

# **Bylaws of the Talavera Community Association**

## ***Article I – Name***

The name of this group shall be the Talavera Community Association (TCA).

## ***Article II – Purpose***

The purpose of the association shall be to: enhance the Talavera area of Doña Ana County, state of New Mexico, to 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 needs and interests of area landowners and residents. To this end, the activities of the association shall include, but are not limited to:

- Preserving and enhancing the physical and aesthetic environment within the community;
- Maintaining and improving property values and sense of community pride and identity;
- Serving as a mechanism for communication and advocacy within the community and beyond;
- Sponsoring cooperative planning, research, fundraising, and public education programs as they are deemed necessary.

## ***Article III – Membership***

Section 1. Membership shall be limited to property owners over the age of 18 in the Talavera area. The Talavera area shall be defined as all properties adjacent to Dripping Springs and Soledad Canyon roads or adjoining those roads.

Section 2. Voting privileges shall be one (1) vote per member that attends any meeting where voting is required.

Section 3. Dues shall be \$25.00 per year per regular membership. Dues may be adjusted by the Board of Directors, as needed, upon approval by a majority of the membership attending the meeting.

Section 4. The association shall conduct an annual enrollment of members in the month of January. New memberships shall be available at anytime. Memberships expire the last day of December.

Section 5. Each membership of the association shall receive a receipt for membership dues which shall serve as evidence of membership.

## ***Article IV – Board of Directors and Officers and Their Election***

Section 1. A Board of Directors shall be the governing body of the association and shall consist of six (6) persons who are members of the association. The Board of Directors shall be elected

by the general membership at the annual meeting for terms of three (3) years. Directors shall assume office at the end of the annual meeting or when elected.

Section 2. Officers of the association shall be a President, Vice President, a Secretary, a Treasurer and two (2) Members-At-Large who are members of the Board of Directors elected by the membership. Directors shall be elected on a staggered basis so that only two (2) director positions will be filled each year. The directors shall be elected in the following pairs: President and Member-at-Large position-1; Vice President and Treasurer; Secretary and Member-at-Large position-2.

Section 3. Vacancies occurring in any office shall be filled for the unexpired term by a majority vote of the Board of Directors and shall be confirmed by a majority vote of the members at the next general meeting.

Section 4. Any elected officer or board member may be removed from office by a 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 officer in writing at least five (5) days prior to the meeting at which such action is to be discussed.

Section 5. In order to provide a smooth transition, the first election of Directors will be for the following terms: President and Member-at-Large Position-1, 3 years; Vice President and Treasurer, 2 years; and Secretary and Member-at-Large Position-2, 1 year.

### ***Article V – Duties of the Officers***

The duties of the officers shall include but not 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 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 except the Nominating Committee. The President shall make an annual report to the general membership at the annual meeting and file such report with the Secretary. The President shall make all necessary reports to the County of Doña Ana in compliance with any Neighborhood Recognition Ordinances as may exist.

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 meetings of the Board of Directors and of the General Membership, maintain the membership list, keep all records of the association, and file 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 or the Board of Directors.

Section 4. 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, keep account of all receipts and expenditures. The Treasurer shall present a financial statement for review at each Board of Directors and General Membership Meeting.

### ***Article VI – Committees***

Section 1. The membership may establish necessary committees at any meeting. The President may also establish committees. Committee chairpersons shall be appointed by the President.

Section 2. No report or other action of any committee or any officer of the association shall be considered as the act of the association unless and until it has been approved by the Board of Directors or by the General Membership at a Membership Meeting.

### ***Article VII – Meetings***

Section 1. The Board of Directors shall meet as necessary, but at least quarterly, to conduct the business of the association at such time and place as determined by its members. The date and place of the Board meeting shall be announced to the General Membership whenever possible.

Section 2. Regular meetings of the general membership shall be held at least quarterly in the months of February, May, August, and November unless otherwise directed by the Board of Directors.

Section 3. The regular meeting held in February shall be known as the Annual Meeting. The Association will make reasonable attempts to give prior written notice to every household within the association boundaries by email messages, handbills and posted signs.

Section 4. The Annual Meeting shall be for the purpose of electing Board Members, receiving Annual reports of Officers and Committees and other business and topics as determined by the Board.

Section 5. No election shall be held at a meeting of the association unless the meeting is advertised as noted in Section 3 above.

Section 6. Special meetings of the General Membership may be called by a majority of the Board of Directors, 10% of the voting membership or by the President. The President shall set the meeting within fifteen (15) days and the Secretary shall give notice of any such meetings.

Section 7. Members present at any regular or special Membership Meeting shall transact the business at any such meeting (including a majority of the Board members).

Section 8. All votes shall be decided by a majority of the members present at any meeting.

Section 9. The Board of Directors has the option of requiring written ballots with proof of membership on the association.

Section 10. No member of the association may vote by proxy.

**Article VIII – 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. No member, director or officer will receive directly or indirectly any compensation for pecuniary benefit from the association, except that the association may reimburse them for expenses.

**Article IX – Parliamentary Authority**

Robert’s Rules of Order Newly Revised 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 by donating the money to an organization with similar purpose as those listed in Article II.

**Article XI – Amendments**

The bylaws may be amended at any regular or special meeting of the General Membership by two-thirds (2/3) vote of those in attendance, provided that the membership has been notified ten (10) day in advance of the meeting that amendments will be entertained at that meeting.

I certify that the foregoing bylaws were adopted and ratified by the members of the Talavera Community Association on the 4th day of February, 2006 and adopted and ratified by the Board of Directors at a meeting held on the \_4th day of February, 2006.

(Original Signed by E. L. Vickers)

(Original Signed Stephanie Charitonenko)

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*President*

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*Secretary*