

# 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 and Boundaries

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, communications, social events, neighborhood maintenance, and public education programs, as they are deemed necessary. A map outlining the Association boundaries is attached to these bylaws as Exhibit 1.

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 and Voluntary Dues

Section 1. Membership is open to all individuals who are 18 years of age or older who live full-time (renters included), own property, or own a business within the boundaries of the Association, as stated in Section 14-8-2-3(B)(2) of the City of Albuquerque Neighborhood Association Recognition Ordinance (NARO). There shall be one type of membership in the Association, a general membership.

Section 2. Each individual who is a member shall have a maximum of one (1) vote. Membership may be verified prior to voting.

Section 3. Each full-time resident over 18, property owner, or business owner within the Association boundaries who chooses to become a member must provide the Association with an affirmation of membership.

Section 4. Dues are voluntary for members and are not a prerequisite for either membership or voting, pursuant to Section 14-8-2-3(B)(4) of NARO. Voluntary dues shall be set by the Board of Directors.

Section 5. The Association shall conduct an annual enrollment of members in the month of April. Memberships expire annually on the last day of March. The Association shall allow ongoing membership enrollment. Voluntary payment of dues and member donations can be made at any time.

## 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 an odd number not less than five (5) nor more than nine (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.

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 may be subject to removal by a majority vote of the Board of Directors or by a majority of the membership, whenever, in the judgment of the Board of Directors or the membership, the best interest of the Association would be served thereby, provided that notice of intent to remove shall be furnished to the Director in writing at least five (5) days prior to the meeting at which the action is to be discussed. Vacancies in any office or directorship may 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 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, pursuant to Section 14-8-2-3(B)(2) of NARO. 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, and except as provided in Article VII, Section 5.
- e. Candidates who receive a majority of votes from voting members present shall be elected.
- f. Directors shall assume office at the end of the annual meeting or when elected.
- g. Officers shall be chosen by the Board at their first meeting immediately following the Annual Meeting.

#### 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 NARO.

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.

#### 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 meetings shall be announced to the members of the Board of Directors. All votes of the Board of Directors shall be decided by a majority of the Directors present at any meeting, provided that at least 50% of the Board of Directors are present.

Section 2. Regular meetings of the general membership of the Association 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 notify the City of Albuquerque Office of Neighborhood Coordination of this meeting and make reasonable attempts to give prior written notice of the Annual Meeting to every address within the Association boundaries at least two (2) weeks in advance.

- (a) Notice shall be given by placement of one or more signs at prominent locations within the Association boundaries and by one of more of the following methods: U.S. mail, delivered handbills, website, social media posting, e-mail, text, or other electronic message delivered to the known address of each member, pursuant to Section 14-8-2-3(B)(5) of NARO.

Section 4. The Annual Meeting shall be for the purpose of electing Board Members, receiving Annual Reports of Officers and Committees, collecting voluntary 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 or voting shall be held at a meeting of the Association unless the meeting is advertised through the methods described in Section 3(a) above. Each affirmed member shall be afforded the ability to vote at the Annual Meeting in person only, pursuant to Section 14-8-2-3(B)(8)(b) of NARO.

For elections and voting at other regular or special meetings, the Board of Directors may determine the manner of voting by affirmed members from among one or more of the following methods: in-person, mailed paper ballots, or electronic means, pursuant to Section 14-8-2-3(B)(9) of NARO. A virtual online meeting may be used for an in-person vote, but in such case, votes must be recorded via a roll call vote, pursuant to Section 14-8-2-3(B)(8)(c) of NARO.

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 at least seven (7) days' notice of any such meeting through the methods described in Section 3(a) above.

Section 7. Members present at any Annual, regular, or special Membership Meeting shall transact the business at any such meeting, provided that 10% 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 Annual, regular, or special Membership meeting, provided that 10% 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 member 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 agreed upon by the Board of Directors.

#### 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 seven (7) days in advance of the meeting that amendments will be entertained at that meeting.

I certify that the foregoing Bylaws were adopted and ratified by the members of the Quintessence Neighborhood Association at the Annual Meeting on the 20<sup>th</sup> day of April, 2023 and were adopted and ratified by the Board of Directors at a meeting held on the 1<sup>st</sup> day of May, 2023.

*Andrea Landaker*

Andrea Landaker, President

*5/1/2023*

Date

*Barbara E. Cohen*

Barbara E. Cohen, Vice-President

*5/1/2023*

Date

Exhibit I

Google Maps Quintessence



Map data ©2023 Google 500 ft