

# **Wells Park Neighborhood Association By-Laws**

## *Article I - Name*

The name of this group shall be the Wells 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 12<sup>th</sup> St., bounded on the North by I-40, bounded on the East by the Railroad tracks, bounded on the South by Mountain Rd; hereinafter referred to as the Wells Park Neighborhood 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, and public education programs, as they are deemed necessary. Communication shall be fostered between the Association and City Government on plans, proposals and activities affecting this area.

## *Article III – Office*

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

## *Article IV - Membership*

Section 1. There shall be one type of membership in the Association - Regular.

Section 2. A regular membership shall be limited to those who own property, own or operate a business, or reside within the boundaries of the neighborhood.

Section 3. Voting privileges - There shall be one (1) vote per paid membership.

Section 4. The Board of Directors shall set dues.

Section 5. The Association shall conduct an annual enrollment of members in the month of March. New memberships shall be available at anytime. Memberships expire on the date of the annual meeting in March.

Section 6. Each membership of the Association shall receive a receipt for membership dues that shall serve as evidence of membership.

Section 7. The Board of Directors can, by a majority, bestow membership on any individual whose sincerity and interest in the neighborhood is evident and deemed of value to the Association even though that individual may live outside the boundaries of the Association.

## *Article V - Board of Directors and Officers and Their Election*

Section 1. A Board of Directors shall be the governing body of the Association and shall consist of an odd number of members. There shall be no less than 3 Board Members and no more than 13 Board Members as determined by the Board. The Board of Directors shall be elected by the General Membership at the annual meeting for a term of 2 years. Directors shall assume office at the end of the annual meeting or when elected. Approximately half the Directors shall be elected each year. The board, as is necessary, may adjust staggering.

Section 2. Officers of the Association shall be a President, Vice President, a Secretary, and a Treasurer who are members of the Board of Directors chosen by the Board at their first meeting immediately following the annual meeting.

Section 3. The term of office for the President, Vice President, Secretary and Treasurer shall be for 1 year.

Section 4. Only members of the Board of Directors shall be eligible to be officers of the Association.

Section 5. Vacancies occurring in any office or board position may be filled for the remaining term by a majority vote of the Board of Directors.

Section 6. Any elected officer or board member may be removed from office by a majority **vote** of the **Board of Directors**, 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 **or board member** in writing at least 30 days prior to the meeting at which such action is to be discussed. Upon failure to attend 3 consecutive meetings, a board member may be removed from office by a majority vote of the board.

Section 7. Nominating Committee

a. **By February 15 each year**, the Board of Directors shall appoint a Nominating Committee of three members of the Association to serve for a term of one year. The chairperson of the Nominating Committee shall be a member of the Board of Directors.

b. 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 the annual meeting. Nominations may also be taken from the floor.

c. The election shall be by ballot of registered members and will be conducted by the Nominating Committee and / or volunteers.

#### *Article VI - Duties of the Officers*

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

Section 1. **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 and serve as a second signatory.

Section 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.

Section 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.

Section 4. **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, keep account of all receipts and expenditures. The Treasurer shall present a written financial statement quarterly to the Board of Directors and give an annual report at the annual General Membership Meeting.

## *Article VII - Committees*

Section 1. The membership may establish necessary committees at any meeting. The President may also establish such committees. The President may appoint committee chairpersons or accept volunteers.

Section 2. No report or other action of any committee or any officer 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 VIII - Meetings*

Section 1. 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 of the Board shall be announced to the General Membership whenever possible.

Section 2. Regular meetings of the general membership shall be held at least annually in the month of March unless otherwise directed by the Board of Directors.

Section 3. The regular meeting held in March 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, delivered handbills, email or a number of posted signs or a combination of thereof.

Section 4. 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 5. No election shall be held at a meeting of the Association unless the meeting is advertised as noted in Section 3 above.

Section 6. Special meetings of the general membership may be called by a majority of the Board of Directors, 50% of the voting membership or the President. The President shall set the meeting within 30 days and the Secretary shall give notice of any such meeting.

Section 7. The Board of Directors has the option of requiring written ballots with proof of membership in the Association.

Section 8. No membership of the Association may vote by proxy.

## *Article IX - Monetary Matters*

Section 1. 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.

Section 2. No member, director or officer will receive directly or indirectly any compensation or pecuniary benefit from the Association for the position that they hold.

Section 3. The Association may pay reasonable compensation for services rendered, even if the recipient is a member, Director, or officer of the Association when deemed appropriate and approved by the board. The Association may also reimburse a member, Director, or officer of the Association for authorized expenses.

Section 4. The board shall appoint one Board Member to conduct an annual audit and report to the Board at the first meeting in January.

Section 5. All checks shall require the signature of the president and the treasurer. The vice president may sign in an absence.

*Article X - 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 XI - Dissolution*

In the event of dissolution of the Association, the Board of Directors shall, after payment of all liabilities of the Association, dispose of the remaining assets of the Association by donating the money to an organization with similar purpose as those listed in *Article II*.

*Article XII - Amendments*

The 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, provided that the membership has been notified ten (10) days in advance of the meeting that amendments will be entertained at that meeting.

I certify that the foregoing By-laws were adopted and ratified by the Board of Directors at a meeting held on the 8 day of April, 2019 and adopted and ratified by the members of the Wells Park Neighborhood Association at the Annual Meeting held on the 26 day of March, 2019.

Doreen McKnight  
President

Kate Thompson  
Secretary

Signature \_\_\_\_\_

Signature\_\_\_\_\_

Date:\_\_\_\_\_

Date:\_\_\_\_\_