

BY-LAWS
OF
CHERRY HILLS CIVIC ASSOCIATION

ARTICLE I
NAME

The name of the corporation shall be known as: Cherry Hills Civic Association.

ARTICLE II
PURPOSE

The purpose of this Association is to provide a medium for communication, exchange of information and a consolidated voice on matters affecting residents of the Cherry Hills area.

ARTICLE III
OBJECTIVES

The objectives of the Association are to:

- a. Advance the interests of members of the Association.
- b. Promote awareness and further understanding of the desires and needs of the members.
- c. Assist groups and agencies in responding to interests of the members.

ARTICLE IV
DEFINITIONS

The following words when used in these By-Laws, or any amendment thereof, shall have the following meanings:

- a. Articles shall mean the Articles of Incorporation of the Association.
- b. Association shall mean the Cherry Hills Civic Association.
- c. Board shall mean the Board of Directors of the Association.
- d. Cherry Hills Area shall mean that area bounded by Harper Road on the south, Ventura Street on the east, the south edge of the Public Service Company of New Mexico Easement on the north, and Wyoming Boulevard on the west in the City of Albuquerque, County of Bernalillo, State of New Mexico. (All street references are from the centerline.)

- e. Residence shall mean any single family dwelling unit within the Cherry Hills Area.
- f. Occupant shall mean adult members over the age of 21 years who are heads of household of each residence.

ARTICLE V **MEMBERS**

Section 1. Membership

- a. There shall be two types of memberships in the Cherry Hills Civic Association, regular and business.
- b. Any person who is a resident of or who owns property within the boundaries of the Cherry Hills area shall be eligible to become a regular member of the Association.
- c. Any person or legal entity who operates a place of business within the boundaries of the Cherry Hills area shall be eligible to become a business member of the Association. Each business shall be eligible for one vote.
- d. Dues shall be \$10.00 for the first two eligible adults which maintain residence or ownership of property in the Cherry Hills area. Dues for all other adults maintaining residence or ownership shall be \$10.00 each.
- e. Dues for a business membership shall be \$10.00.

Section 2. Rights of Membership

The rights of membership are (a) voting, (b) participation in Association affairs.

Section 3. Meetings

The annual meeting of members of the Association shall be held during the month of December of each year in the Albuquerque metropolitan area at a time and place fixed by the Board on notice duly given every household and place of business within the Cherry Hills area. Special meetings of the members shall be held at a time and place fixed by the President and may be called by an officer or two directors, or by members having the right to cast one-fourth of the votes, on notice duly given to each member. A majority of members present at any meeting will carry any motion of the Association.

Section 4. Notice of Meetings

Notice of meetings shall be given at least seven (7) days prior to the meeting. Except for the annual meeting, such notice can be waived by those who may call a meeting. Notice shall be deemed duly given by delivered handbills, posted signs, or US mail delivery.

Section 5. Voting Rights

Each member shall have one vote.

ARTICLE VI **BOARD OF DIRECTORS**

Section 1. Number and Tenure

The number of Directors of the initial Board of Directors shall be six (6). The initial Board shall serve until the first annual members' meeting or until their successors are elected and qualified. At the first election of the Directors, the members shall elect six (6) Directors. The six Directors shall by lot, divide themselves into three (3) classes, two with a tenure of one year, two with a tenure of two years and two with a tenure of three years. Thereafter, two (2) Board members shall be elected from among their number, and the vice president shall act as president in the absence of the president.

Section 2. Qualification, Removal, Vacancies

Directors must be members of the Association and shall hold office until their successors are elected and qualified. A director may be removed with or without cause by a majority vote of the members at any meeting, or may resign. Vacancies shall be filled by appointment by the remaining Directors then in office until the next members' meeting when an election for a new member of the Board of Directors can be accomplished for the unexpired term.

Section 3. Meetings

The Board of Directors meetings shall be held as necessary and may be held at the call of any two members of the Board of Directors on notice duly given to each Director at least three (3) days prior to the meeting. Presence of three (3) Directors shall constitute a quorum. Each Director shall have one (1) vote. The Directors shall manage the affairs of the Association as necessary.

Section 4. Nomination and Election of Directors

The members shall elect Directors in the following manner: At least twenty (20) days prior to each member meeting at which Directors are to be elected, the nominating committee shall nominate as many persons for Director as it wishes, but not less than the number of Directorships to be filled. The nominations will be given to the Secretary who will prepare a ballot describing the vacancies to be filled. The ballots will be provided, one per member, to persons on the rolls of the Association as of the first day of the month preceding the month in which the election is to be held. Each member will be allowed to cast one vote for each Directorship at the meeting held to elect Directors.

Section 5. Powers

The Board shall have all power and authority necessary to adopt and promulgate regulations and to exercise all powers, duties and authority vested in the Association except those reserved to members in the Articles or By-Laws. The Board shall keep a complete record of all corporate affairs and will present a statement thereof to the members at the annual membership meeting or any special meeting upon request by one-fourth of the voting members. The Board shall also supervise all officers and agents of the Association to ensure that their duties are properly performed.

ARTICLE VII **OFFICERS**

Section 1. Number, Tenure, Qualifications and Vacancies

The officers of the Association shall be a president, vice-president, secretary and treasurer, and such other officers as the Board may deem proper, each of whom shall be elected annually by the Board at the annual meeting, to hold office until their successors shall be elected and qualified. An officer may be removed with or without cause by the Board, or may resign. The president and vice-president must be Directors. Vacancies and newly created offices may be filled by the Board. One person may not hold more than one office. Officers shall perform the duties and have the powers provided in these By-Laws and other such duties as assigned by the Board from time to time.

Section 2. President and Vice-President

The president or vice-president, during the absence, disability or failure to act of the president, shall be the Chief Executive Officer of the Association, and shall appoint all standing and special committees and the offices of secretary and treasurer, and shall execute and deliver all documents as may be proper, necessary or convenient for the function of the Association, and in the name of the Association.

Section 3. Secretary

The Secretary, or any assistant secretary during the absence of the secretary, shall have custody of the minute book, and membership rolls of the corporation, and shall keep the minutes of all meetings, give all notices required and when authorized, and shall execute, attest, deliver and seal documents of the Association.

Section 4. Treasurer

The treasurer or any assistant treasurer acting in the absence of the treasurer, shall have custody of all funds of the Association, property and books of account of the Association and shall keep strict account of the property received, owned and disbursed by the Association.

ARTICLE VIII **COMMITTEES**

Section 1. Standing Committees of the Association

- a. The Nominating Committee which makes nominations for Directors.
- b. The Audit Committee which supervises the annual budget and approves the annual balance sheet to be presented to the membership. The treasurer shall be an ex-officio member of the Audit Committee.
- c. Special Committees which shall be established by the president as necessary to conduct activities of the Association.

Section 2. Personnel and Tenure

Each committee shall consist of a number of members designated by the president and approved by the Board. Committee members shall serve at the discretion of the Board. The Board shall choose the chairman of each committee and the appointments announced as appropriate.

Section 3. Actions

The action of the majority of the members of a committee shall be deemed the action of the committee.

ARTICLE IX **FINANCIAL MATTERS**

Section 1. Depository and Authorization for Withdrawals and Borrowing

The depository for Association funds, the person entitled to draw against those funds, the person entitled to borrow on behalf of the Association and the manner of accomplishing these matters shall be determined by the Board.

Section 2. Pecuniary Compensation

No member or officer shall receive directly or indirectly, any assets of the Association, nor any other pecuniary benefits from the association except that they may be reimbursed for expenses incurred in behalf of the Association. No compensation shall be paid to any board member or officer of the Association.

Section 3. Receipts and Disbursements

The treasurer shall receive and deposit all monies of the Association and shall disburse such funds as directed by resolution of the Board. The treasurer shall be one of the signators on all checks of the Association. For all checks above the amount of One Hundred Dollars (\$100.00) a second signature of another officer of the Association shall be required.

Section 4. Dues and Initiation Fees

The Board shall determine and establish dues and initiation fees sufficient to conduct activities of the Association on a balanced budget basis.

ARTICLE X
INDEMNITY

The Association shall indemnify each Member, Director, Officer, and Committee Member of the Association, and their heirs, successors, devisees, legal representatives and assigns, against expenses and liabilities reasonably incurred in connection with any action, suit or proceeding in which the Member, Director, Officer, or Committee Member is involved or made a party by reason of being or having been such, except in relation to matters as to which the indemnitee shall be adjudged to be liable for negligence or misconduct in the performance of duty to the Association. The foregoing right of indemnification shall not be exclusive of other rights to which a Member, Director, Officer or Committee Member may be entitled as a matter of law and shall include reimbursement of any amount and expenses paid or incurred in settling any such action, suit or proceeding.

ARTICLE XI
EXEMPT ACTIVITIES

No Member, Director, Officer, or Committee Member of the Association shall take any action, or carry on any activity, or exercise any corporate power, by or on behalf of the Association, which is not in furtherance of its tax exempt purposes and permitted to be take, or carried on, or exercised, by an organization exempt under Section 501 (c) (7) of the Internal Revenue Code and its Regulations as they now or hereafter shall exist.

ARTICLE XII
AMEMDMENTS

These By-Laws may be amended, altered or repealed by the members of the Association through voting at a meeting or by mail. A change shall be made by majority vote.

SECRETARY

PRESIDENT