

BYLAWS
OF
THE SAN MARCOS ASSOCIATION

As updated 11/15/12

Article I – Purpose and Objectives

The San Marcos Association is organized and incorporated under the laws of the State of New Mexico as a non-profit corporation within the meaning of Section 501c4 of the Internal Revenue Code, as amended, without compensation to any member, director, or officer.

The Purposes, for which The San Marcos Association is organized, are:

- a. To preserve and protect the rural residential environment of The San Marcos Association area of interest.
- b. To monitor the progressive development of The San Marcos Association area of interest to insure that this development is orderly and consistent with the rural residential character of the area, and conforms with applicable plans and ordinances of Santa Fe County.
- c. To represent the common interests of property owners/residents in The San Marcos Association area in public services, utilities, and other matters bearing on the general welfare of residents of the area.

The above shall not be considered to restrict in any way the carrying on of any lawful activities of The San Marcos Association, so long as such activities are not in contravention of the purposes set forth in the Articles of Incorporation, the laws of the State of New Mexico, or the Internal Revenue Code.

Article II – Name and Location

Section 1. Name. The name of this non-profit corporation is: The San Marcos Association; herein after the “Association”.

Section 2. Location. The principal office of the Association in the State of New Mexico shall be located in the County of Santa Fe. The Association shall have and continuously maintain in the state of New Mexico a registered office and a registered agent whose office is identical with such registered office.

Article III – Membership

Section 1. Class and Qualifications. The Association has two classes of membership: Individual and Family. Any adult residing or owning property in the San Marcos Land Grant and adjacent area, or a member of the general public, who desires to support the purposes of the Association may become a member of the Association by applying for membership and paying the prescribed dues.

Section 2. Voting Rights. Each member, whose dues for the current fiscal year have been paid, shall be entitled to one vote on each matter submitted to a vote of the members of the Association.

Section 3. Transfer of Membership. Membership in the Association is not transferable or assignable.

Article IV – Meetings of Members

Section 1. Annual Meeting. The annual meeting of the members of the Association shall be held at such time and place in the month of February, as the Board of Directors shall designate for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President, a majority of the Board of Directors, or not less than one quarter of the members in good standing.

Section 3. Place of Meeting. The Board of Directors may designate any place within Santa Fe County, New Mexico, as place for the annual or special meeting. Places and times for meetings should be convenient for most members.

Section 4. Notice of Meeting. Each member shall be notified of the place, day, and hour of any meeting of members not less than ten days before the date of such meeting. Such notification can be done by any of the following methods: email and posting on the Association’s website, or by written notice sent to the address on file.

Section 5. Quorum. A quorum shall consist of ten members represented in person.

Section 6. Proxies. A member entitled to vote at any meeting of members may vote by written proxy, such proxies to be registered with the Secretary prior to the opening of the meeting.

Section 7. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater portion is required by law or these bylaws.

Section 8. Parliamentary Authority. Roberts Rules of Order, in its most current revision, shall be the Parliamentary Authority for all matters or procedures not specifically covered by these Bylaws or by special rules of procedure adopted by the Board of Directors.

Article V - Board of Directors

Section 1. Management. The Board of Directors shall have the general management and control of the activities and affairs of the Association and shall exercise the powers that may be exercised or performed by the Association under the laws of the State of New Mexico, the United States, these Bylaws, and the Articles of Incorporation.

Section 2. Number and Tenure. The number of Directors shall be eight until the first annual meeting of members. Thereafter, the number of Directors shall be not less than eight nor more than sixteen, as

determined by resolution of the Board of Directors from time to time. Each Director elected by the membership shall serve a two year term of office (except as provided initially in this article) and until his or her successor shall have been elected and qualified.

Section 3. Regular Meetings. The Board of Directors shall hold regular meetings on the third Thursday of the following months: January, March, April, May, June, July, September, October and November. The place and time of such regular meetings shall be set by the President.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President or any two Directors. The place and time of such special meetings may be set by the person or persons who called the meeting. Notice of any special meeting of the Board of Directors shall be given at least one day prior to the meeting date. Email notification shall be deemed adequate for such notification. The subject and purpose of the meeting shall be included in the notification.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6. Manner of Action. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater membership is required by law or by these bylaws.

Section 7. Removal from Office. Any member of the Board of Directors may be removed at any time by a vote of two-thirds (2/3) of the remaining members of the Board. A member of the Board of Directors who fails to attend three (3) consecutive regular meetings of the Board shall be deemed to have resigned.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of the increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though not less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 9. Telephonic Participation at Meetings. Directors or any Committee designated by the Board of Directors may participate in a meeting of the Board or Committee by means of a conference phone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

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

Section 11. Waiver of Notice. Whenever any notice is required to be given to any Director or member of any Committee, a waiver thereof in writing signed by the person entitled to the notice is equivalent to the giving of the notice. The attendance of a Director, or a member of any Committee, at a meeting

constitutes a waiver of notice of the meeting, except when attendance is for the sole purpose of objecting because the meeting is not lawfully called or convened.

Article VI – Officers

Section 1. Officers. The Officers of the Association shall be a President, one or more Vice-Presidents (their number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable; such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The Officers of the Association shall be elected from the Directors annually by the general membership, and shall serve from the end of the meeting at which they are elected until the end of the meeting at which they are replaced.

Section 3. Removal. Any Director or Officer may be removed by a two-thirds vote of the general membership at any duly called meeting of the members.

Section 4. President. The President shall be the principal executive officer of the Association and shall in general supervise all of the business and affairs of the Association. He or she shall preside at all meetings of the members and of the Board of Directors, and in general, he or she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice-President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties of the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 6. Treasurer. The Treasurer shall have charge and have custody of and be responsible for all funds of the Association; receive and give receipts for the monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks or other depositories as shall be selected in accordance with these bylaws; keep a register of the post office addresses of each member, which shall be furnished to the Treasurer by such member; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodial of the corporate records; and in general perform the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Article VII – Committees

Section 1. General Provisions. Committees shall be formed by the Board of Directors, as may be deemed desirable for the proper administration and operation of the Association. Each such committee and any subcommittees shall serve at the pleasure of the Board of Directors. All committees shall be chaired by a Director of the Association.

Section 2. Standing Committees. Standing Committees will include the following, among others which may be created by the Board from time to time:

- a. **Executive Committee:** A committee of the Officers of the Association to manage the affairs of the Corporation on behalf of the Association. All actions taken by the Executive Committee shall be reviewed by the Board of Directors at the following regular meeting of the Board of Directors.
- b. **Nominating Committee:** The Officers of the Association shall constitute a nominating committee to present for approval to the Board of Directors each January a slate of new Officers for nomination at the annual meeting.

Section 3. Ex-Officio Member. The President of the Association will be an ex-officio member of all Committees.

Article VIII – Checks, Drafts, Etc.

In the absence of an authorization by the Board of Directors, all checks, drafts, or orders for payment of money, notes or other evidence of indebtedness issues in the name of the Association shall be signed by any officer of the Association and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Article IX – Books and Records

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney, or any member of the general public, for any proper purpose at any time.

Article X – Fiscal Year

The fiscal year of the Association shall be from March 1st through the end of February of the following year.

Article XI – Dues

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members.

Section 2. Payment of Dues. Dues for any fiscal year shall be payable by the first day of April in each fiscal year.

Section 3. Default and Termination of Membership. When any member shall be in default in the payment of dues, his or her membership may thereafter be declared terminated by the Board of Directors.

Article XII – Indemnity

The Association shall indemnify each director and officer of the Association, and their heirs, legal representatives and assigns, against expenses and liabilities reasonably incurred in connection with any action, suit or proceeding in which the director or officer is involved or made a party by reason of being or having been such, except in relation to matters as to which the indemnities shall be adjudged to be liable for negligence or misconduct in the performance of duty to the Association. The foregoing right of indemnification shall not be exclusive of other rights of which any director or officer may be entitled as a matter of law and shall include reimbursement of any amount and expenses paid or incurred in setting any such action, suit or proceeding when such settlement has been approved by the Board of Directors.

Article XIII – Dissolution

Upon dissolution of the Association, the Board of Directors shall, after paying and making provision for the payment from Association assets of all liabilities of the Association, dispose of all the remaining assets of the Association, exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes, as shall at that time qualify as an exempt organization under Section 501c4 of the Internal Revenue Code, or corresponding provisions of any subsequent federal laws, as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article XIV – Amendments of Bylaws

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the Directors present at any regular Board of Directors meeting. Any such changes shall be appropriately published as per these bylaws.

OFFICERS’ CERTIFICATE

We certify the foregoing to be a true copy of the Amended Bylaws duly adopted by the Association on November 15, 2012. These amended bylaws supersede and replace the bylaws now in effect and amendments thereto.

_____, Walter Wait, President. Date:

_____, Isolde Wait, Secretary. Date: