

**BYLAWS
OF THE
TAYLOR RANCH NEIGHBORHOOD ASSOCIATION, INC.**

As approved by the general membership on October 3, 2023

Article I THE ASSOCIATION	
Section 1. NAME	The name of the association shall be Taylor Ranch Neighborhood Association, Inc. (hereinafter referred to as the association).
Section 2. INCORPORATION	Taylor Ranch Neighborhood Association, Inc. is incorporated in the State of New Mexico under the Non-Profit Corporation Act. Its duration shall be until dissolved.
Section 3. OFFICE/S AND NOTICES	The principal office of the association shall be either the address of the post office box or a designated agent which shall be registered annually with the State of New Mexico Corporation Commission, Santa Fe, New Mexico. All notices shall be served to the association office/s as registered.
Section 4. PURPOSE	<p>The purpose of the association shall be to “Promote, Protect and Improve the Quality of Life in the Taylor Ranch Area” by:</p> <ul style="list-style-type: none"> a) Fostering a sense of community among members, b) Hearing and acting upon matters pertinent to the community, c) Presenting as an association or in conjunction with other groups, a neighborhood point of view to city, county, state, and federal agencies.
Section 5. POWERS	<ul style="list-style-type: none"> 1) In order to fulfill its purpose, the association shall have the power to: <ul style="list-style-type: none"> a) Elect a board of directors and officers of the association, b) Acquire, hold title to, use and dispose of any real or personal property, c) Contract for professional services, d) Sue and be sued, e) Dissolve itself. 2) These powers shall be vested in the general membership, board of directors, officers, and committees, as herein provided, at properly called and conducted meetings.

<p>ARTICLE I THE ASSOCIATION (cont.)</p>	
<p>Section 6. POLICIES</p>	<p>1) The basic policies of the association are that:</p> <p>a) It shall be non-commercial, non-partisan and non-sectarian,</p> <p>b) Its name or the names of any members shall not be used in any way for any purpose not approved by the board of directors.</p>

<p>ARTICLE II GENERAL MEMBERSHIP</p>	
<p>Section 1. MEMBERSHIP QUALIFICATION AND TYPES</p>	<p>1. Membership Types</p> <p>a. General Members: General membership in the association shall be open to all adult persons residing within the TRNA boundaries, to owners of real property within the boundaries, and to each place of business, within said boundaries as set forth in Article 2, Section 2 below.</p> <p>b. Affirmation of Membership Any person, real property owner, or business wishing to join as a general member must complete the "Annual Membership Form" available on the TRNA website, and return it, in either paper or electronic format, to the Membership Chair of TRNA, at the address listed on the Form.</p> <p>c. Honorary Members: The board of directors may by majority vote, declare and bestow upon adult persons, groups, or organizational entities, honorary memberships in the association. Such honorary members need not be compliant with the residency requirements for General Members, nor must they complete the "Annual Membership Form." Honorary members may not vote or hold office in the association.</p> <p>2. Renewal Requirements In the interest of keeping a membership roster of active and interested general members, the board may require annual affirmation of the "Annual Membership Form."</p>

<p>ARTICLE II GENERAL MEMBERSHIP (cont.)</p>	
<p>Section 2. BOUNDARIES</p>	<p>The Taylor Ranch area is hereby defined as that area which is bounded by the Rio Grande River on the East, Paseo del Norte on the North, the lava flow and escarpment on the West, and Western Trail/ Namaste Road NW on the South.</p>
<p>Section 3. VOLUNTARY MEMBERSHIP CONTRIBUTIONS</p>	<p>An annual suggested voluntary membership contribution amount shall be set by the general membership. Contributions will be used to fund operational expenses as set forth in the annual budget. Payment of contributions is not required for association membership/voting privileges. No refund of voluntary contributions shall be made for any reason or cause.</p>
<p>Section 4. VOTING PRIVILEGES</p>	<ol style="list-style-type: none"> 1) Every adult general member shall be entitled to cast one (1) vote in elections and other matters presented to a vote of the general membership. 2) Each general member is afforded a vote using one of the following methods: in-person, mailed paper ballot or electronic means approved by the board, except those elections held at the annual meeting, and other matters voted upon at the annual meeting, must be voted on in person. If the board approves use of a virtual, online meeting method for in-person voting, votes must be recorded via a roll call vote. 3) Votes cast by paper ballot shall be tallied by a committee consisting of two or more members of the association, and reported to the membership in writing, either electronically or in hard copy. 4) Electronic ballots shall be canvassed in a similar manner, or through another method deemed reasonable by the board. 5) Members shall be eligible to vote at all general membership meetings, however, the "General Membership Application" for new members must be received by the association not later than 14 days prior to the date of the general membership meeting to allow time to verify eligibility.

<p>ARTICLE II GENERAL MEMBERSHIP (cont.)</p>	
<p>Section 5. EXCLUSIVE POWERS</p>	<p>The general members of the association (herein referred to as members or member) shall have the exclusive power to:</p> <ul style="list-style-type: none"> a) Set and change voluntary contributions, b) Elect a board of directors, c) Approve any expense exceeding \$1,000.00 within any fiscal year, and d) Approve any capital acquisition or disposal exceeding \$1,000.00 within any fiscal year.
<p>Section 6. RIGHTS AND PRIVILEGES</p>	<p>Each member shall be entitled to:</p> <ul style="list-style-type: none"> a) A current copy of the articles of incorporation and bylaws, b) A current copy of the modified membership list, containing names only, c) Receive the association newsletter, d) Attend any meeting of the board of directors, e) Address any meeting of the board of directors, f) Become a candidate for the board of directors, subject to the qualification requirements of Article III, Section 5, g) Nominate a candidate for the board of directors, h) Serve upon any committee, except for a board committee, unless elected to the board. i) Inspect the financial and other records of the association, j) Any other rights, privileges or redress herein specified.
<p>Section 7. MEMBERSHIP LISTS</p>	<ul style="list-style-type: none"> 1) The association shall maintain a current membership list of name, address, email address and telephone number of all members as well as a modified membership list of names only. 2) This information, except the modified membership list, shall be considered confidential and be used solely for official functions of the association.
<p>Section 8. ASSOCIATION NEWSLETTER</p>	<p>The members shall be informed of the activities of and items pertinent to the association by a newsletter published or e-published as often as necessary as determined by the board of directors. It shall be mailed or emailed to the address of record and be the official notification of all actions requiring member notice with the exception of special meetings.</p>

ARTICLE II
GENERAL MEMBERSHIP (cont.)

Section 9.
GENERAL MEMBERSHIP
MEETINGS

- 1) A minimum of two (2) meetings, including an annual meeting in March and another meeting in the July through December time period, shall be held each fiscal year. The time and place of all general membership meetings shall be announced to each resident and place of business within the association's boundaries by notice posted 30 days prior to the general membership meeting upon the association's two signs, currently located on Golf Course Rd. NW, south of Petroglyph Plaza and on Montaña Rd. NW, east of Taylor Ranch Rd. NW, or upon future signs that the board may choose to erect. No election shall be held unless the meeting has been advertised to all residents and businesses as above. Additionally, the time and place of each general membership meeting shall be communicated to each general member via email address on file and/or by paper or electronic newsletter sent at least 30 days prior to the general membership meeting.
- a) Prior notice shall be given.
 - b) Robert's Rules of Order shall govern the proceedings.
 - c) A written agenda shall be available to all attendees.
 - d) Ten percent (10%) of the members shall constitute a quorum to transact business.
 - e) All resolutions shall be by affirmative majority vote.
- 2) Report to the City Office of Neighborhood Coordination (ONC). No later than sixty (60) days after the annual meeting, the officers of the association shall submit an annual report to the ONC, including all information required by Section 14-8-2-3 (C) of the City ordinance as currently required or as may be amended in the future.

Section 10.
SPECIAL MEETINGS OF THE
GENERAL MEMBERSHIP

- 1) Special meetings may be called by:
- a) Ten percent (10%) of the members, or
 - b) A majority of the board of directors, or
 - c) The president and two (2) other officers.
- 2) Members must be notified of a special meeting of the general membership by advertisement, employing at a minimum, the email and newsletter methods listed in Article II, Section 9 herein, at least seven (7) days in advance. No more than three (3) items of business shall be considered at such a meeting.

<p>ARTICLE III ASSOCIATION OFFICES</p>	
<p>Section 1. OFFICES</p>	<ol style="list-style-type: none"> 1) Board of directors: The members shall elect a governing body of nine (9) (herein referred to as the board of directors, board, directors, or director). 2) Officers: The board shall elect from its number, officers (herein referred to as officers, officer) specifically, President, Vice- President, Secretary, and Treasurer.
<p>Section 2. TERMS</p>	<ol style="list-style-type: none"> 1. The term of office of directors shall be staggered with four (4) directors elected to in odd years and five (5) elected in even years. 2. Terms shall begin April 1 of the election year and be for two (2) years or until a successor is elected, except as vacancy shall affect this. 3. The term of office of officers shall begin May 1 of the election year and be for one (1) year or until a successor is elected except as vacancy shall affect this.
<p>Section 3. SUCCESSION</p>	<ol style="list-style-type: none"> 1. Directors may succeed themselves. 2. Officers shall not be elected to more than two (2) consecutive terms of the same office, except a greater number of consecutive terms may be served if a candidate secures two-thirds the votes of the board of directors.
<p>Section 4. COMPENSATION</p>	<p>Neither directors nor officers shall receive any remuneration for their services. However, the board may purchase goods and/or services from any member, but any decision to purchase goods and/or services shall be disclosed to the fellow board members.</p>
<p>Section 5. QUALIFICATIONS</p>	<p>Candidates for director or officer shall be voting members of the association.</p>
<p>Section 6. RESPONSIBILITIES</p>	<p>Upon election to office, in addition to the responsibilities herein described, directors and officers shall be accountable to the general members for:</p> <ol style="list-style-type: none"> a) Conducting themselves in accord with the bylaws, b) Refraining from using office for any kind of personal, professional, or public consideration or financial gain, and c) Attending general membership meetings, board of directors' meetings, and special meetings.

<p>ARTICLE IV ELECTIONS</p>	
<p>Section 1. DATES FOR ELECTION OF DIRECTORS AND OFFICERS</p>	<ol style="list-style-type: none"> 1) Board members shall be elected at the annual membership meeting each March. 2) Officers shall be elected at the board of directors meeting each April. 3) Special elections to fill vacancies shall be held when required as herein specified. 4) The board may fill director vacancies by board election, subject to the restrictions contained in Article IV, Section 5.
<p>Section 2. BOARD OF DIRECTORS ELECTION PROCEDURES</p>	<ol style="list-style-type: none"> 1) The board shall elect from its number a committee chair to form a nominating committee for director positions. This committee may include non-board members. 2) The names of the committee members and proposed nominees shall be published or e-published in the newsletter. 3) The committee chair shall present the committee's slate at the annual membership meeting. Nominations from the floor shall be accepted also. Any nominee may withdraw prior to actual vote. 4) All candidates shall be given equal time, as determined by the president, to state their qualifications. Members may comment.
<p>Section 3. MINIMUM VOTES REQUIRED</p>	<p>One (1) vote shall be cast for each vacant director position. In odd numbered years, the four (4), and in even numbered years, the five (5), candidates receiving the most votes shall be declared the official representatives to the board. Names of those elected shall be announced before the close of the General Membership Meeting and in the next newsletter.</p>

**ARTICLE IV
ELECTIONS (cont.)**

**Section 4.
RUN-OFFS**

Depending on the year (See section 3 above), the four or five candidates receiving the greatest number of votes shall be deemed elected to the board, provided however, if there is a tie vote for the final director position, there will be an immediate run-off between those tied candidates.

**Section 5.
DIRECTOR VACANCIES**

- 1) The position of director shall become vacant automatically upon the director's death, or failure to satisfy the requirements for general members set forth in Article II, Section 1.
- 2) Vacancy shall also occur upon:
 - a) Written resignation which shall become effective upon presentation to the president.
 - b) Removal by affirmative majority vote of the board at any regular or special meeting called for such purpose. At least fifteen (15) days' notice shall be given to any director proposed to be removed and shall include cause and time and place of meeting at which removal shall be discussed and voted upon. The director shall be entitled to show cause as to why he/she should not be removed.
 - c) Absence from three (3) consecutive board meetings, or four (4) in one (1) fiscal year.
 - d) Absence from two (2) general membership meetings in one fiscal year.
- 3) Any vacancy in a director position with a remaining term of more than one (1) year may be filled by a vote of the board, provided such term will run only until the time of the next general membership meeting at which the remaining term will be filled by general membership election.
- 4) If there is not a quorum at the general membership meeting, or a vacancy occurs in a position with a remaining term of less than one (1) year, the board shall elect a director.
- 5) All vacancies shall be filled by process of the election procedures herein described.

ARTICLE V
BOARD OF DIRECTORS

Section 1.
EXCLUSIVE POWERS

The powers of the board shall be those:

- a) Not exclusively reserved unto the members.
- b) Necessary to the daily operation of the Association.
- c) Provided in Article X -- Bylaw Revisions

Section 2.
BOARD MEETINGS

1) A regular board meeting shall be held once a month in no fewer than eleven (11) of the twelve (12) months of the fiscal year. The following shall apply:

- a) Prior notice shall be given.
- b) The board shall determine its rules of conduct and the president shall enforce them.
- c) A written agenda shall be available to attendees.
- d) Five (5) directors shall constitute a quorum in order to transact any business.
- e) All resolutions shall be by affirmative majority vote.

2) Special board meetings may be called by:

- a) Six (6) directors
- b) The president and two (2) other officers
- c) The vice-president, when acting for the president, and two (2) other officers.

3) No more than three (3) items of business shall be considered at such a meeting.

4) Additionally:

- a) All meetings shall be open to the members.
- b) Regardless of notice, time shall be available at all meetings, as determined by the president, for any member to address the board. However, only directors may vote.
- c) The Articles of Incorporation, Bylaws, Secretary's, and Treasurer's records shall be available at all regular meetings.

<p>ARTICLE VI OFFICERS</p>	
<p>Section 1. OFFICER ELECTION PROCEDURES</p>	<ol style="list-style-type: none"> 1) The board shall nominate from its number candidates for officer positions. Any nominee may withdraw prior to actual vote. 2) All candidates shall be given equal time, as determined by the president, to state their qualifications. Directors may comment and ask questions. 3) One (1) vote per director shall be cast for each officer position. Any tie vote shall be broken in a manner agreed to by the tied candidates. 4) Vacancies in officer positions shall be filled at the next regular board meeting, following the same procedures set for in this Section.
<p>Section 2. THE PRESIDENT</p>	<p>The president shall be the chief executive officer of the association and board of directors, and shall except as otherwise delegated:</p> <ol style="list-style-type: none"> a) Supervise the affairs of the association, b) Preside at all general membership and board meetings, c) Be an ex-officio member of all committees, but will not chair any of the standing committees, d) Represent the association and the board, e) Execute all contracts and documents in the name of the association, and f) Perform any other functions necessary to fulfill the purpose of the association.
<p>Section 3. THE VICE-PRESIDENT</p>	<ol style="list-style-type: none"> a) Act as president during a vacancy in that office until it is filled, b) Preside at general membership and board meetings in the absence of the president, c) Act as parliamentarian at meetings of the membership and the board of directors, and d) Perform other functions delegated by the president.

<p>ARTICLE VI OFFICERS (cont.)</p>	
<p>Section 4. THE SECRETARY</p>	<ul style="list-style-type: none"> a) Have custody of the corporate seal, b) Issue all certificates and affix the corporate seal as required, c) With the president, prepare a written agenda for all general membership and board meetings, d) Prepare minutes of all such meetings, e) Maintain an attendance record of each director, f) Have current secretary's records available at regular meetings, g) As directed, conduct the correspondence of the association, h) Provide a copy of secretary's records to historian, and i) Perform other functions which are appropriate to the office or as directed by the president.
<p>Section 5. THE TREASURER</p>	<ul style="list-style-type: none"> a) Receive all association funds and deposit them within thirty (30) days, b) Pay all expenses of the association in accordance with the approved budget or as approved by the board of directors within thirty (30) days of receipt, c) Maintain the financial records and supporting documents of the association, d) Have current treasurer's records available at regular meetings, e) Prepare, submit for approval and file all financial documents as required by the association or law, f) Provide a copy of treasurer's records to the historian, g) Serve as committee chair of the budget committee, and h) Perform other functions which are appropriate to the office or as directed by the president.
<p>ARTICLE VII HISTORIAN</p>	
<p>Section 1. PURPOSE</p>	<p>There shall be an association historian in order to prepare and maintain a history of the association and to provide for ongoing central maintenance of the association's legal and historical documents.</p>
<p>Section 2. SELECTION / TENURE</p>	<p>A majority of the board shall appoint a member of the association to serve as historian for a period of one (1) year. Should a vacancy occur, a new historian shall be appointed at the next regular board meeting, provided, however, that if a longer candidate search is required, the vacancy shall not be deemed to be a material breach of these bylaws.</p>

**ARTICLE VII
HISTORIAN (cont.)**

**Section 3.
RESPONSIBILITIES**

- a) Collect, maintain, catalog, and make available, as determined by the board, the legal and historical records of the association. Copies of records, such as secretary and treasurer records, shall be provided to the historian at the end of each fiscal year. Other historical documents and records of specific Taylor Ranch Neighborhood Association projects will be provided to the historian by committee chairs annually or upon project completion, whichever is shorter.
- b) Inform the board at its regular June meeting of the need to dispose of records no longer legally required or pertinent to the history of the association. Disposal of association records shall be approved by the board.
- c) Prepare and maintain a chronological history of the association. This history shall include, but not be limited to accomplishments of the association, issues of concern to the association, actions on these issues taken by the association, etc. Quarterly inputs will be provided to the historian by the president, other officers and committee chairs of all committees.
- d) In March of each year, prepare a short summary of association accomplishments and outstanding issues. This summary will be provided to members at the annual general meeting in March.
- e) Perform other functions which are appropriate to the position or as directed by the president.

<p>ARTICLE VIII COMMITTEES</p>	
<p>Section 1. AUTHORITY</p>	<ol style="list-style-type: none"> 1) The formation of any committee shall be subject to board approval. 2) All committees shall conduct their affairs in accordance with the bylaws. 3) No committee shall commit the association to any act or obligate it in any financial manner without prior knowledge of and approval by the board. 4) The board may establish guidelines and/or financial limits for any committee. 5) The board may remove any and all committee member/s not acting in accord with the bylaws and/or in the best interest of the association. 6) All committees shall be considered dissolved upon completion of assignment and/or approval of board.
<p>Section 2. COMMITTEE CHAIRS</p>	<p>All committee chairs shall be responsible for:</p> <ol style="list-style-type: none"> a) Conducting the affairs of their committees in accordance with the bylaws, board of directors' guidance and in the best interest of the association, b) Establishing rules of conduct and enforcing them c) Suspending any member from participation and informing the board of such suspension, d) Accomplishing the purpose of the committee in a timely manner, and e) Regularly informing the president and board of the committee's activities and progress.
<p>Section 3 COMMITTEE MEMBERS</p>	<p>All committee members shall be responsible for:</p> <ol style="list-style-type: none"> a) Conducting themselves in accordance with the bylaws and in the best interest of the association, and b) Being diligent in their undertakings.
<p>Section 4. COMPENSATION / REIMBURSEMENT</p>	<p>No committee member shall receive any remuneration for his/her services. However, a committee member may be reimbursed for expenses approved by the board. No reimbursement shall be made without proper documentation.</p>

<p>ARTICLE VIII COMMITTEES (cont.)</p>	
<p>Section 5. BOARD COMMITTEES</p>	<ol style="list-style-type: none"> 1) Board committees shall be formed to assist the board in its decision making. 2) These committees shall have an unlimited number of members solely from the board's number. The president shall appoint a committee chair who shall accept volunteers.
<p>Section 6. STANDING COMMITTEES</p>	<ol style="list-style-type: none"> 1) Standing committees shall be formed to assist the board in its decision making and/or to assume responsibility for certain functions and/or activities. 2) The board shall prepare a written statement of purpose, function/s, and limitations of such committees. 3) These committees shall have no more than five (5) members including the committee chair, as many as two (2) of which may be non-board members. The board shall elect a committee chair from its number, or at the discretion of the board, the committee may elect its committee chair from committee members. Such election by the committee shall be subject to final approval by the board.
<p>Section 7. AD HOC COMMITTEES</p>	<ol style="list-style-type: none"> 1) Ad hoc committees shall be formed when necessary to assist the board of directors or standing committees. 2) These committees shall have an unlimited number of board and non-board members. The president of the association or committee chair of the standing committee to which the ad hoc committee reports shall appoint a committee chair. As appropriate, this appointment shall be made based upon recommendations of the ad hoc committee members.
<p>ARTICLE IX FINANCE</p>	
<p>Section 1. FISCAL YEAR</p>	<p>The fiscal year of the association shall be from April 1 though March 31 of each consecutive year.</p>

<p>ARTICLE IX FINANCE (cont.)</p>	
<p>Section 2. ANNUAL BUDGET</p>	<ol style="list-style-type: none"> 1) An annual budget shall be prepared by a board committee chaired by the treasurer. It shall be based upon anticipated income and expenses for the fiscal year. A minimum of \$50.00 shall be carried forward from fiscal year to fiscal year. 2) The board shall approve the budget prior to presentation at the annual membership meeting in March.
<p>Section 3. INCOME</p>	<p>All association funds shall be deposited within thirty (30) days of receipt in a federally insured bank, operating in the State of New Mexico, as designated by the board.</p>
<p>Section 4. EXPENSES</p>	<ol style="list-style-type: none"> 1) Any general or administrative expense, capital acquisition, or disposal exceeding \$1,000.00 within any fiscal year shall be approved by the members. In conformance with the laws of the State of New Mexico, at least two (2) formal bids or offers shall be obtained relative to the foregoing. All other expenditures, except those from the president's fund, shall be in accordance with the approved fiscal budget or shall be approved by the board of directors. 2) All expenditures shall be properly documented. Payment shall be made by check/s bearing two (2) signatures, those of the treasurer and one (1) other officer. 3) All electronic transactions shall be properly documented and are subject to review and approval by the board.
<p>Section 5. PRESIDENT'S FUND</p>	<p>The president shall have discretionary authority to approve expenditures not exceeding the sum total of \$100.00 in any fiscal year. He/she shall not be required to obtain prior board approval, but shall present the rationale for such expenditure/s at the next regular board meeting.</p>
<p>Section 6. ANNUAL AUDIT</p>	<p>An audit of the association's financial records shall be performed each fiscal year. It may be performed professionally or by three (3) association members, to exclude the treasurer and include at least one (1) non-board member. These members shall be approved by the board.</p>

**ARTICLE X
BYLAW REVISIONS**

- 1) If the board determines it necessary to revise the bylaws, it shall elect a committee chair from its number to form a committee to review and propose revision/s to the board. The committee shall be composed of up to three (3) members, provided there may not be more board members than non-board members.
- 2) All board members shall receive a written copy of any proposed revision/s prior to the meeting at which these are to be considered. Any action shall be by affirmative vote of a simple majority plus one (1) of the directors voting, provided a minimum of five (5) affirmative votes are cast. Any proposed revision/s not approved shall not be considered again during quarter of introduction.
- 3) All members shall receive a written copy of any approved revision/s at least seven (7) days prior to the general membership meeting at which these are to be considered. An affirmative majority of those voting shall constitute enactment of any revision/s.
- 4) The board may make typographical and grammatical corrections, as well as format modifications, that do not materially alter the meaning of these bylaws, without member notification or approval.

CHANGE HISTORY

- Revised June 23, 1987 -- Pursuant to General Membership Meeting.
- Revised March 24, 1988 -- Pursuant to General Membership Meeting.
- Revised March 29, 1990 -- Pursuant to General Membership Meeting.
- Revised March 23, 1991 -- Pursuant to General Membership Meeting.
- Grammatical and typographical errors corrected, May 12, 2002.
- Revised March 24, 2005 -- Pursuant to General Membership Meeting.
- Revised March 23, 2011 -- Pursuant to General Membership Meeting.
- Revised March 21, 2018 -- Pursuant to General Membership Meeting.
- Revised October 3, 2023 -- Pursuant to Special General Membership Meeting.

Attest:

President: _____
Diana Shea

Vice-President: _____
Jarred Langhals

Secretary: _____
Terri Spiak

Updated: October 3, 2023