

Bylaws of The San Marcos Association

Article 1 – Name and Location

1.1 – Name

The name of the organization is The San Marcos Association, also known as “SMA”.

1.2 – Location

The principal office of SMA is in Santa Fe County in the State of New Mexico. SMA shall have a registered agent and continuously maintain a registered office in the state of New Mexico. The SMA mailing address is The San Marcos Association, P.O. Box 722, Cerrillos, NM 87010. SMA maintains a website at www.thesanmarcosassociation.org

Article 2 – Organization, Purpose, Mission and Vision

2.1 - Organization

The San Marcos Association is organized and incorporated under the laws of the State of New Mexico as a non-profit corporation defined by Section 501(c)(4) of the U.S. Internal Revenue Code.

SMA has been formed to promote the social welfare and to operate primarily to further the common good and general welfare of the people of the community. The assets and income of the organization shall not be distributable to or benefit the directors or any other individuals. The assets and income shall only be used to promote the purposes of SMA as described below. However, this shall not prohibit the payment of reasonable compensation to any employees and/or independent contractors for services provided for the benefit of the organization. SMA shall not engage in any activities not permitted by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

Additionally, The San Marcos Association is a recognized “Registered Organization” of Santa Fe County according to Section 2.2.3 of the Sustainable Land Development Code. The geographic boundaries of SMA area of advocacy shall be determined or amended by a two-thirds (2/3) majority vote of the Board of Directors. This geographic area is to be posted prominently on the homepage of the SMA website. Article 2.2 - Purpose:

2.2 Purpose

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

2.2.1 To preserve and protect the rural residential environment of The San Marcos Association area of advocacy.

2.2.2 To monitor the ongoing development of The San Marcos Association area of advocacy to ensure that it is orderly and consistent with the rural residential character of the area and conforms with applicable ordinances of Santa Fe County as detailed in the Sustainable Land Development Code and other codes that may be applicable, including those pertaining to development of supporting infrastructure and non-residential development.

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2.2.3 To understand and represent the common interests of property owners and residents within The San Marcos Association area of advocacy regarding public services, utilities, public safety and any other matters bearing on the general welfare of our community.

The above shall not restrict SMA in carrying out any lawful activities if those activities are not in opposition to the purposes set forth in the Articles of Incorporation, the laws of the State of New Mexico, or Section 501(c)(4) of the U.S. Internal Revenue Code.

2.3 Mission

The Mission of The San Marcos Association is to serve as a trusted resource by listening to community concerns, sharing information, and influencing policy and decisions affecting all of us.

2.4 Vision

The Vision of The San Marcos Association is to preserve the rural character of the San Marcos region, to inspire effective civic engagement, and to advocate for and amplify the voice of our community.

Article 3 – Public Meetings

3.1 - Annual Meeting

An annual organizational meeting shall be held once each calendar year, in the month of February, at a time, manner, and place as determined by the Board of Directors. The Annual Meeting is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology. The purpose shall be to elect directors and officers and to report to attendees a summary of actions and activities accomplished the previous year, and the transaction of other business that may properly come before the meeting. The Annual Meeting shall be open to the property owners and residents of the SMA geographic area of advocacy and invited guests. A quorum of a majority of the Board of Directors shall be required at the Annual Meeting.

3.1.1 Voting

Property owners and/or residents attending the Annual Meeting, whether in person or virtually, by means of the internet or other electronic communications technology, may vote during the meeting for each individual running for the Board of Directors. Except for a vote for the election of individuals to the Board of Directors, all other matters of action occurring at the Annual Meeting shall only be voted upon by the currently serving members of the Board of Directors. A simple majority of the quorum of Directors present shall be sufficient for an item to be decided.

3.1.2 Parliamentary Authority

Robert's Rules of Order in its most current form shall be the parliamentary authority for all matters and procedures at the Annual Meeting.

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3.2 Public Forums

Public forums shall be approved by a majority of the Board of Directors for the purpose of informing the residents and property owners of SMA area of advocacy about current or upcoming topics and/or to provide an opportunity for residents and property owners to provide input on neighborhood or community concerns. Public forums are not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology. A public forum shall not be used to conduct SMA business and shall not require a quorum of the Board of Directors.

3.3 Notice

Notice of the Annual Meeting and all public meetings shall be provided under this section or as otherwise required by law. The notice shall state the geographic location, internet or other electronic communications technology being used for the meeting, a link to the meeting if appropriate, date and hour of meeting, and the purpose of the meeting. Such notice shall be sent to all directors of record at least 10 days prior to the meeting and shall be deemed effective when sent either by U.S. mail or email. Such notice of meetings shall also be sent to all current residents and property owners whose names appear on the SMA email list. When possible, other means such as mailings, public signs, handouts, or social media may be used to provide notice of public meetings. When applicable, communication links to public meetings shall be provided to potential participants no less than twenty-four (24) hours prior to the start of the meeting.

3.4 Public Meeting Location

Public meetings may be held in person at an accessible geographic location or through the internet or other means of electronic communication.

Article 4 – Directors

4.1 Management

The Board of Directors shall manage and control the activities and affairs of SMA under the laws of the State of New Mexico, Section 501(c)(4) of the U.S. Internal Revenue Code, the Articles of Incorporation, and these Bylaws.

4.2 Number of Directors

The organization shall be managed by a Board of Directors consisting of a minimum of five and a maximum of 14 directors.

4.3 Eligibility

Directors shall be a property owner or resident in the SMA geographic area of advocacy.

4.4 Election

The directors shall be elected by a majority vote at the Annual Meeting. Votes shall be tallied among board members together with the property owners and residents living within the SMA area of advocacy who are present at the annual meeting.

4.5 Term of Office

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Each director shall serve a term of two years from the date of the Annual Meeting at which they were elected to the date of the Annual Meeting two years hence.

4.6 Vacancy

If any vacancy occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, the Board, by majority vote, may appoint someone to complete the remainder of the departing member's two-year term. At the conclusion of that two-year term, the appointed board member must stand for election to remain on the board. This provision shall not be construed to prevent filling of additional vacant seats on the Board that have not previously been filled by vote at the Annual Meeting pursuant to Section 4.3.

4.7 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.

Meetings may be held in person at an accessible geographic location or through the internet or other means of electronic communication by which the directors can read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted for discussion, pose questions, make comments, and vote. A director participating in a meeting by this means shall be deemed to be present in person at the meeting. The place and time of such regular meetings shall be set by the President.

The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution. While regular meetings of the Board of Directors are not public meetings, the President may invite guests to attend all or part of the meeting.

Robert's Rules of Order in its most current form shall be the parliamentary authority for all matters and procedures at Board meetings. Article 4 – Directors (continued)

4.8 Agenda

The President shall prepare and distribute a tentative agenda to board members 10 calendar days in advance of any Regular Meeting, and when possible, any Special Meetings scheduled pursuant to Section 4.10. Board members shall have the opportunity to request changes or additions to the agenda up to 24 hours prior to the start of the scheduled meeting.

4.9 Quorum

A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, 15 minutes after the scheduled start of a meeting, the President may adjourn the meeting without further action, or a majority of the directors present may adjourn the meeting to another time without further notice. In the event the withdrawal from the meeting of enough directors results in representation of less than a quorum, the directors remaining may initiate business on any remaining agenda items under the rules of section 4.12 Action Without a Meeting.

4.10 Special Meeting

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Special meetings may be requested by the President. A Board Director may also request a meeting, which must be approved by a majority vote at a regularly scheduled board meeting or through an action without a meeting (Article 4.12). A special meeting may be held in person at an accessible geographic location or through the internet or other means of electronic or telephonic communication.

Directors must have the ability to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted for discussion, pose questions, make comments, and vote. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

4.11 Formal Action

The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be deemed the act of the Board of Directors, except for resolutions that require a number of votes greater than a simple majority (e.g. two-thirds majority), because of legal requirements or the requirements of these bylaws (e.g. Article 12 - Dissolution).

4.12 Action Without a Meeting

Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if consent in writing setting forth the action taken is signed by a majority of the directors. Robert's Rules of Order will govern the consideration of any action requiring a motion, second, discussion and vote. Such action shall be deemed to have passed by a vote of two-thirds (2/3) of the remaining members of the Board, calculated by simple division rounded to the nearest whole number. Written participation and consent will be deemed acceptable in an email sent from a director's email account of record. All actions taken in this manner shall be affirmed by vote at the next regularly scheduled meeting of the Board of Directors.

4.13 Removal

Any member of the Board of Directors may be removed at any time by a vote of two-thirds of the remaining members of the Board, calculated by simple division rounded to the nearest whole number. A member of the Board of Directors who fails to attend three consecutive regular meetings of the Board, unless excused by the President, shall be deemed to have resigned. Article 4 – Directors (continued)

4.14 Board Directors' Financial Contribution

Board Directors are expected to make a financial contribution to SMA each year to fulfill our Mission.

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Article 5 – Officers

5.1 Number of Officers

The officers of the SMA shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Treasurer, and a Secretary. Two or more offices may be held by one person except the President who may not serve concurrently as any other officer.

5.2 Election and Term of Office

The Officers of the SMA shall be members of the Board of Directors. The Officers shall be elected by the Board at the Annual Meeting immediately following the election of new Board members (described above in Section 3.1), and shall serve a one year term from the end of the meeting at which they are elected until the end of the meeting at which they are replaced.

5.3 President

The president shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee (see Article 6.2.1) . and shall in general supervise all the business and affairs of the SMA. He or she shall give notice of all meetings of the Board of Directors and Executive Committee, 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. The president shall be an ex officio member of all committees formed under Article 6 Committees.

5.4 Vice President

The Vice President shall perform the duties of the President in the absence of the President in the event of his or her inability or refusal to act and shall assist that office in the discharge of its leadership duties. The 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.

5.5 Secretary

The Secretary shall keep the minutes of the meetings of the Board of Directors. The Secretary shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall in general perform the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.5.6
Treasurer

The Treasurer shall have charge and have custody of and be responsible for all funds of SMA; receive and give receipts for the monies due and payable to SMA from any source whatsoever, and deposit all such monies in the name of the SMA 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 board member, which shall be furnished to the Treasurer by each board member; shall file IRS Form 990 annually; shall file the annual report required by the State of New Mexico; 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 by the President or by the Board of Directors.

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5.7 Removal of Officers or Filling a Vacancy

The Board of Directors shall have the power to remove an officer or agent of the organization by a vote of two-thirds of the remaining Board of Directors, calculated by simple division rounded to the nearest whole number. Any vacancy that occurs for any reason may be filled by the Board of Directors. Removal of any officer from the Board of Directors pursuant to section 4.12 shall also constitute removal as an officer of the SMA.

Article 6 Committees

6.1 General Provisions

To the extent permitted by law, the Board of Directors may appoint a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees. Committees shall be formed as may be deemed desirable for the proper administration and operation of SMA. Each committee and any subcommittees shall serve at the pleasure of the Board of Directors. All committees shall be chaired by a Director of SMA. Any actions by any Committee that require monetary expenditures shall be approved by a majority of the Board of Directors at the next regularly scheduled board meeting, or by an Action Without a Meeting pursuant to Section 4.12, prior to spending said amount.

6.2 Standing Committees

Standing Committees may be created by the Board as deemed desirable for the proper administration and operation of SMA. Roberts Rules of Order shall guide voting procedures at these meetings.

6.2.1 Executive Committee

A committee of the Officers of SMA to manage the affairs of the Corporation on behalf of SMA. 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.

6.2.2 Nominating Committee

The Officers of SMA 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.

6.2.3 Marketing Committee

A committee of the Board of Directors shall manage the marketing efforts of SMA. The chairperson and members of the Marketing Committee shall be selected from the Board of Directors. Any actions by the Marketing Committee that require monetary expenditures shall be approved by a majority of the Board of Directors at the next regularly scheduled board meeting, or at a Action Without a Meeting 4.12, prior to spending said amount. A monthly report of marketing committee actions shall be given at all regularly scheduled meetings of the Board of Directors. The Marketing Committee may consult with or hire outside resources pursuant to the restrictions of these Bylaws.

6.3 Ad-hoc Committees

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The Board of Directors may, as deemed desirable for the proper administration and operation of SMA, form various ad hoc committees to manage and execute any action directed to them by the board.

6.4 Ex-Officio Member

The President of SMA shall be an ex-officio member of all committees.

Article 7 – Payments, Checks and Signature Authorization

7.1 Payments

All payments from any SMA account must be approved by a majority of the Board of Directors. A payment may be executed upon the basis of an action taken at a regularly scheduled meeting or in an informal action according to these Bylaws. An ongoing obligation authorized by the Board of Directors does not need to be re-authorized by the Board for each payment.

7.2 Checks

All checks written to fulfill any financial obligation incurred by the SMA shall be signed by the Treasurer or another member of the Executive Committee. Obligations may be paid through an electronic-funds-transfer following the bank's procedure for authorization.

7.3 Signature Authorization

Newly elected Executive Committee members shall be required to register their signature with the SMA bank of choice. The Treasurer shall promptly instruct the SMA bank to remove Executive Committee members no longer serving from the list of approved signatures. When a new Treasurer has been elected, the outgoing Treasurer shall manage the transition with the SMA bank to the new Treasurer.

Article 8 – Books, Records and Reports

8.1 Books and Records

The SMA shall keep correct and complete records of accounts and shall also keep minutes of the proceedings of the Board of Directors, and committees. All Board approved SMA records may be inspected upon request.

8.2 Reports

SMA shall deliver all reports and records required by the IRS 501(c)(4) regulations, the State of New Mexico and Santa Fe County in a timely manner as required by the respective agencies. These include financial records, non-profit reporting records and county Registered Organization reports, if any. The Executive Committee shall be responsible to manage the preparation and delivery of these reports.

Article 9 – Fiscal Year

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

Article 10 – Amendment to Bylaws

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The bylaws may be amended, altered, or repealed by the Board of Directors by a two-thirds majority of a quorum vote (calculated by simple division rounded to the nearest whole number) at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least 10 days before the meeting.

Article 11 – Indemnification

Any director or officer and their heirs, legal representatives and assigns, who is involved in litigation by reason of their position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights). Except in the case of an action that shall be adjudged to be negligent or misconduct in the performance of duty, the director or officer shall be indemnified 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 a member of the Board of Directors. Original Language:

Article 12 – Dissolution

The organization may be dissolved at two successive special meetings called for that purpose by the Board of Directors, and shall require no less than two-thirds approval of the Board of Directors calculated by simple division rounded to the nearest whole number.

Upon dissolution of the SMA, the Board of Directors shall, after paying and making provision for the payment from SMA assets of all liabilities of the SMA, dispose of all the remaining assets of the SMA, to such organization or organizations organized and operated exclusively for charitable and educational purposes 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.

Officer's Certification

[NAME], President of The San Marcos Organization, and [NAME], Secretary of The San Marcos Organization, certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Directors on [DATE TBD]

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on [DATE TBD],

[Signatures]
