

**BYLAWS OF THE
RANCHOS DE TAOS NEIGHBORHOOD ASSOCIATION**
(Rev. 10.14.2022)

Article I - Name and Location

Section 1. Name. The name of this organization, a New Mexico Nonprofit Corporation, is the Ranchos de Taos Neighborhood Association, hereinafter referred to as “the Association.”

Section 2. Location. The location of the Association is in Ranchos de Taos, Taos County, New Mexico.

Section 3. Boundaries. The boundaries of the neighborhood which the Association serves are described in the neighborhood zoning map attached hereto as Exhibit A.

Article II. Purpose and Goals

The Association is organized to protect the unique character of Ranchos de Taos, promoting the health, safety, and quality of life in the area in keeping with its environmental, cultural, historical, and social needs; to promote a better neighborhood and community; and to engage in any lawful act or activity for which corporations may be organized under the Nonprofit Corporation Act. Our goals include preservation and protection of agricultural land use and the acequia system, as well as sustainable development. The Association may advise Taos County and other entities regarding matters affecting the Ranchos de Taos area, in accordance with statute, rules and regulations.

Article III. Membership

Section 1. Eligibility .

1a. Any person aged at least 18 years old who is a resident, property owner or business owner within the boundaries of the Association shall be considered a category 1 full voting member as described in Section 5 below.

1b. Any person aged at least 18 years old who is a resident, property owner or business owner outside the boundaries of the Association, but within the boundaries of El Valle de los Ranchos Water and Sanitation District (Llano

Quemado, Talpa, Cordillera and Los Cordovas), shall be considered a category 2 voting member, allowed to vote except on issues explicitly limited by statute, rules or regulations to those who live within the boundaries of the Association.

1c. Any other person who shares interest in the Ranchos de Taos Neighborhood Association's purpose and goals may join as a category 3 non-voting member.

Section 2. Membership Roster. The membership roster shall be kept as current as feasible by the Secretary of the Association.

Section 3. Financial contributions. Members are encouraged to make financial contributions to the Association or to advertise on the Association's website.

Section 4. 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 November. The Annual Meeting may be held electronically for safety purposes. Additional meetings, in person or electronically, of the membership may be called by a majority vote of the Board of Directors or by a petition signed by 50 members and delivered to either the President or Secretary of the Board. Normally ten (10) days notice shall be given to members and tenants by U.S. mail, email, Ranchos de Taos Neighborhood Association website, and community notices such as prominently placed signs, newspaper, social media and telephone. However, the Board may, in order to meet imposed deadlines, shorten the notice period. An agenda of the annual meeting shall be available at least three (3) days prior to the meeting. A quorum of the Association membership shall be those in attendance, in person or electronically. All Association meetings are open to the public.

Section 5. Voting. Each category 1 or 2 member shall be entitled to one (1) vote, regardless of the number of properties owned. Members must be present at membership meetings, in person or electronically, to place a vote, unless proxy votes have been approved by the Board of Directors for specific agenda items. Proxies shall be submitted to the President by email or in writing at least twenty-four hours in advance of the meeting. All motions will be decided by a majority vote of members present in person, electronically, or by proxy 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 and no more than nine persons.

Section 2. Qualifications. Individuals meeting qualifications for category 1 or 2 membership, as defined in Article III., Section 1., must constitute at least two thirds ($\frac{2}{3}$) of those elected as Directors. Only Board members who are category 1 members may vote on matters restricted by rules or regulations, including those with the Taos County Planning Department. The Board seeks representative diversity of the Ranchos de Taos community.

Section 3. Term of Directors The Board of Directors will serve staggered one (1) and two (2) year terms, to be decided by the Board of Directors. Directors may serve an unlimited number of terms. Directors will be chosen at the first Board meeting following the Annual Membership Meeting.

Section 4. Nominations Members are encouraged to nominate themselves or willing others who share the Association's Purposes and Goals. Nominations will be accepted and reviewed by the Board throughout the year.

Section 5. Elections The Board of Directors shall elect their members at the first Board meeting following the Association Annual Membership Meeting.

Section 6. Interim Vacancies. Vacancies which occur on the Board of Directors between annual meetings may be filled by a vote of the Board of Directors. A person elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 7. Board Meetings. A Board meeting will be held within a month after each annual meeting at which time the newly elected 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 Board Directors. At least two (2) days' notice shall be given Board members.

Section 8. Quorum and Manner of Acting. The quorum needed for the Board to meet and transact business shall be a majority of the Board, in person or electronically, 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. It is understood and

appropriate that the Board shall manage the day-to-day affairs of the Association, but is required to bring alterations in general policies to the entire membership for consideration.

Section 9. 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 acted in good faith.

Section 10. Removal, Resignation, and Nonattendance. A Director may be removed by a vote of two thirds of the entire Board of Directors for any reason with notice given to that effect. Any Director may resign by filing a written notice of 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 President. 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 of the entire Board, reinstates said Board member.

Section 11. Open Meetings. All Board meetings, except executive sessions, shall be open to the public. Meeting announcements shall be posted on the Association's website or delivered by email, with at least two (2) days notice.

Article V. Officers of the Association

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 a term of one (1) year. Directors may serve an unlimited number of terms. The first Board of Directors will serve staggered one (1) and two (2) year terms, to be decided by the Board of Directors.

Section 4. Removal. An elected officer may be removed from office by a majority of the entire 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 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 incidental 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. Committees may be established either by the Board of Directors or by the recommendation of the Association membership subject to the approval of the Board, for any purpose appropriate to the needs of the Association. Committee chairpersons shall be appointed by the President.

Section 2. Authority and Manner of Acting. All findings and recommendations of the Association's committees are subject to the approval of 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 the Director or Officer may be made a party, or in which the Director or Officer may be or become involved by reason of the Director's 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 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 she/he 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 monies 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 Revised (1996, by the Constitution Society) as presented in the public domain website: <https://robertsrules.org/robertsrules.pdf>, 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 of the full Board on an annual basis.

President XddDj

Date Approved

Secretary

Date Approved