

# LADERA WEST NEIGHBORHOOD ASSOCIATION BY-LAWS

## ARTICLE I - NAME

The name of this group shall be the Ladera West Neighborhood Association. (LWNA)

## ARTICLE II - BOUNDARIES

The boundaries of the Ladera West Neighborhood Association shall be the area of the City of Albuquerque and Bernalillo County, State of New Mexico bounded on the west by Unser Boulevard, on the north by Rinconada Arroyo, on the east by Ladera Drive and on the south by Ladera Drive.

## ARTICLE III - PURPOSE

The purpose of the association shall be to protect the environment, promote community welfare, and encourage social interaction. Communication shall be fostered between the association and all community and governmental organizations on plans, proposals, and activities that affect this area. All Association business will be conducted fairly, openly, and democratically.

## ARTICLE IV - OFFICE

The Board will determine the official address of the association. The address will be a post office box or address of a board member.

## ARTICLE V - MEMBERSHIP

Section 1. Membership is open to all persons residing within its boundaries and to businesses located within its boundaries. Membership is required to vote.

Section 2. Membership: Any postal address within the boundary shall be eligible for one voting membership (each address). The Representative of such address shall be the owner of such property, even in joint ownership. In the absence of the owner having membership, the representative can be a tenant of such property. Home-based businesses are eligible for one voting membership either as a resident or as a business.

Section 3. Annual Dues shall be set, on a periodic basis, by the Board. Dues will be per household. Dues are not a prerequisite to membership or voting.

Section 4. The association shall conduct its annual enrollment at the annual meeting. New memberships shall be available at any time.

Section 5. Each member of the association shall receive a receipt for annual membership dues paid.

## ARTICLE VI - OFFICERS AND THEIR ELECTION

Section 1. A Board of Directors shall be the governing body of the association and shall consist of five (5) persons who are adult members of the association. The Board of Directors shall be elected by the general membership at the annual meeting for a term of two (2) years. Three (3) Directors shall be elected every odd-numbered year and two (2) every even-numbered year. Directors shall assume office at the end of the annual meeting or when elected.

Section 2. Officers of the association shall be President, Secretary, and Treasurer. At the Board's discretion, the office of Vice President may be added. Officers are members of the Board of Directors and

are elected by the Board of Directors at the first meeting immediately following the annual meeting.

Section 3. The term of office for the President, Vice President, Secretary, and Treasurer shall be one (1) year. Officers may serve an unlimited number of terms.

Section 4. Vacancies occurring on the Board of Directors shall be filled by a majority vote of the Board of Directors until the next annual election at which time the vacancy shall be filled by a vote of the membership.

Section 5. Any elected member may be removed by a majority of the membership whenever, in its judgment, the best interest of the association would be served. Board of Directors may be removed from office upon failure to attend three consecutive meetings. Board members may be removed from office by a majority vote of the board.

Section 6. Nominations to fill open Board of Directors positions can be made by any member during any board or general membership meeting. The nominee must give his or her written or oral consent to be nominated. Where more than one person is nominated and seconded for the same open position, there shall be an immediate election by simple majority of the members in attendance at same meeting. Where this method does not decide, the election shall be postponed to the next meeting where the same process shall take place. Members can request voting by ballot, otherwise all elections shall be by voice vote.

Section 7. The Board of Directors acts on behalf of the association. The association is liable for the actions of the Board of Directors except for liability arising out of willful misconduct by a member of the Board of Directors.

## ARTICLE VII - DUTIES OF THE OFFICERS

The following officers shall include but not be limited to the following:

Section 1. The President shall be the chief executive officer of the association and shall in general supervise all of 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, with the approval of the Board of Directors, appoint all standing and special committees, and shall be Ex-Officio member of all committees. The President shall make all necessary reports to the City of Albuquerque in compliance with the Neighborhood Association Recognition Ordinance.

Section 2. 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.

Section 3. The Treasurer shall collect all monies due the association and shall have custody of all funds of the association and pay all bills approved by the Board of Directors or general membership. The Treasurer shall post financial statements at all general membership meetings.

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Section 4. The office of Vice President is optional. The Vice President shall perform the duties of the President in the event of resignation, death, disability or removal from office of said president. The Vice President shall function as President until a president is appointed.

## ARTICLE VIII - 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 members of such committee.

Section 2. No report, recommendation or other action of any committee of the association shall be considered as the act of the membership unless and until it shall be approved by the Board of Directors or by the general membership.

## ARTICLE IX - MEETINGS

Section 1. One regular meeting shall be held within three (3) months of the end of the association's fiscal year (June 30). This meeting shall be known as the annual meeting. The President shall determine the time and place of meetings. The time and place of each meeting shall be announced at least two weeks in advance on the neighborhood marquees and at least one other method including: email, Nextdoor, website, or handbills.

Section 2. All elections and other matters requiring a vote of the membership will take place in person at the annual meeting, or a special meeting as described in Section 3. No election or other vote shall be held at any meeting of the association unless the meeting has been advertised as described in Section 1 above.

Section 3. Special meetings of the general membership may be called by a majority of the Board of Directors, 30% of the voting membership, or the President. The President shall set the meeting within seven (7) days and the Secretary shall give notice of any such meeting.

Section 4. Members present at any regular or special membership meeting shall transact the association's business at any such meeting.

Section 5. A majority of directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A vote of not less than three (3) members of the board shall be required to be an act of the Board of Directors.

Section 6. The Board of Directors has the option of requiring written ballots with proof of membership in the Association.

Section 7. No member of the association may vote by proxy.

Section 8. A minimum of three (3) regular meetings of the Board of Directors shall be held each year at a reasonable time preceding the general membership meetings. The time and place of each meeting will be announced, by appropriate means to each board member. Special and/or additional meetings of the Board of Directors may be called by a majority of the Board or the President.

## ARTICLE X - 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.

Section 2. The board will approve all reimbursements. No member, director, or officer will receive, directly or indirectly, any compensation or pecuniary benefit from the association, except that the association may reimburse such persons for expenses. This does not preclude the association from compensation for services rendered, even if the recipient is a member, director or officer of the association.

Section 3. The membership may appoint two members in good standing, excluding board members and their spouses, to conduct an audit of the financial records of the association at any time.

Section 4. All checks shall require the signature of one board member with signature authority on record with the bank. At least two members of the board shall maintain signature authority at the bank.

## ARTICLE XI - PARLIAMENTARY AUTHORITY

Current Robert's Rules of Order shall govern the association in all cases in which they are applicable and in which they are not in conflict with these by-laws. At the discretion of the President, electronic communications may be used to augment the Board's actions. The president will send a motion to all board members. Each board member shall comment and vote electronically. The president will tally votes and inform board members of results. A simple majority is required for approval.

## ARTICLE XII - DISSOLUTION

In the event of dissolution of the association, the Board of Directors shall after payment of all liabilities of the association, dispose of all remaining assets of the association exclusively for such charitable or educational purposes as shall be wholly within the limitations of the provisions of Section 501 (c) (3) of the Internal Revenue Code or any applicable corresponding section of the law.

## ARTICLE XIII - AMENDMENTS

The By-laws may be amended at any regular or special meeting of the general membership by two-thirds (2/3) vote of those in attendance. The membership shall be notified seven (7) days in advance of any meeting that proposed amendments will be considered.

Revised September 2022

Approved General Membership Meeting [9/20/2022](#)

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Steve Collins, President Ladera West Neighborhood Asso.