

**SINGING ARROW NEIGHBORHOOD ASSOCIATION
BYLAWS, as Amended**

APRIL 27, 2023

ARTICLE 1 – NAME AND BOUNDARIES

Section 1.01 Name

The name of this association shall be the Singing Arrow Neighborhood Association (the "Association"). The Association serves the residents and property owners in that area of the City of Albuquerque south of Central Avenue, east of Juan Tabo Boulevard excluding the Four Hills Mobile Home Park, north of the northern rim of Tijeras Arroyo, and west of Four Hills Road.

ARTICLE 2 – PURPOSE

The purpose of the Association shall be to enhance the quality of life in the neighborhood in keeping with the social, environmental, and cultural needs and interests of its residents and property owners. The Association identifies the following actions as means for furthering this purpose:

- a. fostering efficient and transparent communication among residents, property owners, businesses and the City of Albuquerque, Bernalillo County, and the State of New Mexico on issues related to the Singing Arrow Neighborhood;
- b. informing Association members of issues that may affect life in Singing Arrow;
- c. establishing and improving pathways to member participation;
- d. hosting community meetings that strive toward interactivity and member participation and that foster civil and neighborly relationships;
- e. presenting an official position to the City of Albuquerque and other government entities when providing a position that is in the interest of Singing Arrow, and identifying whether the position has been reached by the General Membership of the Association or by the Board of Directors;
- f. promoting safety in the community;
- g. preserving the historical character and landmarks of the neighborhood;
- h. undertaking appropriate actions in addition to those listed above.

Association actions shall conform to applicable state and federal statutes and regulations for nonprofit neighborhood associations.

ARTICLE 3 - MEMBERSHIP

Section 3.01 Becoming a Member by *Affirmative Joining*

The Association shall make membership available to all persons residing within its boundaries and to all persons and legal entities owning property or having a place of business within its boundaries. Only persons or entities who have *affirmatively joined* the Association may be counted as members with attendant privileges. *Affirmative joining* entails providing the Association with basic contact information (name, street address, and either an email address or a phone number) and signing a form indicating a wish to join. Contact information will be used by the Association to notify members of meetings, community events, and other matters impacting neighborhood well-being. Those who do not wish to join may provide contact information for the purposes of being informed but will not be considered members.

Section 3.02 Membership Classes

- a. Residential Memberships are available to homeowners and renters residing within the boundaries of Singing Arrow (see Article 1.01). Each adult aged 18 and over residing at a given household may affirmatively join the Association. Neighbors joining the Association for the first time shall enroll in person at an Association meeting or event or at the prospective member's place of residence.
- b. Business Memberships are available to those whose businesses or multi-family rental properties (apartment complexes or group homes) are located within the boundaries of Singing Arrow. Each eligible

- business or property owner shall be entitled to one (1) Business Membership.
- c. Honorary Memberships are available by invitation from the Board.
 - d. Lifetime Memberships will be converted to Residential Memberships. People holding Lifetime Memberships shall be notified of the conversion upon the adoption of these Bylaws.

Section 3.03 Membership Terms

Eligible persons and entities may join the Association at any time during the year. Memberships must be renewed each year. Renewals may be done via response to an email asking if the member wishes to continue to belong or via web-based options.

Section 3.04 Voting

Members who have affirmatively joined the Association collectively comprise the "General Membership" and have voting privileges as follows:

- a. Each Residential Member shall have one vote.
- b. Each Business Member shall have one vote. Business members shall designate a single member to vote on behalf of the business at the time of enrollment.
- c. Honorary Members are not eligible to vote.
- d. Each member is afforded the ability to vote using at least one of the following methods: in-person, mailed paper ballot, or electronic means (except those elections held at the annual meeting must be voted on in person).
- e. If a virtual online meeting is used for an in-person vote, votes must be recorded via a roll call vote.
- f. When voting occurs by paper ballot, results are tallied by a committee consisting of two or more members of the association and reported to association members in writing either electronically or hard copy. Electronic ballots must be canvassed in the same method, or through other reasonable methods.
- g. With the exception of elections held at the annual meeting, the neighborhood association shall hold votes by at least one of the following mechanisms: in person, electronically or by mail-in or paper ballot.

Section 3.05 Funding

The Board shall solicit and may accept monetary or in-kind donations and/or grants for purposes of advancing goals and meeting the challenges of the neighborhood. Membership and voting are not contingent on making a donation.

ARTICLE 4 – BOARD OF DIRECTORS

Section 4.01 Definition and Composition

The Board of Directors (collectively the "Board of Directors" or "Board" and individually "Directors" or "Board members") shall be the governing body of the Association and shall consist of three (3), five (5), or seven (7) members. The Board of Directors shall be elected by the General Membership; the Officers of the Association shall be elected by this selected Board.

Section 4.02 Board Meetings

The Board of Directors shall meet quarterly and as necessary to conduct the business of the Association. The first quarterly meeting shall take place in the month following annual elections. At this meeting, Board Officers shall be elected, and a tentative schedule for subsequent quarterly meetings shall be developed for publication via electronic media, newsletter and/or other forms of public notice. The General Membership is encouraged to attend quarterly Board meetings. Special meetings of the Board may be called by the Board President or any two Directors giving three (3) days' notice to the other Directors.

Section 4.03 Board Elections

The Board of Directors shall be elected by members of the General Membership who are present in person at the Annual Meeting or at a Special Meeting called for election purposes.

- a. Nominations for open Board positions shall be solicited prior to the Annual Meeting, where "open" refers to all Board positions unoccupied at the time of the Annual Meeting, whether vacated by term expiration, resignation, or removal.
- b. Nominations from the floor at the Annual Meeting or Special Meeting shall be honored.
- c. Nominees must be Residential or Business Members of the Association.
- d. At the Annual or Special Meeting, Association Members shall cast *only* as many votes as there are open positions. Ballots with more votes than open positions shall be declared invalid; ballots with fewer votes than open positions shall be honored. Candidates with the highest number of votes shall be seated on the Board. Tie votes shall be resolved by run-off election. Members shall vote by secret, paper ballot. Votes shall be counted by a committee of volunteers from the General Membership appointed by the person presiding over the election. Selected volunteers shall not be Board Directors or candidates for Board positions.
- e. Should the Annual Meeting conclude without at least three (3) persons constituting the new Board, or should it conclude with an even number of Board members elected, the Association President, in consultation with the Board, shall fill such vacancies by appointment, subject to authorization by a simple majority vote of the Board. Appointed Directors must be Association members and shall serve for the duration of the unexpired term during which the appointment takes place.

Section 4.04 Mid-Term Board Vacancies

Mid-term vacancies occur when a Board member resigns or when a Board member is removed. When such vacancies occur, the Association President, in consultation with the Board, shall fill them by appointment, subject to authorization by a simple majority vote of the Board. Mid-term- appointed Directors must be Association members and shall serve for the duration of the unexpired term of the Director they are replacing.

Section 4.05 Removal of Board Member

An elected or appointed member of the Board of Directors may be removed when removal is in the best interests of the Membership. Verbal and written notice shall be given to the Board Director ten (10) days prior to Board deliberations, and he or she shall be invited to participate in these deliberations. Examples of such measures would be financial improprieties or significantly persistent failure to attend to Board business. Removal shall be accomplished by a two-thirds majority vote of the Board by secret, paper ballot. Ballots shall be counted by three non-Board member volunteers. The removed Director may appeal to the General Membership at a Special Meeting called for that purpose at which a two-thirds (2/3) majority vote shall constitute reinstatement. Alternatively, an elected or appointed member of the Board of Directors may be removed by a two-thirds (2/3) majority vote of Association Members present at a Special Meeting of the General Membership called for that purpose.

Section 4.06 Terms of Office

Board Directors shall serve two-year terms, commencing upon election at the Annual (or Special) Meeting and terminating at the Annual Meeting two years hence.

Section 4.07 Board Powers and Responsibilities

In accordance with provisions of New Mexico's Nonprofit Corporation Law and the Association's Articles of Incorporation and Bylaws, the business of the Association shall be conducted by the Board of Directors.

- a. The Board shall have the power to create rules, regulations, and procedures that ensure good governance providing such rules, regulations, and procedures are in keeping with guidelines set out in the Singing Arrow Neighborhood Association Bylaws.

- b. The Board shall have the power to appoint such agents as may be necessary in its judgment to conduct the business of the Association.
- c. The Board shall appoint all standing and ad hoc committees (see Article 6).
- d. The Board shall submit an Annual Report to the General Membership at the Annual Meeting.
- e. The Board shall make the Annual Report available digitally or in print upon request and by other means as determined by the Board.
- f. The Board shall ensure that all required reports are made to the City of Albuquerque, the State of New Mexico, and other government entities as required, so as to assure compliance with applicable ordinances and statutes.

Section 4.08 Board Quorum

- a. A quorum of the Board shall consist of a simple majority of Directors.
- b. Directors attending electronically may be counted as present.
- c. The Board may conduct business once quorum is reached.
- d. Assuming quorum, matters to be voted on by the Board shall be decided by a simple majority, with the exception of removal of a Director (see Section 4.05).
- e. Votes may be cast electronically. The definition of "electronic" shall be determined by the Board.

ARTICLE 5 - OFFICERS

Section 5.01 Officers, Eligibility, Election, Term of Office

- a. The Officers of the Association shall include President, Vice-President, Secretary, Treasurer, and other officers as determined necessary by the Board. If desired or necessary, the Secretary and Treasurer roles may be combined.
- b. Only Association members elected to the Board of Directors are eligible to serve as Officers.
- c. Officers shall be elected by the Board of Directors at the Board's first meeting immediately following the Annual Meeting (see Section 4.02).

Section 5.02 Officer Duties

Duties of the Officers shall be determined by the Board of Directors. Suggested duties for President, Vice President, Secretary, and Treasurer shall include, but are not limited to, the following:

- a. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Board of Directors and General Membership. The President shall compile and present the Annual Report. The President shall perform other duties incidental to the Presidency as required by the Board of Directors.
- b. The Vice President shall perform the duties of the President in his or her absence and shall perform other duties as required by the Board of Directors. The Vice President shall maintain the membership records of the Association and shall be responsible for soliciting nominations for Board positions.
- c. The Secretary shall keep minutes of meetings of the General Membership and Board of Directors and shall maintain other records of the Association as requested by the Board of Directors. The Secretary shall give public notice of General Membership and Board meetings and shall establish procedural pathways encouraging General Membership volunteerism and participation. The Secretary shall maintain the social media accounts as directed by the Board. The Secretary shall perform other duties incidental to the Office of Secretary as required by the Board of Directors.
- d. The Treasurer shall collect all monies due the Association and deposit them in a bank account established by the Board of Directors for that purpose. All checks issued from the Association account shall bear the signature of at least two members of the Board. The Treasurer shall ensure that all bills approved by the Board 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 at every General Membership meeting. Copies of financial statements shall be made available for inspection at all General Membership meetings. The Treasurer shall perform other duties incidental to the Office of Treasurer as required by the Board of Directors.

ARTICLE 6 – COMMITTEES

Section 6.01 Establishment and Dissolution

The Board shall establish committees as necessary to carry forward its agenda. Committees are typically disbanded upon accomplishment of their task or by affirmative vote of a simple majority of the Board of Directors.

Section 6.02 Types of Committees

- a. There shall be two types of committees: standing and ad hoc.
- b. Committees shall exercise one of two types of authority with respect to the Board: Advisory to the Board or Board Authority.
- c. In establishing a committee, the Board shall identify the committee type, its mission, its authority, the number of members, and the chair.
- d. The Board shall appoint committee membership, actively and persistently seeking out persons from the General Membership for service.

Section 6.03 Advisory Committees

- a. At least one (1) non-Board member of the General Membership shall sit on an Advisory committee.
- b. Committee members from outside the Association are eligible for appointment to Advisory committees.
- c. Advisory committees need not comply with open meeting, notification, quorum, or public records requirements.
- d. Advisory committees shall make recommendations to the Board but shall not implement recommendations or projects without Board approval.

Section 6.04 Committees with Board Authority

- a. Committees with Board Authority shall be composed of at least one (1) Board member and at least one (1) person from the General Membership who does not sit on the Board. Board members serving on Board Authority committees shall be elected to committee by a simple majority vote of the Board. Non-Board candidates for Board Authority committees shall be appointed by a majority vote of the Board.
- c. All persons serving on Board Authority committees must have affirmatively joined the Association.
- d. Committees with Board Authority must abide by Board requirements regarding open meetings, notification, quorum, and public records and shall abide by Board-imposed voting protocols.
- e. All decisions of committees with Board Authority must be reviewed by the Board at the Board meeting following notice of such decision.
- f. Actions performed by committees with Board Authority that are outside the scope of Board-prescribed purposes shall be null and void.
- g. By a simple majority, the Board may reverse decisions made by committees with Board Authority, in full or in part, or may remand decisions back to the Committee.

ARTICLE 7 – MEETINGS

Section 7.01 Conducting Meetings

Robert's Rules of Order shall govern Association meetings and Board meetings except when in conflict with Singing Arrow Neighborhood Association Amended Bylaws. Civil conduct is requisite for attendance at and participation in Association meetings of both General Membership and Board.

Section 7.02 General Membership Meetings

The General Membership shall meet at least two times per year. The April "Annual Meeting" shall be considered one of these two.

Section 7.03 Annual Meetings

The Annual Meeting of the General Membership shall be held in April for the purpose of electing the Board of Directors, receiving Annual Reports of Officers and Committees, and conducting other business as determined by the Board.

Section 7.04 Notification of Meetings

- a. The Board of Directors shall make concerted yet reasonable attempts to give prior notice of all General Membership meetings to households and places of business within the Association boundaries, using US mail, flyers, sign postings, email and other digital media, or any combination thereof, at least fourteen (14) but not more than thirty (30) days in advance for all regular meetings.
- b. For the Annual Meeting the following is required:
 - i. the posting of at least one sign at notice at least fourteen (14) but not more than thirty (30) days in advance.
 - ii. a reasonable attempt to give written notice to all households and businesses within its boundaries at least fourteen (14) days in advance through placement of one or more signs at prominent locations within the neighborhood association boundaries and one or more of the following:
 - iii. U.S. mail: or
 - iv. Delivered flyers: or
 - v. Website or social media posting; or
 - vi. E-mail, text message, direct message through social media, or other form of electronic messages delivered to the known address of each member.
 - vii. notifying the Office of Neighborhood Coordination of the time and place of the meeting at least 14 days in advance.
- c. After the Annual Meeting, the Board will submit a report to the ONC within sixty (60) days. The report shall include at minimum the following information:
 - Number of members for previous year.
 - Two designated points of contact.
 - Names, addresses, email addresses and phone numbers of current Association officers and Board Members.
 - Updated Bylaws if these have been amended since last submitted.
 - Evidence of how the meeting was noticed, for example a copy of a flyer.

Section 7.05 Communication Media

- a. Generally speaking, an "in-person presence may include the uses of virtual technology, with the exception of meetings called for the purpose of electing members of the Board of Directors.
- b. The Board is encouraged to accommodate the technological and physical abilities and preferences of neighborhood residents in order to sponsor neighbor participation.
- c. Meetings (Annual or Special) at which the Board of Directors is elected shall be held "in person" in the traditional sense of the term, that is, with attendees physically present.

Section 7.06 Special Meetings

Special Meetings of the General Membership may be called for purposes consistent with the Association's Articles of Incorporation and Bylaws. Such meetings may be called by a simple majority of the Board of Directors or by thirty (30) percent of the General Membership.

The Board of Directors shall make concerted yet reasonable attempts to give prior written notice of all General Membership meetings to households and places of business within the Association boundaries by US mail, flyers, sign postings. email and other digital media, or any combination thereof at least ten (10) but not more

than thirty (30) days in advance.

Section 7.07 Majority Vote

Matters voted upon by the General Membership shall be decided by an affirmative vote of a simple majority of the members present at any General Membership meeting except in the case of removal of a Board member (see Section 4.05).

ARTICLE 8 -- MONETARY MATTERS

Section 8.01 Compensation

No General Member, Board Director, or Association Officer shall receive directly or indirectly any compensation or pecuniary benefit from the Association, except in the form of reimbursement for expenses.

Section 8.02 Conflicts of Interest

To protect the integrity of the Association's decision-making processes, Board members shall disclose to the Board any interest they have in a transaction, decision, and/or matter brought before the Board that may result in a commercial, financial, or political benefit or gain to them and/or their businesses, family members, significant others, employers, close associates, and/or other nonprofit organizations with which they are affiliated. A Board member with conflict of interest shall recuse himself or herself and shall not be present for or participate in any deliberation or vote on the transaction, decision, or matter.

Section 8.03 Liability

No Board Director shall be held personally liable for the debts, liabilities, or obligations of the Association.

Section 8.04 Dissolving the Association

If an Annual Meeting fails to elect a Board, then the members present may vote to dissolve the Association. 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, by donation to an organization with a similar purpose as stated in Article 2 or by donation to a charity approved by the Board of Directors.

Section 8.05 Financial Review

A review of Association finances shall be performed 1) every two years at the beginning of new terms of office, and 2) when for any reason and at any time a Treasurer resigns and/or is replaced.

ARTICLE 9 – AMENDMENTS

Section 9.01 Annual Review

The Singing Arrow Neighborhood Association Bylaws shall be reviewed annually by the Board.

Section 9.02 Processes for Amending

The Association Bylaws may be amended at any regular or special meeting of the General Membership by an affirmative vote of a simple majority of the Membership. The Membership shall be notified at least fourteen (14) but no more than thirty (30) days in advance of the meeting at which amendments are to be considered.

Proposed amendments, whether proposed by the Board as a collective, by Board Directors acting individually, or by non-Board Members acting collectively or individually, shall be presented to the Board in writing at a regularly scheduled Board meeting. Proposals shall be referred to committee, and the committee shall produce a recommendation. On affirmative vote of a simple majority of the Board, the amendment shall be placed before the General Membership according to the timetable stated in this Section 9.02. The Amendment shall pass by an affirmative vote of a simple majority of the General Membership. A proposed amendment that does not meet Board approval may be placed before the General Membership at any regular

or special meeting and shall pass by a two-thirds (2/3) majority.

Section 9.03 Grammar, Spelling, and Style

Minor changes to these Bylaws to improve spelling, grammar, or clarity may be implemented immediately upon discovery providing that intent and meaning are not altered.