

BYLAWS OF THE
MESA DEL SOL MONTAGE NEIGHBORHOOD ASSOCIATION

AS AMENDED, September 17, 2025

ARTICLE 1- NAME

The name of this association shall be the Mesa Del Sol Montage Neighborhood Association (the "Association"). It is intended that the Association shall be a non-profit organization.

ARTICLE 2- PURPOSE

- a. Purpose- The purpose of the Association shall be to actively promote a better neighborhood and community to ensure that the quality of life in the area shall be in keeping with the social, safety, environmental, cultural, and historic needs and interests of the neighborhood residents.
- b. Activities- To this end, the activities of the Association shall include, but are not limited to:
1. attempting to inform all eligible members of the Association of issues that might affect the residents within the boundaries of the Association;
 2. providing an orderly and democratic means for making representative decisions on neighborhood issues;
 3. striving to uphold good, efficient, and beneficial community planning, especially as regards the interplay between the Mesa del Sol Level A Community Master Plan (as the same may be amended from time to time); the Mesa del Sol Level B Community Master Plan (as the same may be amended from time to time); the Mesa del Sol Home Owners Association, and the Association;
 4. presenting an official position to the City of Albuquerque or other private or public agencies or interests when providing such is in the best interest of the Association members; and
 5. any other acts authorized by law for non-profit organizations if duly authorized by the Board of Directors of the Association (the "Board").

ARTICLE 3- BOUNDARY

- a. Boundary Description- The geographical boundary of the Association is described as follows:

From a starting point at the intersection of Bobby Foster Rd SE and University Blvd SE in Albuquerque, NM, going southeast on University Blvd SE to its intersection with Stryker Rd SE, then southwest on Stryker Rd SE to the intersection of Stryker Rd SE and DeKooning Ave SE, then southeast on DeKooning Ave SE to its intersection with Scorsese Ave SE, then west on Scorsese Ave SE to the intersection of Scorsese Ave SE and Dasburg Dr SE, then north on

Dasburg Dr SE to the intersection of Dasburg Dr SE and Stryker Rd SE, then west on Stryker Rd SE to the intersection of Stryker Rd SE and Chicago Rd SE, then north on Chicago Rd SE to its intersection with Bobby Foster Rd SE, then east on Bobby Foster Rd SE to starting point at the intersection of Bobby Foster Rd SE and University Blvd SE.

b. Map of Boundary- The boundary of the Association is illustrated on the map attached as Exhibit A-1 to these Bylaws.

c. Amendment of Boundary- The boundary is subject to change by an affirmative vote of two-thirds of the Board then in office at any duly constituted Board meeting.

ARTICLE 4- REGISTERED OFFICE

The registered office of the Association shall be the home address of the President of the Board, or the address of such other member of the Board as so designated by the Board.

ARTICLE 5- MEMBERSHIP AND DUES

a. Membership- Membership is open to all individuals aged 18 or older who reside, own property, or own a non-home-based business within the Association boundaries, pursuant to Section 14-8-2-3(B)(2) of the Neighborhood Association Recognition Ordinance (“NARO”) and subject to the following criteria:

1. There shall be two types of membership in the Association: Residential Members and Business/Professional Members.
2. A Residential Membership is for any individual aged 18 or older who resides full-time or owns a residential property within the Association boundaries. Tenants of the Encanto Apartments are eligible, as are owners of single-family dwellings, whether or not these owners occupy the unit. Residential Members shall be allowed one vote per person.
3. A Business/Professional Membership is for any business whose primary location is within the Association boundaries, but does not include home-based businesses. A Business Member will be allowed one vote per business within the Association boundary.
4. The Association shall allow ongoing Membership enrollment throughout the year.
5. Each Member of the Association shall provide affirmation of membership through the Association website.

b. Voluntary Dues

1. Dues, if any, and the schedule for payment of the same, may be established periodically by the Board. Dues are voluntary for all Members and cannot be a prerequisite for either membership or voting, pursuant to NARO Section 14-8-2-3(B)(4).
2. Non-dues monetary donations to the Association can be made at any time during the year.
3. In the event of the dissolution of the Association, the Board, after payment of all liabilities of the Association, shall dispose of the remaining assets of the Association by refund to its members or by donation to an organization with a similar purpose as agreed upon by the Board.

ARTICLE 6- MEMBER MEETINGS

a. Annual Meeting- The Association shall hold an Annual Meeting of Members during the month of September, at a time and place fixed by the Board. Election of the Board shall be held at this meeting.

1. Notice of Annual Meeting- the Board shall notify the Office of Neighborhood Coordination of this meeting and will give written notice of the time and place for the Annual Meeting to all Members not less than two weeks prior to the Annual Meeting. Notices will be posted at prominent neighborhood locations and on the Association website.
2. Notice to City of Albuquerque- No later than 60 days after the Annual Meeting, the Association shall file an Annual Report with the City of Albuquerque, Office of Neighborhood Coordination.

b. Membership Meeting- a meeting of the Members may be called for any purpose consistent with these Bylaws.

1. Notice of Membership Meetings- the Board shall make a reasonable attempt to give notice to all Members of the Membership Meeting not less than two weeks prior to the Membership Meeting.
2. Membership Meetings may be called by the President, the Board or any ten (10) Members, provided that if the Membership Meeting is being called by the Members, they must notify the Directors so that reasonable attempts may be made by the Board to notify all Members of the meeting.

ARTICLE 7- VOTING

a. Official Action- Every action or decision made, in general accordance with parliamentary procedure, by a majority of the Members present at any duly noticed Annual or General Membership Meeting at which a quorum is present, shall be regarded as an act of the Association, except where otherwise provided in these Bylaws or the laws of the State of New Mexico.

b. Voting Privileges- Every Member present at any Annual or Membership Meeting of the Association shall be entitled to one vote.

c. No Proxy Voting- Proxy voting is not allowed.

d. Quorum- The presence, either in person, or via audio/video platform, of a majority of the Directors then in office constitutes a quorum. The Directors may continue to transact business at a meeting at which a quorum is initially present, notwithstanding the withdrawal of Directors from that meeting, so long as any action taken is approved by at least a majority of the required quorum for that meeting.

ARTICLE 8- BOARD OF DIRECTORS, OFFICERS AND THEIR ELECTION

a. Powers- The Association shall be managed by the Board which shall have the general charge and management of the affairs, funds and property of Association. The Board shall have the power to act on behalf of the Association in all matters, and it shall be the duty of the Board to carry out the purposes of Association. Directors must be Members of the Association.

b. Election- Except to fill vacancies as described in Article 8, Section d, Directors shall be elected by the Members at the Annual Meeting in a fair and open process that is determined by the Board. Nominations for open positions shall be solicited prior to and at the Annual Meeting.

1. Should the Members fail to elect Directors at the Annual Meeting, the President may call a Membership Meeting for the purpose of electing Directors.
2. Beginning with the election of the Board in September 2025:
 - a. Three (3) Directors will be elected to a two (2)-year term, which will begin on October 1, 2025 and end on September 30, 2027; and
 - b. Four (4) Directors will be elected to a one (1)-year term, which will begin on October 1, 2025 and end on September 30, 2026.
3. Beginning with the election of the Board in September 2026, the Directors shall be elected to two (2)-year staggered terms -- i.e., four (4) Directors in even years and three (3) Directors in odd years -- commencing on October 1 of the respective election year.

c. The Board shall be comprised of the following officers and General Directors. The officers shall be chosen by the Board at their first meeting immediately following the Annual Meeting. No Director shall be chosen as an officer without their consent.

1. President- who shall preside at all Board, Annual and Membership meetings of Association. The President shall make an annual report to the general membership at the Annual Meeting and shall file an Annual Report with the City of Albuquerque if required by the NARO, as the same may be amended from time to time.
2. Treasurer- who shall collect all monies due the Association, and disburse all funds as is appropriate under these Bylaws and shall make a financial report at each meeting of the Board and each Annual or Membership Meeting.
3. Secretary – who shall keep minutes of all meetings of the Board and general membership meetings and shall keep all records of the Association and give notice of all meetings as directed. The Secretary shall perform all other duties incidental to the office of the Secretary or as required by the President or the Board.
4. Communications Director – who shall be responsible for developing, managing and overseeing the Association website, which is designed to help foster transparency, community engagement, and consistency in the flow of information among the Board, Members, and the broader community.
5. Three (3) General Directors, whose duties may be assigned to them, from time to time, by the President.

d. Vacancies

1. A vacancy in the Board shall be deemed to exist on the occurrence of any of the following:
 - a. the death or resignation of any Director;
 - b. the removal of a Director;
 - c. the failure of the Members to elect Directors at the Annual Meeting; and
 - d. if a Director no longer resides within the boundaries of the Association.
2. Vacancies in the Board may be filled by the affirmative vote of a majority of the remaining Directors then in office, though less than a quorum, provided that the Board make reasonable attempts to notify the Members of the vacancy and solicit interested Members to fill the vacancy. Each Director elected to fill a vacancy shall hold office until the next Annual Meeting.

e. Removal- Directors are expected to participate and lead the activities of the Association. Two consecutive unexcused absences from required meetings, functions or activities may be cause for removal of any Director. Any Director may be removed by an affirmative vote of two-thirds of the directors then in office at any duly noticed regular or special meeting of the Board where a quorum is present, or by an affirmative vote of two-thirds of the Members present at any duly noticed Annual or Membership Meeting where a quorum is present.

f. Meetings- Regular meetings of the Board shall be held at the time and place that has been designated by the Board and published on the Association website. There shall be no less than six (6) regular meetings annually. Special meetings of the Board may be called by the President or any two Directors upon three (3) days' notice to the other Directors.

g. Action by the Board- Each Director shall have one (1) vote. Every act or decision done or made by a majority of the Directors present at a meeting duly noticed at which a quorum is present shall be regarded as the act of the Board. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors consent in writing to that action. Such action by the unanimous consent of the Directors shall have the same force and effect as a unanimous vote of the Board.

h. Compensation and Expenses- Directors shall not receive compensation for their services. However, the Board may approve reimbursement of a Director's reasonable expenses incurred in connection with performance of their duties.

i. No Liability- No Director shall be personally liable for the debts, liabilities or obligations of the Association.

j. Establishment of Committees-

1. The Board may establish standing or special project committees necessary to the functions of the Association at any meeting. The chairs of such committees shall be appointed by the President subject to the concurrence of the Board.
2. No action or report of any such committee shall be considered as the act of the

Association unless or until it shall be approved by the Board or the general membership at a membership meeting.

ARTICLE 9- COMMUNICATION VENUES

- a. The Board shall use an association-specific e-mail address for the sole purpose of Association business.
- b. Access to these Association e-mail addresses shall be held by the President, and Communication Director jointly, and passed on to new Board members as they are elected, or by any method designated by the Board.
- c. Access to the Association's website and social media accounts shall be held by the President and Communication Director jointly and passed on to new Board members as they are elected, or by any method designated by the Board.

ARTICLE 10- AMENDMENTS

These Bylaws may be amended at any duly-noticed Annual Meeting or Membership Meeting where a quorum is present, by an affirmative vote of two-thirds of the Members present at any such meeting, provided that the proposed amendments are included in the meeting notice to the Members prior to such meeting.

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WITNESS OF ASSOCIATION BYLAWS BY BOARD OF DIRECTORS:

By their signature below, the officers of the ASSOCIATION hereby witness and affirm that the foregoing Bylaws of the Mesa del Sol Montage Neighborhood Association are true and correct and were approved by the membership of the Association by vote taken at a duly noticed Association membership meeting of SEPTEMBER 17, 2025.

David Mills, President



Matthew-Ryan Morrell, Treasurer



Kanyesha Arrington, General Director



Mikhaila Diekmann, General Director



Monica Duran, General Director



Sue Mauthe, General Director



Robert Sitkowski, General Director




EXHIBIT A-1

MESA DEL SOL MONTAGE NEIGHBORHOOD ASSOCIATION BOUNDARY MAP

