

Amended Bylaws for the Silver Hill Neighborhood Association

Article 1 – Name

The name of this Association shall be the Silver Hill Association

Article II – Purpose

The purpose of the Association shall be to enhance that area of the City of Albuquerque, Bernalillo County, State of New Mexico, bounded as follows (all boundaries are to the centerline of the public right-of-way unless stated otherwise): starting at the intersection of Central Avenue SE and the west side of the right-of-way of Sycamore Street SE, the northern boundary follows Central Avenue SE, east to Yale Boulevard SE; the eastern boundary follows Yale Boulevard SE south to St. Cyr Avenue SE; the southern boundary follows St. Cyr Avenue SE west behind the Heights Community Center and coincides with the University Neighborhood Sector Development Plan boundary moving west to University Boulevard, the boundary follows University Boulevard north to Coal Avenue SE and continues northwest along Coal Avenue SE to Hazeldine SE; the boundary continues along Hazeldine SE west to Maple street SE, south along Maple Street SE, northwest along Spruce Street SE to Hazeldine SE and west along Hazeldine to Mulberry north to the north side of the right-of-way of Silver Avenue SE, then along the north side of the right-of-way of Silver Avenue to the west side of the right-of-way of Sycamore Street SE, the boundary continues on the west side of the right-of-way of Sycamore street SE to Central SE and the beginning point of this boundary description.

The association shall 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 interests of the residents and property owners of the Silver Hill area. To this end, the activities of the Association shall include, but not be limited to, sponsoring cooperative planning, neighborhood improvement activities, fund-raising, research, public education and other programs as they are deemed appropriate and necessary by the members of the Association.

Every effort shall be made to encourage all residents, property owners, businesses institutions, and professional practitioners in Silver Hill to participate in the Association and to consider serving on the Board of Directors. Ideally, the membership of the Association and the Board of Directors will represent the various regions of the neighborhood and the diverse residents and property owners in Silver Hill.

Article III – Membership

Section 1. There shall be two categories of membership in the Association, resident and non-resident. A resident member is any individual, landlord, business, institution or professional practitioner (e.g. lawyer, accountant, etc.) who either resides in Silver Hill (in the case of an individual or landlord) or who maintains a business or office location (in the case of a business, institution or professional practitioner) within the boundaries of the neighborhood as set forth in these By-laws. A non-resident member is any individual, landlord, business, institution or professional practitioner (e.g. lawyer, accountant, etc.) who does not reside in or whose business or office location is outside the boundaries of Silver Hill as set forth in these By-laws.

Section 2. For the purposes of voting, a member will be considered in good standing if the member's membership dues shall have been paid prior to the annual meeting and if the member has participated regularly in activities of the Association. Such participation may include, but is not necessarily limited to, attendance at regular monthly meetings of the Board of Directors, service on an Association committee appointed by the Board or the President, participation in Association-sponsored neighborhood improvement activities such as the annual City-sponsored Bag-A-Thon neighborhood clean-up, newsletter distribution, neighborhood watch or other activities which contribute to the cleanliness and general improvement of the quality of life in the Silver Hill Association area. Such participation will qualify a member to be in good standing if his or her participation has occurred on a regular basis and if he or she has attended at least two (2) regular meetings of the Board of Directors during the current membership year.

Section 4. The Board of Directors shall establish annual membership dues.

Section 5. The membership year of the Association shall be from August 1 through July 31. All memberships expire as of July 31 each year unless renewed by payment of annual membership dues. New memberships are available at any time.

Section 6. Each member of the Association shall receive a receipt for membership dues, which shall specify date, received and amount paid and shall serve as evidence of membership for purposes of voting.

Article IV – Board of Directors, Officers and Their Election

Section 1. A Board of Directors shall be the governing body of the Association and shall consist of eleven (11) persons, at least seven (7) of

whom must be resident members of the Association and up to four (4) of whom may be non-resident members of the Association. A Director must be a member of the Association in good standing. The Board of Directors shall be elected by the general membership at the annual meeting for terms of two (2) years. With the exception of the first year, five (5) Directors shall be elected every odd numbered year and four (4) Directors shall be elected every even number year. In the first year five (5) Directors shall be elected for two years and four (4) Directors shall be elected for one year. Directors shall assume office at the end of the annual meeting or when elected. A majority of the Directors then in office shall constitute a quorum for Board meetings.

Section 2. Officers of the Association, President, Vice President, Secretary, Treasurer and *Information Technologist (IT)*, shall be members of the Board of Directors. Officers shall be chosen by the Board from among its members at its first meeting immediately following the annual meeting.

Section 3. The term of office for the President, Vice President, Secretary Treasurer and *IT* shall be for one year.

Section 4. Vacancies occurring in any office shall be filled for the unexpired term by a majority vote of the Board of Directors.

Section 5. Any Director may be removed from the Board of Directors by majority of the membership, whenever, in its judgment, the best interest of the Association would be served thereby; provided that notice of the intent to remove shall be furnished to subject Director in writing at least five (5) days prior to the meeting at which such action is to be discussed; except that any Director who misses three meeting of the Board of Directors shall *may* be subject to removal by a majority vote of the Board. In the event a Director resigns from the Board or is removed by vote of the membership or the Board, the vacancy thus created may be filled by a majority vote of the Board for the remainder of the term of the vacancy.

Article V - Duties of the Officers

The duties of the officers shall include, but not be 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 meetings of the Board of Directors. The President shall preside at all meeting of the Board of Directors, appoint all standing and special committees and shall be *ex-officio* a member of all committees. The President shall make an annual report to the general membership at the annual meeting and file such report with the Secretary and Treasurer. The President shall make all necessary report to the City of Albuquerque in compliance with the Neighborhood Association Recognition Ordinance.

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 shall be elected.

Section 3. Secretary. The Secretary shall keep minutes of all meeting of the Board of Directors and the general membership and shall keep all record of the Association and give notice of all meeting as directed. The Secretary shall perform all other duties incident to the office..

Section 4. Treasurer. The Treasurer shall collect all monies due the Association, 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 perform all other duties incident to the office and shall present a financial statement at each Board of Directors meeting and Annual Meeting of the general membership.

Section 5. Information Technologist. *The Information Technologist shall be responsible for maintaining the Association's web site.*

Article VI – Committees

Section 1. The Board of Directors may establish standing or special committees at any meeting. The President may also establish such committees. The President, with the approval of the Board of Directors, shall appoint committee members and Chairpersons. A member of the Association need not be a member of the Board of Directors in order to be appointed to serve on a committee.

Section 2. No report or other action of any committee of the Association shall be considered as an act of the Association unless and until it has been approved by the Board of Directors or by the general membership at a general membership or the Annual Meeting.

Article VII – Meetings

Section 1. The Board of Directors shall meet regularly as necessary, but at least quarterly, to conduct the business of the Association. Meetings shall be held at such time and place as determined by the Board. The date, time and place of meetings of the Board of Directors shall be publicized as widely as possible within the Association's boundaries through such means as flyers, newsletters, mailing or signs posted in prominent places. All members of the Association shall be encouraged to attend regular meeting of the Board of Directors.

Section 2. A general membership meeting, or Annual Meeting, of all members of the Association shall be held at least once a year, the date, time

and place to be determined by the Board of Directors, but shall be in either November, December or January of each year. The date, time and place of the Annual Meeting shall be publicized at least one month prior to the meeting and as widely as possible within the Association's boundaries through such means as flyers, newsletter, mailing or signs posted in prominent places. All members of the Association shall be encouraged to attend the Annual Meeting.

Section 3. The Annual Meeting shall be for the purposes of electing Board Members, receiving Annual Reports of Officers and Committees and other business as determined by the Board.

Section 4. No election shall be held at an Annual Meeting of the Association unless the meeting is advertised as described in Section 2 above.

Section 5. In addition to the Annual Meeting, special meeting of the general membership may be called by a majority of the Board of Directors, thirty percent (30%) of the voting membership, or the President. The President shall set the meeting within fifteen (15) days of action taken to call a special meeting and the Secretary shall give appropriate notice of any such meeting.

Section 6. All votes at the annual Meeting or at any special meeting of the membership shall be decided by a majority of the members-in-good-standing present at the meeting.

Section 7. The Board of Directors, at its discretion, may require written ballots and proof of membership-in-good-standing in the Association for the purposes of voting. The Secretary and Treasurer shall provide a list of qualified voter, based upon criteria of membership-in-good-standing, to the Board of Directors one month prior to the Annual Meeting.

Section 8. There will be no proxy voting at any election or for any purpose of the Association.

Article VIII – Monetary Matters

Section 1. The depository for the Association's funds, the person(s) authorized to expend monies on behalf of the Association and all such matter shall be determined by the Board of Directors.

Section 2. No member, Director or officer shall receive, directly or indirectly, any compensation or pecuniary benefit from the Association, except that the Association may reimburse members, Directors or officers for expenses, upon presentation of appropriate documentation of expenses incurred on behalf of the Association.

Article X - Dissolution

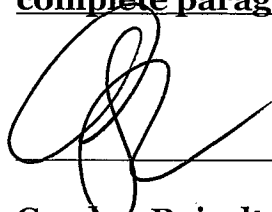
In the event of the dissolution of the Association, the Board of Directors shall, after payment of all outstanding liabilities, dispose of the remaining assets of the Association by donating the money to an organization with similar purposes to it or to a designated charitable non-profit organization, or it may offer pro rata refunds of membership dues to paid members of the Association.

Article XI – Amendments

These By-laws may be amended at any Annual or special meeting of the general membership by a two-thirds (2/3) vote of member-in-good-standing in attendance. The membership shall be notified fifteen (15) days in advance of any meeting at which By-laws amendments will be considered. Such notification shall be accomplished as widely as possible within the Association's boundaries through such means as flyers, newsletters, mailings or signs posted in prominent places.

I certify that the foregoing By-laws were adopted and ratified by the members of the Silver Hill Association on the 6th day of December, 2003 and adopted and ratified by the Board of Directors at a meeting held on the 6th day of December, 2003, following the notice and voting requirement set forth in the above paragraph.

As President of the Silver Hill Neighborhood Association, I hereby further certify that on the 23rd day of March, 2011, these By-laws were amended at the annual meeting on January 31, 2011 by unanimous vote of all members present. The amendments to these by-laws are underlined at Article IV, Section 2 & 3; Article V, Section 5; Article VII, Section 2 as well as this complete paragraph. The amended Bylaws consist of 6 pages.

 3-23-2011

Gordon Reiselt, President