

# **Bylaws of the Upper Las Colonias Neighborhood Association**

Revised October 2019

## **Article I - Name and Location**

Section 1. Name. The name of this organization is Upper Las Colonias Neighborhood Association, hereinafter referred to as “the Association.”

Section 2. Location. The location of the Association is in Taos County, New Mexico.

Section 3. Boundaries. The boundaries of the neighborhood which the Association serves extend from the intersection of Routes 64, 522, and 150 (the “old blinking light intersection” north of Taos, New Mexico) down Route 150 (Ski Valley Road) for 2.5 miles to the “Y” at Route 230, left 0.1 mile to Valencia Road, then left on Valencia (west) until it intersects Route 522, then South on Route 522 back to the “old blinking light intersection,” as displayed on the appended Taos County Upper Las Colonias neighborhood zoning map.

## **Article II. Purpose and Goals**

The Association collects information from property and business owners for the purpose of advising Taos County. It is a recommending body, not a final decision-maker, and is not a homeowners’ association under New Mexico law. It is organized to protect the health, safety, and quality of life in the area in keeping with its environmental, cultural, historical, and social needs; to promote a better neighborhood and community; and to engage in any lawful act or activity for which corporations may be organized under the Nonprofit Corporation Act. Our goals include (1) enhancing use of the land for all property owners; (2) encouraging and supporting ranching and farming activities; (3) preserving open spaces; (4) recommending policies and decisions that improve the health, safety, security, welfare, and economic well-being of the neighborhood as a whole; and (5) developing a sense of community.

## **Article III. Membership**

Section 1. Eligibility. Any person or legal entity that owns property within the boundaries of the Association will be considered a member. Tenants are encouraged to participate in meetings but shall not vote.

Section 2. Membership Roster. The membership roster shall annually be kept as current as feasible by the Secretary of the Association.

Section 3. Financial contributions. Members and tenants are encouraged to make financial contributions to the Association or to advertise on the Association's web site.

Section 4. Meetings of Membership. A meeting of the membership will be held at least once a year, to be called the Annual Meeting and falling in November. Additional meetings of the membership may be called by a majority vote of the Board of Directors or by a petition signed by 20% of the membership and delivered to either the President or Secretary of the Board. Normally thirty (30) days notice shall be given to members and tenants by U.S. mail, email, hand delivered notices, prominently placed signs, or telephone. However, the Board may, in order to meet imposed deadlines, shorten the notice period. No election shall be held at a meeting unless prior notification has been given.

Section 5. Voting. Each member shall be entitled to one (1) vote, regardless of the number of properties owned and provided that no property shall have more than one vote. Members must be present at membership meetings to place a vote, unless proxy votes have been approved by the Board of Directors for specific agenda items. Proxies shall be submitted to the President by email or in writing at least twenty-four hours in advance of the meeting. All motions and elections will be decided by a majority vote of members present in person or by proxy at any meeting.

## **Article IV. Board of Directors**

Section 1. Size of Board. The affairs of the Association shall be managed by a Board of Directors consisting of at least five and no more than eleven persons.

Section 2. Qualifications. Only individuals meeting qualifications for membership, as defined in Article III, Section 1, may be elected as Directors.

Section 3. Term of Directors. Directors will be elected for a term of one year. Directors may serve an unlimited number of terms.

Section 4. Nominations. At least thirty days before each annual Membership meeting, the Board, at a meeting called for the purpose, shall constitute itself a Nominating Committee to select a slate of nominees for election to the Board of Directors. Prior to this meeting the Secretary shall via email or other communication solicit self-nominations by members, and at this meeting the Board shall also consider nominations to the Board submitted in writing by any member at any time prior to the meeting. The committee will provide the names of all candidates for election to the membership in advance of the annual meeting. Nominations for Directors of the Board will not be accepted from the floor at the annual meeting.

Section 5. Election of Directors. Directors will be elected at the annual meeting of the membership by voice vote. If there are more nominations than vacancies, the vote will be taken by written ballot and tabulated by the Secretary.

Section 6. Interim Vacancies. Vacancies which occur on the Board between annual meetings may be filled by a vote of the Board of Directors. A person elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 7. Board Meetings. A Board meeting will be held immediately after each annual meeting at which time the newly elected Directors will elect officers and establish a schedule for regular meetings. Additional Board meetings may be called at any time by the President or upon request of the majority of Board Directors. At least two days notice shall be given Board members.

Section 8. Quorum and Manner of Acting. The quorum needed for the Board to meet and transact business shall be a majority of the Board, and the act of a majority of the Directors present at any such meeting shall constitute an act of the Board of Directors, unless the act of a greater number is required by law or these bylaws. It is understood and appropriate that the Board shall manage the day to day affairs of the Association, but is required to bring alterations in general policies to the entire membership for consideration.

Section 9. Non Liability for Board Members. No Director shall be personally liable to any member for any damage, loss, or prejudice suffered or claimed on account of an act or omission of the Association or its representatives or employees,

provided that such Director has upon the basis of such information as he or she may have possessed acted in good faith.

Section 10. Removal, Resignation, and Nonattendance. A Director may be removed by a vote of two thirds of the entire Board of Directors for any reason with notice given to that effect. Any Director may resign by filing a written notice of resignation with the President, and the resignation shall be effective as set forth in the resignation notice, or if no notice is stated therein, shall be effective upon receipt of the notice by the President. When a Director has missed three consecutive Board meetings, removal for nonattendance shall be automatic, unless at the next regularly scheduled Board meeting the Board, by majority vote of the entire Board, reinstates said Board member.

Section 11. Open Meetings. All Board meetings, except executive sessions, shall be open to the public. Meeting announcements shall be posted on the Association's web site or delivered by email.

## **Article V. Officers of the Association**

Section 1. Titles. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Election. The officers shall be elected by the Board of Directors from among their membership at the first Board meeting following the annual meeting.

Section 3. Term of Office. The officers shall serve for one (1) year.

Section 4. Removal. An elected officer may be removed from office by a majority of the entire Board of Directors whenever, in its judgment, the best interest of the Association would be served thereby.

Section 5. Duties of the President. The President shall preside at all meetings of the Board of Directors. Subject to the control of the Board of Directors, the President shall be charged with the general supervision, management and control of all the business and affairs of the Association. The President shall present an annual report to the general membership at the annual meeting and file such report with the Secretary. The President shall perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 6. Duties of the Vice President. The Vice President shall assist the President and, when necessary, perform the duties of the President, and shall

succeed to the Presidency if the President is unable to perform, until such time as a successor to the President shall be elected. The Vice President shall perform other duties as from time to time may be prescribed by the Board of Directors.

Section 7. Duties of the 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 Secretary or as may be required by the President or the Board of Directors.

Section 8. Duties of the Treasurer. The Treasurer shall collect all moneys due the Association and shall have custody of all funds of the Association, pay all bills approved by the Board of Directors, and keep account of all receipts and expenditures. The Treasurer shall present a financial statement at each Board meeting and at each annual meeting.

## **Article VI. Committees**

Section 1. Establishment of Committees. Committees may be established either by the Board of Directors or by the recommendation of the Association membership subject to the approval of the Board, for any purpose appropriate to the needs of the Association. Committee chairpersons shall be appointed by the President.

Section 2. Authority and Manner of Acting. All findings and recommendations of the Association's committees are subject to the approval of the Board of Directors.

Section 3. Development Standards Review Committee. The Board of Directors shall appoint three to five members or other residents of the Association to the Development Standards Review Committee (DSRC). The Board of Directors shall consider candidates and attempt to recruit members or other residents who have appropriate skills and experience, such as community planning, architecture, engineering, building contracting, land development, and real estate. At least two members of the DSRC shall be on the Board of Directors, while at least one member or other resident on the DSRC shall not be on the Board of Directors. The membership of the DSRC shall be appointed annually by the Board of Directors and shall serve at the discretion of the Board of Directors. Members may serve unlimited terms on the committee. The DSRC shall elect its own chairperson and whatever other officers it deems necessary to carry out its

responsibilities. Time being of the essence in development reviews, if any member of the DSRC is unable to consider a development application within ten business days of its submission to the President, the President shall appoint another member of the Association as a temporary substitute. If any member of the DSRC has a financial or personal interest in a development application, the President shall likewise appoint another member of the Association as a temporary substitute.

The responsibilities of the DSRC shall be:

1. To review applications for permits and for development in Upper Las Colonias to recommend whether such development meets the development standards of the Upper Las Colonias neighborhood,
2. To report to the Board of Directors regarding any permit application and proposed development which does not meet the development standards of the Upper Las Colonias neighborhood,
3. To assist the President or Secretary of the Board of Directors in providing formal input to the County of Taos regarding proposed development in Upper Las Colonias, and
4. To receive, process, and summarize for the Board of Directors any complaints or concerns which are submitted by Association members regarding current or proposed land use or development, including but not limited to such issues as lighting, animals, roads, land use or buildings.

### **Article VII. Indemnification of Directors and Officers**

Each Director and Officer of the Association now and hereafter in office and their heirs, executors and administrators, shall be indemnified by the Association against all liabilities, costs, expenses and amounts, including counsel fees, reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit, proceeding or claim to which the Director or Officer may be made a party, or in which the Director or Officer may be or become involved by reason of the Director's or Officer's acts of omission or commission, or alleged acts as such Director or Officer, or subject to the provisions hereof, any settlement thereof, whether or not the Director or Officer continues to be such Director or Officer at the time of incurring such liabilities, costs, expenses, or amounts; provided that such indemnification shall not apply to liabilities incurred

with respect to any matter in which such Director or Officer shall be finally adjudged in such action, suit or proceeding or have been individually guilty of willful misfeasance or malfeasance in the performance of the duties as such Director or Officer; and provided, further, that the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suits, action, proceeding or claim, when, in the judgment of the Board of Directors of the Association, such settlement and reimbursement appear to be for the best interest of the Association. Indemnification pursuant to this Article shall be reduced by the amount of any other indemnification or reimbursement of such Officer or Director of the liability and expense to which indemnification is claimed. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such Director or Officer may be entitled under any statute, agreement, or otherwise. Expenses incurred with respect to any claim, action, suit or other proceedings of the character described in this Article may be advanced by the Association prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount, unless it shall ultimately be determined that she/he is entitled to indemnification under this Article.

### **Article VIII. Monetary matters**

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

Section 2. Compensation Prohibited. No member, director, or officer will receive, directly or indirectly, any compensation or pecuniary benefit from the association, except that the Association, at the discretion of the Board of Directors, may reimburse them for expenses incurred on behalf of the Association.

### **Article IX. Parliamentary authority**

*Robert's Rules of Order Revised* (1915), as presented in the Robert's Rules Online web site (<http://www.rulesonline.com/>) shall govern the Association in all cases in which they are applicable and in which they are not in conflict with these bylaws.

## **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 exclusively for such charitable or educational purposes as shall be wholly within the limitations of Section 501(c)(3) of the Internal Revenue Code or any applicable corresponding section of the law.

## **Article XI. Bylaws Amendment**

These bylaws may be amended by the Board of Directors with a majority vote of the full Board on an annual basis.

\_\_\_\_\_(Signature on file)  
President

\_\_\_\_\_(Signature on file)  
Secretary