

BYLAWS OF HUNING HIGHLAND HISTORIC DISTRICT ASSOCIATION

ARTICLE I - NAME

The name of this corporation shall be the HUNING HIGHLAND HISTORIC DISTRICT ASSOCIATION

ARTICLE II - PURPOSE

The HUNING HIGHLAND HISTORIC DISTRICT ASSOCIATION, hereinafter referred to as the HHHDA, is a non-profit association of adult residents of Bernalillo County. The purpose of the Association shall be to preserve and enhance the Historic District, and the neighborhoods located in or near the Huning Highland Addition area of the City of Albuquerque, so that the quality of life in this area shall be in keeping with the social, environmental, cultural, and historic needs and interests of the residents. To this end the Association may sponsor cooperative planning, research, fund raising and public education programs as they are deemed necessary, provided they are consistent with one or more of the purposes set in section 501 (c) (3) of the Internal Revenue code or any applicable corresponding section of the law.

ARTICLE III – BOUNDARIES

The boundaries of the Association are: North-North edge of Martin Luther King Jr. Drive; South-South edge of Hazeldine; East-West edge of I-25; and the West-East edge of the railroad tracks.

ARTICLE IV – MEMBERSHIP

Any individual living within HHHDA boundaries, or owner of a business or property within HHHDA boundaries, may become a member by submitting name, address, and email to HHHDA. No dues are collected.

ARTICLE V – MEETINGS

Section 1: The Annual meeting shall be held in August. The date for this meeting shall be set in July.

Section 2: Notification of the Annual Meeting, and election of directors, will be given by flyers posted at intersections in the neighborhood and an email message sent to all members two weeks before the meeting. No election shall be held without this notification.

Section 3: The special purpose of the Annual Meeting shall be to:

- a) Report to the membership on the activities and accomplishments of the Association since the last Annual Meeting;
- b) Furnish an accounting of receipts and expenditures of the Association for the previous year;
- c) Election for vacancies on the HHHDA Board of Directors. (See Election Procedures-Article VII).

Section 4: The Annual Meeting will be a general membership meeting.

ARTICLE VI - GOVERNING BODY

Section 1: The Board of Directors shall be the governing body of the HHHDA and shall consist of no more than 13 persons elected by the general membership. (See Election Procedures - Article VII). It shall consist of a President, Vice-President, Secretary, and a Treasurer, and members at large.

Section 2: The privilege of serving on the Board of Directors shall be restricted to voting

members of the HHHDA.

Section 3: The Board of Directors shall have the usual powers of corporations, and the immediate direction and government of the affairs of the corporation. It shall make all policies, rules, and regulations, and shall appoint such subordinate officers, employees, or agents as may be deemed necessary in its judgment to conduct the business of the corporation, and it shall designate their titles and compensation, if any.

Section 4: The Board of Directors shall serve for a term of two years, but in such a manner that approximately one half of the number shall be elected each year.

Section 5: Vacancies 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 General membership.

Section 6: Any member of the Board of Directors who fails to attend three consecutive meetings, or fails to fulfill the duties of that office, may have that office declared vacant by a majority vote of the Board of Directors, and replaced by a majority vote of the Board of Directors. A two-week notice to the Board members must be given.

Section 7: The Board of Directors shall have regular meetings during the year, as it shall determine. In addition the Board may call special meetings, or general membership meetings, on the call of the President, or the majority of the Board of Directors, or 30% of the voting general membership.

Section 8: A majority of the Board of Directors, with the president or Vice President presiding, shall constitute a quorum for the transaction of business at any meeting of the Board.

ARTICLE VII - HHHDA ELECTION PROCEDURES

Section 1: At the Annual meeting mentioned in Article V, vacancies on the HHHDA Board of Directors shall be elected by the General Membership.

Section 2: Notification (See Article V; Section 2)

Section 3: Declaration of Candidacy Any Candidate for vacancies on the HHHDA Board of Directors, wishing his or her name to appear on the ballot may submit their intention to run, in writing, to any HHHDA Board member. Additional nominations may be made from the floor at the Annual Meeting, provided such nominations are accompanied by the written consent of the nominee.

Section 4: The Election The Board of Directors shall be elected from votes cast by written ballots.

Section 5: Ballots Shall Contain:

- A) The Association logo;
- B) The names of all members filing a Declaration of Candidacy;
- C) Nominees from the floor at the Annual Meeting shall be posted;
- D) Space for write-in candidates equal to the number of positions to be filled;
- E) Instructions to the voters stating that:
 - 1) Number of positions to be filled;
 - 2) Ballots containing more names checked-off or written than the number of positions to be filled will not be counted;
 - 3) Voters wishing to vote for any candidate nominated from the floor at the Annual Meeting, will use the write-in candidate space provided on the ballot.
 - 4) The voter may check off names printed on the ballot, write in candidates, or a combination of both, not to exceed the number of positions to be filled.

Section 6: Absentee Ballots Arrangements shall be made to allow seniors, ages 65 or more, if they desire, for absentee voting by ballots. Pursuant to New Mexico Election Code: 1-6-4;

Section E.

Section 7: Election of Officers The election of officers shall be at the first regularly scheduled meeting of the new Board following the election. The terms of each office shall be for a period of one (1) year.

Section 8: A copy of these Bylaws shall be made available on the HHHDA website

Section 9: Majority Vote All matters before the Board shall be resolved by majority vote.

Section 10: Number of Votes Cast No one may cast more than one vote in an HHHDA election, regardless of the number of memberships for which the individual is qualified.

ARTICLE VIII - OFFICERS

The powers and duties of the officers are as follows:

1) President The President shall be the executive officer of the HHHDA and shall preside at all meetings of the Board of Directors and of the general membership. The President shall, with the approval of the Board, appoint the chairpersons of all special and standing committees, and shall be ex-officio member of all committees. The President shall sign all contracts and agreements approved by the Board of Directors, which are consistent with the policies which have been approved by the voting membership. The President shall present an Annual report to the general membership at the Annual Meeting and file such report with the Secretary.

2) Vice-President The Vice-President shall assist the President and assumes the duties of the President in the absence or inability of the President to serve. The special duty of the Vice-President shall be to supervise the various committees of the HHHDA, and the implementation of HHHDA policies.

3) Secretary The Secretary shall keep the minutes of the Board of Directors and of all meetings of the general membership, and keep the records of the Association, and give notice of all meetings as directed.

4) Treasurer The Treasurer shall have custody of all funds of the Association, pay all bills approved by the Board, keep an account of all receipts and expenditures, make a monthly report to the Board, and shall furnish a current financial statement to the general membership at the annual meeting.

ARTICLE IX - COMMITTEES

Section 1: Standing or special committees shall be appointed by the President with the approval of the Board of Directors as deemed necessary to carry out the work of the HHHDA.

Section 2: At its first meeting each year the Board shall review any existing committees; Committees not reaffirmed at this meeting shall then cease to exist.

ARTICLE X - DISSOLUTION

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

ARTICLE XI - AMENDMENTS

These bylaws may be amended by a majority vote of the Board of Directors and ratified by the vote of two-thirds of the voting membership. No amendment shall be in order at any general meeting unless prior notice to the nature of the proposed amendment shall have been given to all members of the General Membership.

ARTICLE XII - PARLIAMENTARY PROCEDURE

Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws or by special rules of procedure adopted by the HHHDA.