

BYLAWS OF THE LOWER RIO PUEBLO NEIGHBORHOOD ASSOCIATION

ARTICLE I. NAME AND LOCATION

Section 1. Name. The name of this organization is Lower Rio Pueblo 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 services extend from: See exhibit A attached hereto and made a part hereof.

ARTICLE II. PURPOSE

The Association is organized for the purpose of protecting the health, safety and quality of life in the area in keeping with its environmental, cultural, historical and social needs; promoting a better neighborhood and community; and engaging in any lawful act or activity for which corporations may be organized under the Nonprofit Corporation Act.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. Any person who is a resident or who owns property within the boundaries of the Association shall be eligible to become a member.

Any person or legal entity who owns commercial property or operates a place of business within the boundaries of the Association shall be eligible to become a member.

Only those members who have paid their dues in full are eligible to vote or be elected to the Board of Directors.

Section 2. Dues. Members are encouraged to make minimum annual donations of \$20.00 per membership. Dues are to be sent to the Association Treasurer by January 31st of each year.

Section 3. 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 February. Additional meetings of the membership may be called by a majority vote of the Board of Directors or by 30% of the voting membership. Normally thirty (30) days' notice shall be given to members by mail, hand delivered notices, prominently placed signs or by 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 4. Voting. Each residential or business member shall be entitled to one (1) vote, regardless of the number of properties and businesses owned or operated. Members must be present at membership meetings to place a vote, unless proxy votes have been approved by the membership or by the Board of Directors for specific agenda items. If proxy votes are approved, they are to be sent to the Secretary. All motions and elections will be decided by a majority vote of members present 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 (5) persons.

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

Section 3. Term of Directors. Directors shall be elected for a term of two (2) years. Directors may serve an unlimited number of terms.

Section 4. Election of Directors. Directors will be nominated by the nominating committee (see Article VI, Section 3) and will be elected at the annual meeting of the voting membership by voice vote, unless there are more nominations than vacancies, in which case the vote will be taken by written ballot.

Section 5. Interim Vacancies. Vacancies which occur on the Board between annual meetings will be filled by a majority vote of the Board of Directors, until the next annual meeting when that Directorship shall be filled by membership vote as usual.

Section 6. Board Meetings. A board meeting will be held immediately after each annual meeting at which time the new 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 the Board of Directors. At least two (2) weeks' notice should be given Board members.

Section 7. 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.

Section 8. 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 or clearly should have sought and obtained, acted in good faith and in accordance with his or her best judgment.

Section 9. Removal, Resignation and Nonattendance. A Director may be removed by a vote of two-thirds of the present quorum of the Board of Directors for any reason with notice given to that effect. Any Director may resign by filing a written notice or 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 Board. When a Director has missed three (3) consecutive Board meetings, removal for nonattendance shall be automatic, unless at the next regularly scheduled Board meeting the Board, by majority vote, acts to reinstate said Board member.

Section 10. Meetings Open to Members. All Board meetings shall be open to any member of the Association. Meeting announcements shall be posed in a newspaper or in the Association's newsletter.

ARTICLE V. OFFICERS OF THE BOARD OF DIRECTORS

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 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, to include the signing of documents, 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 Association membership or by the Board of Directors. Committee chairpersons shall be appointed by the President.

Section 2. Authority. No report, recommendation, or other action of any committee of the Association shall be considered as the act of the Association unless and until it shall be approved by the Board of Directors and by the Association members. It is understood and appropriate that the Board shall manage the day to day affairs of the Association, but is bound to bring matters of policy to the members for approval.

Section 3. Nominating Committee. The Board of Directors shall appoint a nominating committee of three (3) members of the Association. The chairman of the nominating committee shall be a member of the Board of Directors. The nominating committee shall entertain suggestions for Directors and shall provide a single slate of candidates to be voted upon by the general membership at the annual meeting.

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 he/she may be made a party, or in which the Director may be or become involved by reason of the Director'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 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 he/she 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 Newly Revised 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.

s/ David Noll
President

s/ Irene S. Gates
Secretary