, the best interest of the Association would be served thereby, provided that notice of the intent to remove shall be furnished to subject officer in writing at least thirty (30) days prior to the meeting at which such action is to be discussed.

Section 4. Duties.

- A. 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 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 the 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.
- B. 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, or removal from office or resignation of the President for the remainder of the term. In such event, the Board shall select another Vice-President to serve the remainder of the term.
- C. 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.

- D. Treasurer. The Treasurer shall collect all monies due the Association and shall have custody of all funds of the Association, pay all bills approved by the Board of Directors, and keep account of all receipts and expenditures. The Treasurer shall present a financial statement at all Board of Directors and General Membership Meetings.

Article VI - Committees

Section 1. Standing Committees. There shall be two (2) standing committees: the Nominating Committee and the Membership Committee. The Standing Committees will be appointed by the Board of Directors at its first regular meeting.

A. Nominating Committee

1. The Nominating Committee shall consist of four (4) members of the Association to serve for a term of one (1) year. The chairperson of the Nominating Committee shall be a member of the Board of Directors.
2. The Nominating Committee shall entertain suggestions for Directors during the year, and shall provide a single slate of candidates to be voted upon by the membership at the Annual Meeting.

B. Membership Committee

1. The Membership Committee shall consist of at least one member of the Board and any other members appointed by the President to serve for a term of one (1) year.
2. The Membership Committee will ensure that accurate records are kept of residential and business memberships during the year for purposes of voting, notification of meetings, and any other business conducted by the Association.
3. The Membership Committee will make regular reports to the Board on the status of Association membership.

Section 2. Special Committees. The Board may establish necessary committees at any meeting. The President may also establish such committees. Committee chairpersons shall be appointed by the President.

Section 3. No report or other action of any committee of the Association shall be considered as the act of the Association unless and until it has been approved by the Board of Directors or by the General Membership at a Membership Meeting.

Article VII - Meetings

Section 1. Regular meetings of the General Membership shall be held at least quarterly, unless otherwise directed by the Board of Directors.

Section 2. The regular meeting held in September shall be known as the Annual Meeting. The Association will make reasonable attempts to give prior written notice to every household and place of business within the Association boundaries by mail, email, delivered handbills, a number of posted signs, or a combination of thereof.

Section 3. The Annual Meeting shall be for the purpose of electing Board Members, receiving Annual Reports of Officers and Committees and other business as determined by the Board.

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

Section 5. 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 fifteen (15) days and the Secretary shall give notice of any such meeting.

Section 6. Members present at any regular or special Membership Meeting shall transact the business at any such meeting.

Section 7. All votes shall be decided by a majority of the members present at any meeting.

Section 8. The Board of Directors has the option of requiring written ballots with proof of membership in the Association.

Section 9. No member of the Association may vote by proxy.

Article VIII - Monetary Matters

Section 1. The depository for the Association's 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.

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 reimburse expenses.

Article IX - 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 Bylaws.

Article X - Amendments

The Bylaws may be amended at any regular or special meeting of the General Membership by two-thirds (2/3) vote of those in attendance, provided that the membership has been notified thirty (30) days in advance of the meeting that amendments will be entertained at that meeting.

Article X - Dissolution

In the event of dissolution of the Association, the Board of Directors shall, after payment of all liabilities of the Association, determine the disposition of the remaining assets of the Association.

Certification of Adoption or Revision

I certify that the foregoing Bylaws were adopted and ratified by the members of the Osuna Park Neighborhood Association on the 14th day of April, 2011, and adopted and ratified by the Board of Directors at a meeting held on the 19th day of January, 2011.

President -s/- Stephen Smoogen

Secretary -s/- Marca De La Porte