

Bylaws of Tesuque Valley Community Association

[Approved by the General Membership as of June 29, 2010.]

ARTICLE I.

NAME OF ORGANIZATION: The name of the organization shall be The Tesuque Valley Community Association and shall be referred to in these bylaws as TVCA.

ARTICLE II. PURPOSE: The Tesuque Valley Community Association is a non-profit membership of residents and businesses of the Tesuque Valley area whose purpose is to monitor and guide the development of the Tesuque Valley to insure that this development is orderly and consistent with the rural residential character of the area. The TVCA seeks to provide a forum of mutual interest including communicating local current events, neighborhood crime watch, communication with county and city government, road safety and maintenance, area beautification, natural resource conservation and protection, and other matters of common interest which may develop from time to time.

ARTICLE III. BOUNDARIES: Boundaries of the Tesuque Valley Community Association shall be defined as the historic community described in the Tesuque Traditional Village Ordinance. Its eastern boundary extends to the Santa Fe National Forest.

ARTICLE IV. MEMBERSHIP:

Section 1. Qualifications: Membership in the Community Association shall be open to all residents, property owners, and holders of a business license located within the boundaries as defined in ARTICLE III of these Bylaws who indicate their intent in writing to be a member.

Section 2. Voting: All members as defined above shall have one vote each to be cast during attendance at any general or special meeting. One representative from each business shall have the same privilege as the residents listed above. Unless otherwise specified in these Bylaws, decisions of the Community Association shall be made by a majority vote of those members present at any meeting.

ARTICLE V. FINANCIAL SUPPORT – The Board of Directors will set the amount of annual dues payable to the Association by participating members. No one will be refused for inability to pay. Any change in the dues amount must be approved by a majority vote of members at a duly called meeting. Voluntary contributions will also be accepted and fund raising may be authorized by the Board.

ARTICLE VI. MEMBERSHIP MEETINGS:

Section 1. Annual Meeting: The Annual Meeting of the members of TVCA shall be held at such time and place as designated by the Board of Directors, however, no later than the last day of December, for the purpose of electing Directors and for the transaction of such other business as may come before the membership.

Section 2. General Membership Meetings: There shall be quarterly general membership meetings each year. The meetings shall be convened upon any day decided upon by majority vote of the Board. Notification shall be by mail, newsletter, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require a minimum of 7 days notice for all active members and to the general public.

Section 3. Special or Non-Regular Meetings: Special meetings of the membership, board or committees may be called by the Chair or by majority vote of the Board as deemed necessary. Notification shall be by mail, newsletter, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require a minimum of 7 days notice for all active members, board or committee members and to the general public.

Section 4. Agenda: Subject to the approval of the Board, the Chair shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by:

- a.) submitting the item in writing (including by email) to the Board at least seven (7) days in advance of the meeting or,
- b.) making a motion to the Board to add an item to the meeting agenda at the respective meeting.

Section 5. Quorum: A quorum for any general or special meeting of the Community Association is 15. A duly executed proxy will be considered as the member present for purposes of constituting a quorum.

Section 6. Participation: Any general, special, Board, or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority opinion reports.

Section 7. Procedures: The TVCA will strive to make decisions by consensus. This process is designed to achieve long lasting decisions that are best for the whole organization and to promote a sense of community and trust among members. In the absence of consensus, Roberts Rules of Order will prevail.

Section 8. Proxies: At any meeting of members, a member entitled to vote may vote in person or may vote by proxy. Such proxy may be granted by the member to any other voting member of the Association or may be executed by mail or email to the Board prior to the vote of the meeting. The proxy shall be executed in writing, shall be valid only for the meeting designated, and must be filed with the Secretary or the Chair of the meeting before the meeting begins.

ARTICLE VII. BOARD OF DIRECTORS:

Section 1. Number of Board Members: The Board shall determine the exact numbers of Board positions annually. There shall be at least five and no more than 11 Board members, and the number shall be an odd number. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 2. Eligibility for Board Service: Only TVCA members shall be qualified to hold an elected or appointed position.

Section 3. Election of Board Members: Board members shall be elected annually by a vote of the membership at the annual meeting. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the Community Association. Election requires a majority vote of the members, either present or by proxy. A member of the Board who fails to attend three consecutive regular meetings of the Board shall be deemed to have resigned.

Section 4. Terms of Office: Terms of office are staggered. The initial appointments for one (1) year terms and for two (2) year terms will be determined by the Board at their first meeting. Upon expiration of initial terms of office, all re-appointments would be for two (2) year terms.

Section 5. Board Vacancies: The Board may fill any vacancy on the Board or committees by majority vote of the remaining Directors, though less than a quorum of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected.

Section 6. Duties of Board Members: The Board shall have following responsibilities:

- a. Manage the daily affairs of the Community Association.
- b. Make decisions and represent the interests of the Community Association on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting.

c. Appoint committees to perform necessary functions and represent the Community Association on specified topics.

d. Establish a yearly work plan of priority issues and projects for maintaining and encouraging involvement in the Community Association.

Section 7. Election of Officers: Board members shall meet after the annual meeting and, by majority vote of the Board members present, elect Officers of the Association.

Section 8. Board Meetings:

a. Regular Board Meetings: There shall be 12 regular Board meetings each year. The meetings shall be convened upon any day decided upon by the majority vote of the Board. Notification shall be by telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Special meetings of the Board may be called by the Chair or by majority vote of the Board as deemed necessary. Notification for either type of meeting shall require seven days advance notice to all Board members.

b. Quorum: A quorum for board meetings is a majority of the members of the Board.

Section 9. Termination for non-attendance: Board members failing to attend three consecutive Board meetings may be terminated from the Board upon written notice.

Section 10. Action Without Meeting: Any action required or permitted to be taken at a meeting of the Board, or of any Committee, may be taken without a meeting if consent in writing setting forth the action to be taken is signed by two-thirds of the Directors or members entitled to vote.

ARTICLE VIII. COMMITTEES: There may be standing committees as designated by the Board. Committees must have at least one Board member on them.

ARTICLE IX. CONFLICT OF INTEREST PROCEDURES: A Board member of the Association who has a financial interest which may be affected by an official act of the Board shall declare such interest prior to discussion and voting, and that declaration shall be entered into the minutes of the meeting of the Board. The Board member who has stated his or her conflict of interest shall abstain from voting on that issue.

ARTICLE X. NONDISCRIMINATION: The Community Association will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

ARTICLE XI. ADOPTION AND AMENDMENT OF BYLAWS:

All amendments to these bylaws must be proposed in writing and submitted to members for a reading at a general meeting before voting on their adoption may proceed at a later general meeting. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members a minimum of seven (7) days before voting. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.

