

QUINTESSENCE NEIGHBORHOOD ASSOCIATION BY-LAWS

Article I - Name

The name of this group shall be the Quintessence Neighborhood Association (QNA), hereafter referred to as the Association.

Article II - Purpose

Section 1. The purpose of the Association shall be to enhance that area of the City of Albuquerque, Bernalillo County, State of New Mexico bounded on the West by Holbrook, bounded on the North by Coronado Avenue, bounded on the East by Eubank Blvd., and bounded on the South by Larnaca Rd. and by the lots on both sides of Alexandria Rd., hereinafter referred to as the Quintessence area, to promote a better neighborhood and community through group 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 may include, but are not limited to, sponsoring cooperative planning, research, fundraising, and public education programs, as they are deemed necessary.

Section 2. 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.

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 Quintessence area. There shall be one (1) voting membership for each paid address.

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

Section 4. Voting privileges for QNA membership consists of being current in yearly dues and limited to one (1) vote per address, which may be split proportionally between any two residents of the address over the age of 18 that attend any meeting where voting is required. Membership shall be verified prior to voting.

Section 5. Membership dues shall be \$20 per year.¹ Dues will not be prorated, but new memberships shall be available at anytime. Memberships expire annually on the last day of March.

Section 6. The Association shall conduct an annual enrollment of members in the month of April.

Section 7. Each membership of the Association shall receive a receipt for membership dues, 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 persons who are members of the Association, four (4) of whom shall be the elected officers and five (5) of whom shall be elected Directors-at-Large. Officers of the Association shall be President, Vice President, Secretary, and Treasurer. The position of Vice President for Special Affairs¹ can be appointed at the discretion of the QNA Board.

Section 2. Members of the Board of Directors shall serve for a term of one (1) year or until successors are duly elected or appointed. Members of the Board of Directors are eligible for reelection. Any member of the Board of Directors who is absent for two (2) consecutive Board of Directors' meetings may be subject to removal by a majority vote of the Board of Directors. Vacancies in any office or directorship shall be filled for the balance of the term thereof by a majority vote of the Board of Directors.

Section 3. The election of Board of Directors including officers shall take place annually at the time and place of the regular annual meeting.

- a. Nominations will be accepted by the Board of Directors prior to the annual meeting. Nominations will also be accepted from the floor.
- b. Nominations must be accompanied by the written or oral consent of the nominee.
- c. Nominees must be members of the Association, and any member shall be eligible for office. The Board of Directors encourages nominations from all areas of Quintessence.
- d. The election shall be by voice vote, except when multiple nominations for one office or nominations exceeding the number of directors at large have been made, in which event the election shall be by written ballot or show of hands.
- e. Candidates who receive a majority of votes from voting members present shall be elected.
- f. Directors and officers shall assume office at the end of the annual meeting or when elected.
- g. Board members may hold more than one Board position.¹

Section 4. Any elected officer or board member may be removed from office by a majority of the membership, whenever, in its 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.

Article V - Duties of the Officers

The duties of the officers shall include but 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 be an Ex-Officio member of all the committees. 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, removal from office or resignation of the President until such time as a successor to the President is elected. The Vice President shall perform all other duties incident to the office of the Vice President or as may be required by the President or the Board of Directors.

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. Meeting minutes and correspondence of the Association shall be available to the membership.

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. The funds, books, and vouchers in the treasurer's hands shall, with the exception of confidential reports submitted by members, at all times be subject to inspection by any member of this association. At the expiration of his/her term of office, the treasurer shall immediately deliver to his/her successor all books, money and other property of the association.

Section 5. **Vice President for Special Affairs:** The duties for this position shall be defined by the QNA Board as needed.¹

Article VI - Committees

Section 1. The membership may establish necessary committees at any meeting. The President may also establish such committees. Committee chairpersons shall be appointed by the committee members.

Section 2. No report or other action of any committee 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.

Article VII - Meetings

Section 1. The Board of Directors shall meet as necessary, but at least twice a year, to conduct the business of the Association at such time and place as determined by its members. The date and place of the Board shall be announced to the General Membership whenever possible.

Section 2. Regular meetings of the general membership shall be held at least annually in the month of April, unless otherwise directed by the Board of Directors.

Section 3. The regular meeting held in April shall be known as the Annual Meeting. The Association will make reasonable attempts to give prior written notice to every address within the Association boundaries by mail, delivered handbills, or a number of posted signs or a combination of thereof.

Section 4. The Annual Meeting shall be for the purpose of electing Board Members, receiving Annual Reports of Officers and Committees, collecting annual dues, and other business as determined by the Board. The order of business as stated in the printed agenda may be altered or suspended at any meeting by a majority vote of the voting members present. Guidelines for the agenda format are as follows:

1. Call to order.
2. Reading of minutes of previous meeting.
3. President's Message.
4. Treasurer's Report.
5. Election of Board of Directors.
6. Unfinished business.
7. New business.
8. Adjournment.

Section 5. No election shall be held at a meeting of the Association unless the meeting is advertised as noted in Article VII, Section 3 above.

Section 6. Special meetings of the General Membership may be called by a majority of the Board of Directors, 25% of the 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, provided that 25% of the membership and at least 50% of the Board of Directors are present.

Section 8. All votes shall be decided by a majority of the membership present at any meeting, provided that 25% of the membership and at least 50% of the Board of Directors are present.

Section 9. The Board of Directors has the option of requiring written ballots and/or 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 all such matters shall be determined by the Board of Directors. Two signatures shall be required for any withdrawals or payments.

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.

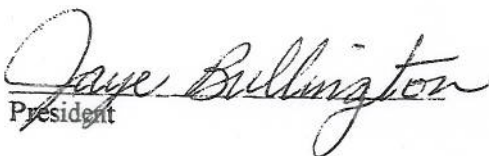
Article X - Dissolution

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 a similar purpose, as stated in *Article II*.

Article XI - Amendments

The by-laws may be amended at any regular or special meeting of the General Membership by two-thirds (2/3) vote of the membership in attendance, provided that the membership has been notified ten (10) days in advance of the meeting that amendments will be entertained at that meeting.

I certify that the foregoing By-laws were adopted and ratified by the members of the Quintessence Neighborhood Association on the 24th day of April, 2008 and adopted and ratified by the Board of Directors at a meeting held on the 11th day of June 2008.


President

for  VP/TREAS.
Secretary

¹ By-Laws amended by vote at General Membership Meeting 4/24/2008