

**BY-LAWS
OF
ASOCIACIÓN DE VECINOS DE SAN CRISTOBAL**

ARTICLE I
Name and Location

Section 1. The name of this corporation is the Asociación de Vecinos de San Cristobal, also known as the San Cristobal Neighborhood Association (SCNA).

Section 2. The location of the association shall be San Cristobal, Taos County, New Mexico, as defined by the San Cristobal Creek watershed. The association area shall include the Hawk and Branham ranches, Ojitos, and private lands adjoining the Old Highway to Lama up to Garrapata Canyon, and private lands adjoining the High Road to Lama up to Garrapata Canyon.

ARTICLE II
Purposes

Section 1. The purposes for which the Asociación de Vecinos de San Cristobal is organized are to: define the boundaries of San Cristobal; establish land use goals and objectives; plan for future land use and determine zoning requirements to carry out those goals and objectives.

1.2 The San Cristobal Neighborhood Association shall work with the County of Taos in establishing, implementing, and administering a comprehensive county plan, which plan shall include the Association's goals, objectives, and plans for San Cristobal.

1.3 The purposes of the corporation shall also be to establish and maintain the San Cristobal Community Center.

1.4 The Asociación de Vecinos shall define additional purposes, of concern to the entire community of San Cristobal, as needed.

ARTICLE III

Section 1. The fiscal and accounting year of the association shall be from January 1 to December 31.

ARTICLE IV
Membership

Section 1. There shall be one type of membership in the association.

Section 2. Any person sixteen (16) years or over, who is a resident of, owns property within, or who operates a place of business within the boundaries of the Asociación de Vecinos de San Cristobal shall be a member.

Section 3. Membership shall not be denied because of the applicant's race, color, creed, sex, national or ethnic origin, or sexual orientation.

Section 4. Voting privileges shall be one (1) vote per member.

ARTICLE V
Board of Directors and Officers

Section 1. The Board shall be composed of ~~a minimum of 3 and a maximum of 7~~ members. Each board member shall be a member of the Association. Board members shall be elected by ~~a vote~~ at the annual meeting of the Association by a majority of the members present. The term of Board members shall be one (1) year. There are no limits to the number of terms a Board member may serve.

Deleted: seven (7)

Deleted: secret ballot

Section 2. The Officers of the Association shall be as follows: President, Vice-President, Secretary, and Treasurer. ~~Other than President, one Board Member may hold more than one office.~~ Officers shall be elected by the Board by a majority of the members present.

2.1 The President shall preside at meetings, or designate another Board member to preside, keep the Board of Directors informed of all affairs pertinent to the business of the Association, call special meetings, appoint committees with the consent of the board, and act as an ex-officio member of all committees and see that the affairs of the Association are handled in a business-like manner.

2.2 The Vice-President shall preside in the absence of the President, or designate another Board member to preside, shall perform the duties of the President when the President is absent, and shall assume additional duties as assigned by the board of directors.

2.3 The Secretary shall keep a complete record of all meetings of the Association and shall have general charge and supervision of the books and records of the Association. S/he shall attest to the President's signature when required, shall keep a membership roll, shall serve, mail or deliver all notices required by law and by these by-laws, and shall make a full report of all matters pertaining to this, to the members at the annual meeting, or at such other time or times as the Board of Directors may require.

Deleted: or

2.4 The Secretary may request and shall receive help from other Board members in the service of these duties.

2.5 The Treasurer shall collect any membership fee required, maintain an appropriate accounting, and otherwise report to the board.

Section 3. The members of the Board and officers shall receive no compensation for their service as Board members, but may be reimbursed for actual expenses incurred in connection with the administration of the affairs of the Association.

Section 4. The Board of Directors shall have the general power to act for the Association as directed and as allowed by statute or by directive of the membership at a duly constituted meeting.

Deleted: Section 4.1. The Board of Directors shall have the authority to form a San Cristobal Resource Center Advisory Council for the purposes of establishing and operating the San Cristobal Resource Center....

Section 5. If the office of any Board member becomes vacant by reason of death, resignation, retirement, disqualification or otherwise, a majority of the remaining Directors shall choose a successor who shall hold office until the next annual meeting of the members of the Association, at which time the members shall elect a Board member for the unexpired term of office.

Section 5.1 Any Board member or Officer of the Association maybe removed from office with or without cause, by a vote of not less than two-thirds of the members of the Association present at a meeting called for that purpose. The Board member or officer shall be informed in writing of the charges against him/her at least ten days in advance of such a meeting, and at such meeting shall have the right and opportunity to be heard in person or by counsel and present witnesses on his/her behalf.

ARTICLE VI
Board Meetings

Section 1. The meetings of the Board of Directors shall be held **at least three times a year as needed and notice of the meeting time and place shall be made 72-hours in advance,**

Section 2. A quorum shall consist of **a majority of Board Members currently in office.**

Section 3. A Board member who fails to attend two meetings, without justifiable reason and advanced notice acceptable to the other board members, shall be removed from office as a Board member, and shall be so notified by the Board.

ARTICLE VII
Association Meetings

Section 1. The regular meeting of the general membership shall be held **once a calendar year,** and shall be known as the **annual meeting.** The time and place of the annual meeting shall be announced by prominently posting notices at the San Cristobal post office and other agreed-to places at least **two weeks** in advance of the meeting.

Section 2. Upon written request by any member of the Association, the board shall call a meeting of the general membership. A member may request, in writing, a special meeting of the Board.

Deleted: regular

Deleted: each year in the months of January, April, July, and October...

Deleted: four (4) Board members present

Deleted: ¶

¶

Deleted: Section 3. The Board of Directors shall call additional meetings, as required to perform the work of the Association, and any additional meetings shall be advertised by posting the meeting time and place two weeks in advance....

Deleted: 4

Deleted: Section 5. In addition to the quarterly meetings, the Board shall hold meetings at such regular intervals as the Board may determine. Four (4) members of the Board present at any meeting shall constitute a quorum for the transaction of business...

Deleted: 2

Deleted: in

Deleted: September

ARTICLE VIII
Amendments

Section 1. These by-laws may be amended at a regular meeting of the membership or at a special meeting called for that specific purpose upon thirty (30) days notice, by a vote of not less than two-thirds of those present at such meetings.

ARTICLE IX
Indemnification

Section 1. The San Cristobal Neighborhood Association indemnifies any Officer or Board Member who is made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that s/he is (or was at the time in question) an Officer or Board Member of the Association or is acting in the position of an Officer of the Association.

Section 2. The Association agrees to defend the Officers in any and all actions arising from the performance of their duties, and agrees to pay any judgements, legal fees or damages arising from such actions, providing the Officer or Board Member was acting in good faith in the performance of his or her duties. Such indemnification may include pre-payment of legal fees necessary to provide proper defense in actions, proceedings or hearings.

____ / ____ / 20