

Amended 5-12-07

Retyped 5-30-08

BYLAWS OF THE SIESTA HILLS NEIGHBORHOOD ASSOCIATION

ARTICLE I NAME, LOCATION AND PURPOSE

Section 1. The name of this Association shall be SIESTA HILLS NEIGHBORHOOD ASSOCIATION (SHNA), hereinafter known as the Association.

Section 2. The location of the office of the Association shall be designated by the Board of Directors.

Section 3. The boundaries of the Association shall be the area of the City of Albuquerque, Bernalillo County, State of New Mexico, bounded on the North by Gibson Boulevard, on the South side by Ridgecrest Drive, on the East by Louisiana Boulevard and on the West by San Pedro Drive.

Section 4. The purpose of the Association shall be the enhancement of the quality of life in the Siesta Hills Neighborhood, including but not limited to promotion of the community welfare, protection of the environment, encouragement of social interaction, dissemination of information, representation of community concerns with surrounding government entities and other groups, representation of the Association regarding land use issues, and participation in long range planning concerns within the community or which affect the community.

Section 5. The Association shall not, directly or indirectly, participate or intervene in any political campaign on behalf of, or in opposition to any candidate for public office. This Section shall not preclude the Association from hosting a candidate forum or debate, provided that the Association shall not endorse any single candidate for a contested election.

Section 6. The Association shall operate as an independent, nonpolitical, nonsecular association and shall abide by all applicable State and County laws and regulations.

ARTICLE II MEMBERSHIP AND VOTING

Section 1. Any adult person who is a resident, who owns or rents property, or who owns a business within the boundaries of the Association and who has paid his or her dues in full shall be entitled to one voting membership, provided that no business shall have more than one vote.

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Section 2. No adult person shall be entitled to more than one vote regardless of the number of separate property lots owned or whether the person owns property and business(es) within the boundaries of the Association.

Section 3. A member may vote by Proxy at a general or special membership meeting. The Proxy shall be in the form of a notarized statement or power of attorney of the absent member of the Association. No member may carry more than one proxy vote along with his or her own vote.

A valid proxy must be presented to any Board of Director at least one day prior to the meeting for which the proxy will be voted.

Section 4. Dues shall be set by the Board of Directors and approved at the Annual Meeting each year and shall not change in the period between Annual Meetings. Dues for the membership year beginning May 1, 2003, shall be \$10.00 per individual or business member.

Section 5. New membership will be available at any time. Memberships will expire twelve months from the date dues are paid. Only current members will be entitled to vote at the Annual General Meeting.

Section 6. After the Call to Order and prior to the conduct of any business including elections, the Secretary/Treasurer or both of them shall provide to the membership a report listing all eligible voting members of the Association.

ARTICLE III **ANNUAL GENERAL MEETING**

Section 1. The Annual General Meeting of the Association shall be held on the second Saturday of May each year at a location as designated by the Board of Directors. The Board of Directors may change the date of the meeting to another date in May of the year in which the meeting is due, provided that notice of the annual General Meeting and its location are provided to each member by mailing or hand delivering to his or her last known address at least thirty (30) days prior to the meeting.

Section 2. The purpose of the Annual General Meeting will be to elect Directors and to transact such other business as may come before the meeting.

Section 3. Proposed changes to these Bylaws should be in writing and delivered to the President of the Board of Directors by the first business day in April prior to that year's Annual General Meeting. Any proposed changes to these Bylaws delivered in accordance with this Section will be included in the Notice of Annual General Meeting as provided in Section 1 of this Article.

ARTICLE IV
BOARD OF DIRECTORS AND ELECTIONS

Section 1. The Board of Directors shall be the governing body of the Association and shall consist of seven (7) persons who are adult members of the Association. The Board of Directors shall be elected by the general membership at the Annual General Meeting for a term of two (2) years. At a minimum, four (4) Directors shall be elected each even numbered year and three (3) Directors shall be elected each odd numbered year.

Section 2. Directors shall assume office at the end of the Annual Meeting or when elected. In no case shall any term exceed two (2) years. If re-elected, Directors may serve two (2) consecutive terms. Following two (2) consecutive terms on the Board of Directors, a Director must remain off the Board for one (1) year prior to seeking re-election.

Section 3. The Board of Directors is authorized to direct and govern the affairs of the Association. It shall make all rules and regulations, appoint such agents or employees as may be necessary in its judgment to conduct the business of the Association and designate their title and compensation, if any.

Section 4. A resignation of any Director shall be tendered to the Board of Directors.

Section 5. An elected member of the Board of Directors may be removed by a majority of the membership or Board whenever, in its judgment, the best interest of the Association would be served. Removal of the Board member may be reversed by a majority vote of the membership at a properly called membership meeting. The Board of Directors or any one or more of them may be removed by two-thirds (2/3) vote of the membership at a properly called membership meeting.

Section 6. Vacancies occurring on the Board shall be filled for the remainder of the unexpired term by a majority vote of the Board of Directors.

Section 7. Each Director shall have one vote at Board of Directors meetings.

ARTICLE V
OFFICERS AND ELECTIONS

Section 1. Officers of the Association shall be the President, the Vice President, the Secretary and the Treasurer. The positions of Secretary and Treasurer may be combined for any term as decided by the Board of Directors. The Officers shall be elected from the Board of Directors at its first meeting immediately following the Annual General Meeting. There will not be a limit on terms served other than that expressed in Article IV, Sections 1 and 2.

Section 2. Vacancies occurring in any office shall be filled for the unexpired term by a majority vote of the Board of Directors.

Section 3. Each Officer of the Association shall have one (1) vote at Board of Directors meetings regardless of whether he or she is serving in a combined position such as Secretary/Treasurer.

ARTICLE VI
DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Board of Directors and at all membership meetings, including the Annual General Meeting, unless the President has a conflict as described in these Bylaws or is the subject of a recall. The President shall supervise all of the business and affairs of the Association between meetings of the Board of Directors and the general membership. The President will prepare the agenda for all meetings. The President will distribute the agenda for the Annual General Meeting with the Notice of the Annual General Meeting as set out in Article III of these Bylaws. The President shall, with the approval of the Board of Directors, appoint all standing and special committees except the nominating committee. The President shall provide an annual report to the membership at the Annual General Meeting. With Board approval, the President will enter into contracts and execute other documents as necessary to carry out the business of the Association.

Section 2. The Vice President shall when necessary carry out the duties of the President, and shall succeed to the Presidency of the Association in the event of death, disability, removal from office, or resignation of the President for the departed President's remaining term of office. The Vice President shall perform such other duties as may be prescribed by the Board of Directors.

Section 3. The Secretary shall keep minutes of all Board of Directors meetings and general membership meetings. The Secretary shall keep all records of the Association including minutes, meeting attendance lists, official correspondence and give notice of all meetings and business as directed. Provided that a web site is maintained by the Association, approved meeting minutes will be posted to the site. The Secretary shall perform such other duties as may be prescribed by the Board of Directors.

Section 4. The Treasurer shall collect all monies due the Association, have custody of all funds of the Association and pay all bills of the Association, as approved by the Board of Directors. The Treasurer shall oversee the maintenance of financial records of the Association and shall make a report at each Board of Directors meeting and at all general membership meetings, including the Annual General Meeting. The financial report shall be available to the membership as a part of the approved meeting minutes. All financial accounts of the Association are subject to audit as may be directed by the Board of Directors.

Section 5. The offices of Secretary and Treasurer may be combined into a single office as determined by the Board of Directors. The Director holding such office shall only entitled to one vote at any Board of Directors meeting or general membership meeting.

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Section 6. An officer may resign as an officer of the Board of Directors and still retain his or her position as a Director for his or her remaining term of office.

ARTICLE VII
REGULAR AND SPECIAL MEETINGS

Section 1. The Annual Meeting of the general membership shall be held in accordance with Article III of these Bylaws.

Section 2. A special meeting of the general membership may be called by the President, a majority of the Board of Directors, or by the general membership determined by petition requesting a special meeting signed by a majority of the general membership who are eligible to vote at the time of signing the petition. When a special meeting is properly called, the President shall set a date no more than twenty (20) days nor less than ten (10) days from the date of receipt of the petition from the membership or the call for a meeting by the Board of Directors. Notice of the special membership meeting shall be mailed or hand delivered to each voting member within two (2) days of the call for the meeting.

Section 3. (a) Those Members and Directors in attendance at a regular or special general membership meeting shall constitute a quorum for the conduct of all business to come before the meeting.

(b) A simple majority of the entire membership of the Board of Directors shall constitute a quorum for the conduct of all business to come before a Board of Directors meeting. The quorum of a seven-member board is four.

(c) Notwithstanding the foregoing, a quorum for a Special Meeting of the Board of Directors may be achieved by participation of a director or directors by telephone, provided that all directors can hear and communicate with each other during all discussion and action on the business which was the subject of the Special Meeting.

Section 4. The Board of Directors shall hold at least four (4) regularly scheduled meetings each year. The President shall provide at least seven (7) days notice for a meeting to be considered regularly scheduled.

Section 5. The President or a majority of the Board of Directors may call an emergency meeting of the Board of Directors. Only the subject of the emergency may be discussed and acted upon at that meeting.

Section 6. All meetings are open to the public and members of the public should be provided an opportunity to speak. However, only eligible voting members of the Association are entitled to vote.

Section 7. ROBERT'S RULES OF ORDER (current edition) shall govern all meetings in all cases in which they are applicable or if invoked by a member and in which they are not in conflict with these Bylaws. Most meetings will be informal and decision by consensus of eligible members shall be the rule.

ARTICLE VIII **COMMITTEES**

Section 1. At the first Board of Directors meeting following the Annual General Meeting, the Directors shall appoint a Nominating Committee of five (5) members of the Association to serve for a term of one (1) year.

Section 2. The Nominating Committee shall entertain suggestions for Directors during the year and shall provide a single slate of candidates for the Board of Directors to be voted on at the Annual General Meeting. This slate of candidates will be part of the Notice package for the Annual General Meeting as set out in Article III. Additional nominations may be made from the floor of the meeting, providing the proposed candidate is present or has submitted a written statement indicating his or her willingness to serve as a Director. Voice vote may be used when any election is uncontested. If there are more candidates than positions, voting will be conducted by secret ballot issued to eligible voters as determined by the Secretary/Treasurer's report or both their reports, as applicable.

Section 3. An Audit Committee of three (3) members of the Association shall be appointed by the President at a regularly called meeting before the end of the calendar year. The committee will audit the Treasurer's report and provide a report to the membership at the Annual General Meeting.

Section 4. Other outstanding and special or ad hoc committees shall be appointed and terminated by the President and approved by the Board of Directors as deemed necessary to carry out the business of the Association.

ARTICLE IX **FINANCES**

Section 1. The depository for the Association, the persons entitled to expend money 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 him or her for approved expenses.

Section 3. The funds of the Association shall be deposited and kept within a federally insured financial institution.

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Section 4. All checks over \$100.00 shall require two (2) signatures, with signatures as determined by the Board of Directors.

Section 5. All expenditures of money shall be approved by a majority vote of the Board of Directors.

ARTICLE X
LEGAL RESPONSIBILITIES

Section 1. Except for such financial obligations of the Association as are duly authorized under these Bylaws, the Association and its Board of Directors shall not be responsible for any contract or financial obligation of any kind.

Section 2. To the extent allowed by law, the Board of Directors shall be indemnified by the Association or in the alternative, the Board may purchase such insurance as it deems necessary to insure the Board of Directors, provided that this section shall not serve to indemnify any Director who intentionally violates his or her duty of care and loyalty to the Association.

Section 3. In the event of the dissolution of the Association, the Board shall, after paying or making provisions to pay all liabilities of the Association, dispose of the remaining assets to an organization or organizations whose purpose is similar to those of the Association.

ARTICLE XI
CONFLICT OF INTEREST

Section 1. A conflict of interest exists for a member who may have a personal interest in proposed contracts or transactions to which the Association may be a party. This interest can occur directly (personal involvement) or indirectly (employment/investment relationship or family relationship). When a Director has an interest in a transaction being considered by the Board of Directors, the Director should disclose the conflict before the Board takes any action. Thereafter, disinterested directors should review and decide on the action in question.

Section 2. Failure of a Director to disclose a conflict of interest is grounds for removal from the Board of Directors and for such other and further action as the Board deems justified under the circumstances. Such a failure to disclose may preclude the Director from asserting the indemnification provision under Article X Section 2.


ARTICLE XII
ADOPTION AND AMENDMENTS OF BYLAWS

The Bylaws of the Association may be amended at any regular or special meeting of the General Membership by a two-thirds (2/3) vote of those in attendance, provided that the membership has been notified in accordance with the notice provision for meetings of the General Membership that amendments will be entertained at that meeting.

We certify that the foregoing Bylaws were adopted and ratified by the eligible voting members of the SIESTA HILLS NEIGHBORHOOD ASSOCIATION on the 26th day of October 2002, and adopted and ratified by the Board of Directors at a meeting held on the 13th day of November 2002. Subsequently, amendments to these Bylaws were voted on and approved by the general membership during annual meetings on May 8th, 2004 and again on the 12th day of May 2007, and adopted and ratified by the undersigned officers of the Board of Directors at a meeting held on the 22nd day of July 2007.



President, Board of Directors
Siesta Hills Neighborhood Association



Secretary, Board of Directors
Siesta Hills Neighborhood Association

Bylaws Amendment 5-12-07

Article II, Section 5, Page 2 - Change to read "Memberships will expire twelve months from the date dues are paid." from "Memberships will expire on the last day of April each year."

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Bylaws were retyped to correct spelling errors, to delete certain phrases that were duplicated, and to insert text that had been excluded.