

## **BY-LAWS**

### ***Article I – Name***

The name of this group shall be the Victory Hills Neighborhood Association hereinafter referred to as VHNA. The VHNA shall be a non-profit organization.

### ***Article II - Purpose***

The purpose of the Association shall be to enhance that area of the City of Albuquerque (VICTORY/MONTEREY HILLS/LOMA LINDA/SUNSET HEIGHTS additions), Bernalillo County, State of New Mexico bounded on the West by YALE SE, bounded on the North by GARFIELD SE, bounded on the East by RICHMOND SE TO THE GOLF COURSE, bounded on the South by GIBSON SE (see Exhibit A), to promote a better neighborhood and community through non-partisan community 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 and addressing public issues as they are deemed necessary and to undertake all acts, purposes and powers authorized by law for non-profit organizations.

### ***Article III – Membership***

Section 1: There shall be two types of membership in the Association, regular and business.

Section 2: A regular membership shall be limited to residents over the age of 18 and/or property owners of the VHNA area. There shall be one (1) vote per paid membership.

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 VHNA area. There shall be one (1) voting membership for each place of business.

Section 4: Dues shall be set by The Board of Directors.

Section 5: The Association shall conduct an annual enrollment of members in the month of September. New memberships shall be available at anytime. Memberships expire the last day of September. Any memberships purchased within three months of expiration (i.e., after June 30<sup>th</sup>) shall carry over through the following September, for a total of 15 months.

Section 6: Each membership of the Association may receive a receipt for membership dues when paid in cash, which shall serve as evidence of membership.

### ***Article IV - 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 9, 11, or 13 persons, who reside within the boundaries of VHNA and who are members of the Association. The Board of Directors shall be elected by the general membership at the annual meeting for terms of two (2) years. With the exception of the first year, an even number of Directors

shall be elected every even-numbered year and an odd number of Directors shall be elected every odd-numbered year. Directors shall assume office at the end of the annual meeting or when elected.

Section 2: Officers of the Association shall be a President, Vice President, a Secretary, a Treasurer and a Parliamentarian 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, Treasurer and Parliamentarian shall be for one 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 shall be filled for the unexpired 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 2/3 majority vote of the Board of Directors or by a majority vote of the membership, whenever, in their 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 five (5) days prior to the meeting at which such action is to be discussed.

Section 7: Nominating Committee

- A) At the regular meeting immediately following the annual meeting, the Board of Directors shall appoint a Nominating Committee.
- B) 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 general membership at the annual meeting.
- C) The election may be by voice vote or written ballot at the discretion of the President
- D) Additional nominations may be made from the floor, provide such nominations are accompanied by the written consent of the nominee.

Section 8: A majority of the Board of Directors shall constitute a quorum for the transaction of business.

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

The duties of the officers shall include but are 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 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.

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, and 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 financial statement at each Board of Directors and General Membership Meetings.

Section 5: **Parliamentarian:** The Parliamentarian shall maintain order at all meetings and enforce Roberts Rules of Order.

#### *Article VI - Committees*

Section 1: The membership may establish necessary committees at any meeting. The President may also establish such committees. The President shall appoint committee chairpersons.

Section 2: No report, newsletter, position, endorsement, policy, letter or other action of any committee or committee members, 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. The use of the Victory Hills name for any purpose must be approved by a majority of the Board of Directors.

Section 3: An auditing Committee of three members of the VHNA shall be appointed by the President prior to August 7, whose duty it shall be to audit the Treasurer's accounts as of the last day of August, and to report at the annual meeting.

#### *Article VII - 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 or the Board of Directors. The date and place of the Board meeting shall be announced to the General Membership whenever possible.

Section 2: Regular meetings of the general membership shall be held at least quarterly and shall coincide with the Board of Directors meetings.

Section 3: The regular meeting held 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, or a number of posted signs or a combination of thereof, not less than 10 days prior to the meeting.

Section 4: The Annual Meeting shall be for the purpose of electing Board Members, receiving Annual Reports of Officers and Committees, enrolling new members 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 or the Board of Directors 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 7: Members present at any regular or special Membership Meeting shall transact the business at any such meeting where at least a quorum of 30% of the paid membership including at least 50% of the Board are present.

Section 8: All votes shall be decided by a majority of the members or Board of Directors present at any meeting, (provided that a quorum is present). Votes may be cast by Board members written endorsement delivered to the meeting or electronic means during the meeting.

Section 9: The Board of Directors has the option of requiring written ballots with proof of membership in the Association.

Section 10: No membership of the Association may vote by proxy.

### ***Article VIII - Monetary Matters***

Section 1: The depository for the Association funds, the person(s) entitled to expend monies on behalf of the Association and the Board of Directors shall be determined by the Board of Directors on all such matters.

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 them for 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 by-laws.

### ***Article X - 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 purposed as those listed in *Article II*.

### ***Article XI - Amendments***

The by-laws may be amended at any regular or special meeting by the Board of Directors by a Board majority vote (Article VII, Section 8), provided that the Board has been notified ten (10) days in advance of the meeting that amendments will be entertained at that meeting.

***Article XII – Policies and Procedures***

Section 1: Items and procedures that are open to change and require some degree of flexibility are included in the Policies and Procedures, Appendix A

Section 2: Policies and Procedures may be amended at a regular meeting with no special notice and a majority vote.

I certify that the foregoing By-laws were adopted and ratified by the Board of the Victory Hills Neighborhood Association Board of Directors at a meeting held on the \_\_\_\_\_ day of \_\_\_\_\_, 2010.

\_\_\_\_\_  
President  
CHRISTY L. FAIRCHILD

\_\_\_\_\_  
Secretary  
ALLISON BARNES

## ***Appendix A – Policies and Procedures***

- 1) Meeting times: Each year after the September Annual Meeting, the newly elected board of directors shall determine the monthly meeting date that is most advantageous. The current meeting time is 6:30 pm on the 1<sup>st</sup> Wednesday of each month, at the Loma Linda Community Center.
- 2) Areas of responsibility: The VHNA is divided into nine areas as shown on “Exhibit B”. Each area shall have at least one board member assigned to it. That person shall serve as a point of contact between the neighborhood association and the homes and businesses in that area.
- 3) Prior notice of meetings: In addition to delivery by mail, delivered handbills, and signs posted in the neighborhood, members may be given notice of meetings by email, not less than 10 days prior to the meeting.
- 4) Bank Account: VHNA shall maintain a checking account with three signatories on the account; the President, the Treasurer, and one additional board member selected by the President. Checks over \$50 will require two signatures.
- 5) Post Office Box: VHNA shall maintain a post office box. The President, Vice President and Treasurer shall be provided with keys.
- 6) Website: the Vice President, Secretary and ‘Webmaster’ of the website committee shall have access to the website in order to maintain and make updates as needed. ‘Webmaster’ will review content prior to posting updates.