

By-Laws of the  
Upper Brazos Property Owners' Association  
[upperbrazospoa.org](http://upperbrazospoa.org)

A New Mexico Corporation  
Business ID # 6918042

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\*Page numbers will be adjusted to reflect edits.

# By-Laws of the Upper Brazos Property Owners' Association (A New Mexico Corporation)

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## Article ~~1~~ **I** - Membership - Voting

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- Section 1** Membership in this ~~Corporation~~ **Association** shall be restricted to persons owning lots and/or tracts within those lands situated in Rio Arriba County, New Mexico, commonly known and referred to as the Brazos Lodge Estates and persons owning such other lands as the Corporation may, from time to time, admit to membership by resolution of the Board of Directors.
- Section 2** Such membership fees may be charged, as the Board of Directors shall, from time to time, determine.
- Section 3** The members may be expelled for continuous and gross violation of the Articles and By-Laws of the ~~Corporation~~ **Association** or the rules and regulations which the Board of Directors may from time to time promulgate, or by failure or refusal to pay membership fees, which are from time to time levied by the Board of Directors by a vote of a majority of the members voting at a regular or special meeting of the ~~Corporation~~ **Association**. The member shall be informed in writing of the charges against him/her at least then (10) days in advance of the meeting and shall have an opportunity to be heard in person or by counsel at said meeting. Upon decision of expulsion, the Board of Directors shall establish the terms under which reinstatement may be ~~effected~~ **affected** .
- Section 4** Voting by proxy is not allowed; however, the Board of Directors may, from time to time, authorize a vote by mail or by other form of communication, without first requiring the Board to be regularly convened. However, in the event that voting is by form of communication other than writing, the consent of all directors to such form of voting must be ratified and confirmed in writing by each director.

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## Article II - Board of Directors, Elections & Duties

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### Section 1

**The Board** of Directors shall be elected as follows:

On or before April 1<sup>st</sup> the President shall appointment a Nominating Committee comprised of three UBPOA members. The Nominating Committee shall ask for nominations via personal recommendations or UBPOA website requests. The committee shall determine whether the nominees will consent to serve if elected and shall prepare a slate of candidates with their personally prepared biographies. The slate of candidates, biographies, and ballots shall be included in the May membership mailing and candidates listed on the UBPOA website. Ballots will be mailed to current UBPOA members along with a self-addressed envelope to be returned to UBPOA PO Box 633 Tierra Amarilla, NM 87575 before the Annual Meeting held the last weekend of May. Ballots will be opened, counted, and results revealed at the Annual Meeting. In the event no candidates are located nominations for the Board of Directors may be taken from the floor during the Annual Meeting.

### Section 1

The board of Directors shall consist of not less than three (3) nor more than ~~fifteen (15)~~ **nine (9)** persons elected from the membership of the ~~Corporation~~ **Association**, one-third ( $\frac{1}{3}$ ) of whom shall be elected each year by the membership to serve for three (3) years, or until their successors are duly elected and qualified, which term shall commence ~~on the first day of January of the year~~ **immediately following that in which they are elected the annual meeting in which they were elected.**

### Section 2

Vacancies occurring during the year may be filled by appointment by a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors called for that purpose. However, such Director so appointed shall stand for election at the next annual meeting of the ~~Corporation~~ **Association** for the unexpired term of said directorship.

### Section 3

A majority of the number of elected Directors shall constitute a quorum at any meeting, regular or special. A quorum is necessary for the conduction of any meeting and the translation of business there at.

**Section 4** Regular meetings of the Board of Directors shall be held at the offices of the Corporation on the Second (2nd) Monday of each month at the hour of 7:30 pm unless otherwise designated by the President or determined by the Board of Directors. In the event that any regular meeting day shall fall on a legal holiday, then said meeting should be held on the first Friday following said holiday. held at the discretion of the Board at a time and place of their choosing. Quarterly meetings are recommended. Meetings may be held in person or via the internet. May to October meetings shall be held in the Brazos.

**Section 5** Special meetings of the Board of Directors shall be held at such times and places as the President may, from time to time, designate. Special meetings may be called by the President and in his/her absence, by the Vice President, or by any two (2) members of the Board of Directors. By unanimous consent of the Board of Directors, special meetings of the Board may be held without notice at any time and place.

**Section 6** In the absence of waiver of notice, notice of all regular and special meetings shall be e-mailed to each Director by the Secretary of the Corporation Association at least five (5) days prior to the date fixed for such meeting.

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## **Article II - Board of Directors, *Continued***

**Section 7** Business of the Board of Directors transacted at any meeting, irrespective of whether or not said meeting was regularly called and duly held, if all of the Directors not present approved the minutes of such meeting in writing, is valid.

**Section 8** Board of Directors shall have, but not be limited to, the following duties and responsibilities:

- A. To conduct the business of the Corporation Association in all its various aspects. No business venture shall be entered into at a financial loss to the Association.
- B. To manage, supervise and control all of the property of the Corporation Association, including the lands and buildings thereof, and to keep the same in repair that they may be used for the purposes of the corporate program.
- C. To protect the properties of the Corporation Association with sufficient insurance coverage of all kinds and descriptions.
- D. To formulate all policies which are necessary to the successful operation of the business of the Corporation Association and the fulfillment of the objects and purposes for which it is established.

- E. Develop the annual budget of the ~~Corporation~~ **Association** and present said budget to the membership of the ~~Corporation~~ **Association** for their approval.
- F. To do all things which are necessary for the efficient and continuing operation and development of the ~~Corporation~~ **Association** and the objects and purposes for which this ~~Corporation~~-**Association** has been established, not otherwise specifically hereinbefore set forth.

**Section 9**

The Board of Directors shall have the following rights, subject to the Articles of Incorporation of this Corporation, and the applicable laws of the State of New Mexico:

- A. To operate, conduct and manage the business of the ~~Corporation~~ **Association**.
- B. To sell, transfer, mortgage, lease and otherwise deal in and with the property of the ~~Corporation~~ **Association**.
- C. To invest and reinvest permanent funds entrusted to them.
- D. To call meetings of this ~~Corporation~~. **Association**
- E. To supervise the repair and maintenance of, where and when required, the physical assets of the ~~Corporation~~ **Association**.
- F. To engage in such programs as are necessary to aid in the financing of the objects and purposes of the ~~Corporation~~ **Association**.

**Article III - Officers**

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**Section 1**

The following Officers of this ~~Corporation~~ **Association** shall be elected by the Board of Directors from their number, except as in hereinafter set forth, and shall hold office for a period of two (2) years, with right of re-election:

- A. **President:** The President shall convene and preside over all meetings of the Board of Directors and shall convene and preside over all meetings of this ~~Corporation~~ **Association**. He/she shall have general charge and supervision over the affairs of the Board of ~~Trustees~~ **Directors** and shall be directly responsible to them. He/she shall be an ex-officio member of all committees and shall cast the deciding vote in case of a tie in all committee meetings, but otherwise he/she shall have no right to vote at said meetings.
- B. **Vice President:** The Vice President shall perform the duties of the President when said President is absent, incapacitated, or otherwise ~~unable~~ **unable** to perform his/her duties. In case of death or resignation of the President, the Vice President shall perform all duties of the President’s office until a successor is elected by the Board of Directors. In case of the inability of the President or

Vice President to act, the Board of Directors may designate another of their membership to so act.

- C. **Secretary:** The Secretary of the Board of Directors shall be the recording officer and custodian of the records of the ~~Corporation~~ **Association**. It shall be his/her duty and responsibility to give proper notice to the members of the meetings of the ~~Corporation~~ **Association** and to the Board of Directors of all meetings of the Board. The Secretary shall also be the Secretary of all meetings of the ~~Corporation~~, **Association** and shall keep a permanent record of all meetings and happenings of the Board of Directors and the ~~Corporation~~ **Association**. In his/her inability to serve, the President shall designate a substitute.
- D. **Treasurer:** The Treasurer shall be the repository of all funds of the ~~Corporation~~ **Association**. It shall be his/her duty to keep a strict account of all funds on hand, as well as all money received and disbursed. He/she shall pay out funds ~~to~~ **from** the Corporation as approved by the Board of Directors. He/she shall make a ~~monthly~~ **quarterly** report to the Board of Directors. **Such report shall be emailed through the Association's website.** He/she shall deposit the funds of the ~~Corporation~~ **Association** to the credit of the ~~corporation~~ **Association** in such a bank as shall be selected by the Board of Directors and such funds shall only be withdrawn upon the direction of the Board of Directors. **In the event the banking assets of the Association exceed \$ 30,000 the Treasurer shall be bonded in a sum sufficient to cover all monies handled by him/her, and in an amount to be approved by the Board of Directors.**

## Article III – Officers, *Continued*

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### Section 1 *Continued*

- E. **Other Officers:** The Board of Directors may appoint as such Assistant Secretaries and Assistant Treasurers as it shall, in its discretion, deem advisable, to hold which office membership in the Board of Directors shall not be a prerequisite, and which Assistant Secretaries and Assistant Treasurers shall assist the Secretary and Treasurer of this Corporation in performance of their duties and upon such terms and conditions as the Board of Directors may, from time to time, direct. In the event that the duties of the Treasurer, insofar as they pertain to handling of monies of this Corporation, are delegated to the Assistant Treasurer of this Corporation by the Board of Directors, no

bond shall be required of the Treasurer of the Board of Directors, but the Assistant Treasurer shall be bonded in a sum sufficient to cover all monies handled by him/her in an amount to be approved by the Board of Directors.

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## Article IV - Conflict of Interest

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### Exoneration

In the event that any contract or other transaction to which the ~~Corporation~~ **Association** is a party would be affected by the fact that any of the Directors or Officers of said ~~Corporation~~ **Association** are Directors, Officers, creditors, stockholders, partners or otherwise interested in any other party to such contract, or are parties to or otherwise interested in such contract or other transaction, then, in such event, such interested Directors and/or Officers shall recuse themselves, and shall abstain from voting upon such contract or other transactions, and such contract or other transaction shall be presented to those Directors not so interested for approval or disapproval, as the case may be.

In the absence of actual fraud, no Director ~~or~~ **or** Officer shall be liable to account to the ~~Corporation~~ **Association** for any profit realized by him/her from or through any such contract or transaction of the type described above in this paragraph, ratified or approved as aforesaid, by reason of his/her interest in any such contract or other transaction.

Directors interested in any such contract or other transaction as aforesaid shall be counted, when present at a meeting of the Board of Directors, for the purpose of determining the existence of a quorum.

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## Article V - Compensation of Directors and Officers of the Corporation

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No Director or Officer of the ~~Corporation~~ Association shall receive any compensation for action as such, except:

**Section 1** Members of the Board of Directors may be reimbursed for allowed per diem expenses while attending board meetings, regular and special, as the Board of ~~D~~Directors shall, from time to time, determine.

**Section 2** The Board of Directors may, from time to time, authorize the payment of such compensation to an Officer or Officers of the ~~Corporation~~ Association as is necessary to the efficient and just operation and management of the ~~Corporation~~ Association and its' business.

## Article VI - Executive Committee

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**Section 1** An Executive Committee consisting of five (5) members, three (3) of whom shall be the President, the Vice President and the Secretary of the ~~Corporation~~ Association, may be elected each year at the Annual Meeting of the ~~Corporation~~ Association as the same is defined in Article VIII hereof. The President of the Board of Directors shall be the Chairman of the Executive Committee.

**Section 2** The Executive Committee shall have and exercise all powers of the Board of Directors in the intervals between meetings of the Board, which may be lawfully delegated in the management of the business affairs of the ~~Corporation~~ Association.

**Section 3** Three (3) members of the Executive Committee shall constitute a quorum, and meetings may be called at any time by the Chairman.

**Section 4** All action taken by the Executive Committee during the intervals between the regular meetings of the Board shall be brought before the Board at the next meeting thereof, for ratification and approval by the Board of ~~Trustees~~ Directors.

# Article VII - Committees

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**Section 1** There shall be the following standing committees:

- a. Finance Committee
- b. Building and Grounds Committee
- c. Nominating Committee
- d. Personnel Committee

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**Section 2** Each standing committee shall consist of not less than five (5) members to be appointed by the President, with the advice of the Officers of the Corporation, to serve for the fiscal year. **If standing committees are not constituted the duties shall fall to the Executive Committee.**

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**Section 3** Duties of the Standing Committees:

- a. **The Finance Committee** shall be responsible for the development and management of all funds of the ~~Corporation~~ **Association**, except as is otherwise herein provided. It shall prepare and submit to the Board of Directors a budget showing the anticipated receipts and expenses, insofar as possible, for the ensuing year, together with such recommendations relating to the budget and finances of the ~~Corporation~~ **Association** as it shall, from time to time, see fit.
- b. **The Building and Grounds Committee** shall be responsible for all matters relating to additions, alterations, repairs and maintenance to the physical plant of the ~~Corporation~~ **Association**, and the making of recommendations to the Board of Directors in reference thereto, including the means and methods of financing such additions, alterations, repairs and maintenance.
- c. **The Nominating Committee** shall be appointed no later than ninety (90) days prior to the annual meeting of the ~~Corporation~~ **Association** and it shall prepare and submit to the membership at the annual meeting, a list of nominees for the new class to be elected to the ~~h~~**B**oard of Directors, as well as nominees to fill any vacancies existing on the Board of Directors, whether the same have or have not been filled by the Board of Directors as hereinbefore provided.
- d. **The Personnel Committee** shall, in cooperation with the President, pass upon all matters relating to personnel, employment, workmen's compensation, contracts and all other matters, including the writing of job specifications and rules and regulations governing hearing of grievances and other personnel problems.

## Article VII – Committees, *Continued*

**Section 4**            **Special Committees:** Special committees may be appointed by the President from time to time for such special tasks as arise out of, or are warranted by, matters which may, from time to time, arise in connection with the operation and maintenance of the ~~Corporation~~ **Association**. Said Special Committees shall be limited in their authority and activities to the accomplishment of those specific tasks for which said committees were in the first instance created.

## Article VIII - Meetings of the Corporation

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**Section 1**            **Annual Meeting:** The annual meeting of the Corporation shall be held in ~~April~~ **May**, and may be changed at the discretion of the Board of Directors, if necessary, and on the same ~~day~~ **weekend** of each year thereafter, unless said meeting is continued from time to time for the purpose of electing Directors and such other business as may regularly come on to be heard by the President.

**Section 2**            **Special Meetings:** Special meetings of the ~~Corporation~~ **Association** may be called at any time upon the request of any three (3) **Association** members.

**Section 3**            **Notice of Meetings:** Written or printed notice stating that the place, day and hour of the meeting, and in case of special meeting, the purpose or purposes for which said meeting is called, and shall be delivered, either personally or by e-mail, not less than ~~fifteen (15)~~ **ten days (10)** days or more prior to the meeting to each member of the ~~Corporation~~ **Association** and to all members of the Board of Directors.

**Section 4**            **Agenda and Minutes:** The agenda for all Association meetings shall be posted on the Association website, *upperbrozospoa.org*, and sent to all members of the Board of Directors five (5) days before a meeting. Draft minutes of the meeting shall be posted on the Association's website five (5) days after the meeting.

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## Article IX - Amendments

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### Section 1

These By-Laws may be amended, subject to the Articles of Incorporation and the laws of the State of New Mexico, at any regular or special meeting of the ~~Corporation~~ **Association**, called for that purpose, by a two-thirds ( $\frac{2}{3}$ ) vote of the ~~Corporate~~ **Association** membership present, provided that a full reading of the proposed changes (or a printed distribution of same) shall have been made in connection with the call of the meeting.

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Know all people by these presents:

That I, the undersigned, duly elected and acting Secretary of the Board of Directors of the Upper Brazos Property Owners' Association, an New Mexico Corporation, do hereby certify that at a regular meeting of said Board of Directors, held at \_\_\_\_\_, on the \_\_\_\_ day of \_\_\_\_\_, call for the purpose of adopting By-Laws for said ~~Corporation~~ **Association**, the above and foregoing By-Laws were presented, considered article by article, and each article was, on motion duly made and seconded, separately adopted, all as in accord with the minutes of said meeting.

In witness whereof, I have hereunto subscribed my name.

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