

## BY-LAWS OF ALVARADO GARDENS NEIGHBORHOOD ASSOCIATION

### ARTICLE I – NAME

The name of this association shall be Alvarado Gardens Neighborhood Association (hereinafter, “AGNA” or “Association”).

### ARTICLE II – PURPOSE

The Alvarado Gardens Neighborhood Association (hereinafter, “AGNA” or “Association” is a not-for-profit association of residents of Bernalillo County. The purpose of the Association”) shall be to preserve and enhance the neighborhood located in the North Valley area of the City of Albuquerque, described in Article III, so that the quality of life in this area shall be in keeping with the social, environmental, cultural and historic needs and interests of the residents; and to preserve and protect the environmental integrity of the Bosque areas and nature preserve located within, or adjacent to, the boundaries of the Association.

### ARTICLE III – GEOGRAPHIC BOUNDARIES

The geographic boundaries of the Association can be found on the City of Albuquerque’s website ([http://data.cabq.gov/community/neighborhoods/pdf/Alvarado\\_Gardens\\_NA.pdf](http://data.cabq.gov/community/neighborhoods/pdf/Alvarado_Gardens_NA.pdf)).

### ARTICLE IV – MEMBERSHIP

- Section 1 There shall be one type of membership in the Association. Membership shall be open to all persons residing within its boundaries and to all persons and legal entities owning property or having a place of business within the boundaries of the Association area.
- Section 2 Voting privileges shall be one vote per membership as outlined in Section 1.
- Section 3 No mandatory dues. The Association may request voluntary donations from the members and the amount will be set by the board.

### ARTICLE V – BOARD OF DIRECTORS

- Section 1 The Board of Directors shall be the governing body of the Association and shall consist of no fewer than seven persons and no more than fifteen. Any adult member over the age eighteen shall be qualified to serve as a Director.
- The Directors shall be elected by the general membership at the annual meeting. Half of the Directors shall be elected every even-numbered year and half of the Directors shall be elected every odd-numbered year. Directors shall serve for a term of two years or until their successors are elected. Directors may be elected for consecutive two-year terms. Directors shall assume office at the end of the annual meeting or when elected. The Board of Directors and officers shall not receive any compensation for any service rendered on behalf of the Association. When possible (based on active members ), membership on the Board shall be apportioned throughout the geographical area of the Association.
- Section 2 The Board of Directors shall have all the usual powers of a corporate board of directors and shall be charged with the immediate direction and government of the affairs of the Association. It shall engage such agents as may be necessary in its judgment to conduct the business of the Association, and it shall designate their titles and compensation, if any.
- Section 3 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
- Section 4 The Board of Directors shall meet quarterly at a time and place designated by the Board at its first

- meeting following the annual meeting.
- Section 5 At its first quarterly meeting following the annual meeting of the membership, the Board shall elect officers. The Board may hold special meetings at any time upon the call of the President or a majority of the Board.
- Section 6 Vacancies on the Board of Directors shall be filled for the unexpired term by a majority vote of the Board.
- Section 7 Any member of the Board of Directors who fails to fulfill the duties of that office or has two successive unexcused absences from regular Board of Directors' meetings may be replaced by a majority vote of the entire Board, and shall be notified in writing of his/her replacement. The entire Board of Directors shall be replaced by a two-thirds vote of the entire membership.
- Section 8 Nominating Committee
- A At the Quarterly meeting immediately preceding the annual meeting, the Board of Directors shall appoint a Nominating Committee of five members of the Association. 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 for the Board of Directors to be voted upon by the general membership at the annual meeting. Additional nominations may be made from the floor, provided such nomination is accompanied by the written or actual consent of the nominee.
- C Election of members of the Board of Directors shall be by voice vote, except when additional nominations have been made, in which event the election shall be by ballot.

#### ARTICLE VI – OFFICERS AND THEIR ELECTION

- Section 1 Officers of the Association shall include: a President, a Vice-President, a Secretary, and Treasurer. Officers shall be elected by the Board of Directors at their first meeting immediately following the annual meeting. The term of each office shall be for one year.
- Section 2 Only members of the Board of Directors shall be eligible to serve as officers of the Association.
- Section 3 Vacancies occurring in any office shall be filled for the unexpired term by a majority vote of the Board of Directors.

#### ARTICLE VII – DUTIES OF OFFICERS

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

- Section 1 The President shall preside at all meetings of the Board of Directors and of 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 ensure the Association's compliance with the requirements of Albuquerque's Neighborhood Association Recognition Ordinance, Sections 14-8-2-1, *et seq.*
- Section 2 The Vice-President shall assist the President and assume the duties of the President in the absence or inability of the President to serve.
- Section 3 The Secretary shall keep the minutes of all meetings of the Board of Directors and of the general membership; shall keep all records of the Association; and shall give notice of all meetings as directed.
- Section 4 The Treasurer shall collect all monies due the Association; shall have custody of all funds of the Association; shall pay all bills approved by the Board of Directors; shall keep an account of

all receipts and expenditures; shall make a report to the Board at its regular meetings; and shall furnish a current financial statement to the general membership at the annual meeting.

#### ARTICLE VIII – MEETINGS

- Section 1 There shall be one annual meeting to be held in March/April to be known as the annual meeting. The board shall provide not less than ten days written notice to the membership, by e-mail, by delivered hand-bills, mail or prominently placed signs and posted on the Association web site, so that each members may be informed of the annual meeting.
- Section 2 No election shall be held at a meeting of the Association unless the meeting is noticed as noted in Section 1, Article VIII.
- Section 3 Special meetings of the general membership may be called by the President or a majority of the entire Board of Directors.
- Section 4 The majority of those present at any regular membership meeting shall constitute a majority for the transaction of business at any such meeting.

#### ARTICLE IX – COMMITTEES

- Section 1 Standing or special committees may be appointed by the President with the approval of the Board of Directors to carry out the work of the Association.
- Section 2 The President shall be an *ex-officio* member of all committees except the Nominating Committee.
- Section 3 At its first meeting each year, the Board shall reaffirm any existing committees; committees not reaffirmed at this meeting shall then cease to exist.

#### 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 bylaws. The Vice-President shall serve as parliamentarian for meetings and the Secretary shall serve as parliamentarian if the Vice-President is serving as President or is unable to serve or act.

#### ARTICLE XI – AMENDMENTS

These bylaws can be amended at any regular or special meeting of the Association or by the Board of Directors, by a two-thirds vote of those attending provided that each member of the Association shall have been notified of the proposed amendment at least ten days prior to the meeting. Posting proposed amendments on the Association web site will be considered satisfactory notification to the membership.