

## **Bylaws of the Stagecoach Neighborhood Association**

### **ARTICLE I. NAME AND LOCATION**

#### **Section 1. Name**

The name of this organization is Stagecoach 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**

Stagecoach Neighborhood Association, hereinafter called the “Association,” is bordered on the south by Highway 64; on the east by the eastern edge of the Tune Tract extending from Highway 64 to the northern corner of the Tune Tract; on the north by the northern edge of the Tune Tract extending from its northeast corner to its northwest corner and from this point to the middle of the Manby Springs parking lot and the edge of the Rio Grande Gorge; on the west by the edge of the Rio Grande Gorge extending from the Manby Springs parking lot south to the northern corner of Pueblo lands, then cutting diagonally back to Highway 64. The Stagecoach Neighborhood Association is primarily a mix of residential and agricultural use lands, with limited commercial development along a 600-foot corridor along Highway 64.

### **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 dedicated to peaceful enjoyment of the area; 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**

There shall be a single type of membership in the Association. Any person who owns property within the boundaries of the Association (hereafter known as “property owner”) shall be a member. In addition, the person who heads the Stagecoach Hills Road Maintenance Association (SHRMA) shall be an automatic member of the Association, regardless of where he/she owns property.

Renters within the boundaries of the Association have the following privileges and restrictions:

- 1) They can attend the meetings described in Article III. 3, though they cannot request that a special meeting be held.
- 2) They can access the SNA website, a public site, and, upon the list-serve manager's approval, they can also become members of the list-serve. As such, they can post messages and respond to messages provided that they comply with guidelines regarding politeness, language, and respect of other list-serve members. The list-serve manager reserves the right to remove any members who do not observe these guidelines.
- 3) Renters can voluntarily contribute to the SNA optional annual dues (Article III.2) or to any other voluntary contribution or fund-raising efforts initiated by the SNA board.
- 4) Renters cannot vote on motions at meetings or in SNA elections (Article III.4).
- 5) Renters cannot serve as SNA directors (Article IV.)
- 6) Renters may attend board meetings (Article IV.10) and, subject to approval by the SNA president or other presiding officer, can place an item on the meeting agenda.
- 7) Renters may not suggest by-law revisions (Article IV.11).
- 8) Renters may serve on SNA standing or special committees that are formed by the board (Article VI).

## **Section 2. Dues**

Dues shall be \$20.00 per year for members. Dues are voluntary and are not a requirement for voting. Each member of the Association shall receive a receipt for membership dues that shall serve as evidence of membership.

## **Section 3. Meetings of Membership**

The annual meeting of the membership will be held the second Saturday of October. A second membership meeting will be held in the spring and additional membership meetings will be held as deemed necessary by the Board or if requested by five or more SNA members. The spring meeting will be held on a Saturday during April, the date to be announced at least two weeks in advance.

An agenda of each meeting shall be mailed out no less than two weeks prior to the scheduled meeting, if possible. Notification of meetings shall be given by email and telephone, and when the budget permits, by mail. Notice shall also be given by prominently placed signs, as well as notices, when possible, in the newspaper and on the local radio station. No election of regular Board members and officers shall be held at a meeting unless prior notification has been given, although the Board may fill temporary vacancies at its regular meetings.

#### **Section 4. Voting**

Each property owner shall be entitled to one (1) vote, regardless of the number of properties owned. Valid votes will be by members attending the meeting or sending in their votes to a Board member by mail or email (votes must be signed). Members may also write in candidates as long as those candidates are SNA members. All motions and elections will be decided by a majority vote of valid votes cast.

### **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 four or more directors. If five people cannot be found who are willing to serve, the Board can operate with four directors. A five, or more, member board is preferred. In the case of four members or any even number, the President's vote will not be counted in the case of a tie. If a Board is operating with four directors, the Nominating Committee's task will make every effort to find a candidate to bring the number to five by the October elections of the year in which the Board has lost members.

#### **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**

The members of the Board of Directors shall serve two-year terms. The Board is composed of four officers serving at least a one-year term. The officers are also encouraged to serve two-year terms. Directors may not serve more than two consecutive terms, with a minimum of two years passing before such person may seek Board membership again.

#### **Section 4. Election of Directors**

Directors will be nominated by the nominating committee, as well as by nominations made by the membership at the annual meeting. The election shall be 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 that occur on the Board between annual meetings will normally be filled by nominations from the nominating committee and voted on at the next Board of Directors' meeting. These interim Board members shall serve out the term of the Director they are replacing. However, if it is found to be difficult to find interim Board members to fill vacancies, the Board may appoint a temporary Board member at its regular meeting.

### **Section 6. Board Meetings**

Board meetings shall be held no later than two weeks prior to the scheduled membership meetings. Additional meetings may be called at any time by the President, or upon the request of the majority of the Board of Directors. Minutes of the Board meetings shall be posted on the SNA website.

### **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.

### **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**

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 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. However, a Director may be excused from attendance for a period of time upon request.

The Board can recommend removal of a Board member, subject to a two-thirds vote of approval by the entire membership.

### **Section 10. Meetings Open to Members**

All Board meetings shall be open to any member of the Association. Notice of Board meetings shall be made by email and by a notice posted on the community bulletin board at the entrance to Tune Drive. Any member may request to place an item on the Board agenda by contacting the President.

### **Section 11. By-Law Revisions**

By-law revisions may be suggested by any member. The member should notify the President of the Board of Directors of any desired changes or additions so revision of Bylaws can be added to the agenda of a membership meeting. At that meeting, the general membership will discuss and vote on the proposed changes.

## **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 of Directors**

The Board of Directors shall elect its officers at its first meeting after the annual membership meeting and Board member elections.

### **Section 3. Term of Office**

The officers shall serve for one year at least, and are encouraged to serve for two (2) years.

### **Section 4. Removal of Officer**

The Board of Directors may recommend the removal of an officer at a quarterly or annual meeting. The Board shall give reasons for removal, and the membership must approve the action by two-thirds of all valid votes cast.

### **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 a written 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 shall 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 monies 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**

Standing committees and their members shall be established at the membership meetings by a vote of the membership. Ad hoc committees shall be established at the discretion of the Board of Directors to address special issues. The committee chairperson shall be selected by the committee members.

**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 it is approved by the general membership. 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 nominating committee shall seek suggestions for the Directors and provide a recommended slate of candidates to be voted upon by the general membership at the annual meeting.

**Section 4. Welcome Committee**

The welcome committee shall make personal visits to residents who are new to the neighborhood. The committee shall also make visits for other reasons such as deaths, births, losses or other situations that may arise.

**Section 5. Long-term Infrastructure Committee**

The long-term infrastructure committee shall study and work with County personnel in planning long-term needs within the Association, such as road maintenance, fire protection, water supply, and other infrastructure issues that arise. The committee shall bring its findings and recommendations before the Board of Directors.

**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 or she may be made a party, or in which the Director or Officer may be or become involved by reason of the Director 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 a majority of the entire membership of Stagecoach Neighborhood 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 the Article may be advanced by the Association prior to the final disposition thereof upon receipt of any undertaking by or on behalf or 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 Board of Directors will establish a signature bank account under which three officers are authorized to sign checks. Checks will require the signatures of two of the three authorized officers to access funds and pay payables. Any action resulting in legal and financial issues will be brought before the membership for a simple majority vote of approval.

### **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 education 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 general Association membership with a majority vote of the entire membership.

President \_\_\_\_\_

Secretary \_\_\_\_\_

Revised October 9, 2010