

EL VALLE DE LOS RANCHOS WATER & SANITATION DISTRICT

RESOLUTION 2020-08-02
REVISING AND AMENDING THE BYLAWS OF THE BOARD OF DIRECTORS

WHEREAS, the Board of Directors of El Valle de los Ranchos Water and Sanitation District met in a regular session this 9th day of September, 2020; and

WHEREAS, the Board of the District has reviewed the existing bylaws and has determined that it is in the best interest of the District to revise and amend the existing bylaws;

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF EL VALLE DE LOS RANCHOS WATER & SANITATION DISTRICT as follows:

The bylaws of the El Valle de Los Ranchos Water & Sanitation District shall be amended as agreed upon by the Board of Directors with changes as noted:

- 1) Article 1, Section 2. Number, Tenure and Qualifications with updated election year and term details;
- 2) Article 1, Section 9 Vacancies so that a vacancy appointed by the Board shall serve through the end of the term of the vacant position.


All other provisions in the bylaws remain the same.

PASSED, APPROVED AND ADOPTED ON September 9, 2020.

Attest:

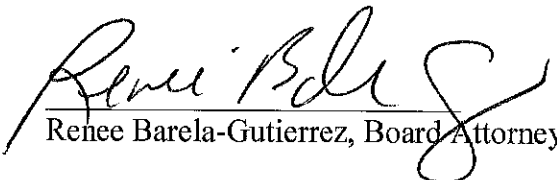


DELFINO TORRES, Secretary



GABRIEL ROMERO, Chairman

Approved as to form:



Renee Barela-Gutierrez, Board Attorney

REVISED BYLAWS
OF
El Valle de Los Ranchos Water and Sanitation District

Organized pursuant to Section 73-21-1 et seq., N.M.S.A. (1978 as amended) and established by Order of the District Court for Taos County, NM on May 23, 1979 in Taos County District Cause No. 78-123, these bylaws were adopted on July 19, 1983, amended on October 11, 1983, and revised on February 18, 2002, and revised on April 11, 2007; revised on February 11, 2015 and revised on SEPTEMBER 09, 2020.

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Article I. BOARD OF DIRECTORS

Section 1. General Powers

The affairs and business of the District shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications

Position	Election Year	Term
Position 1	2023	2024-2028
Position 2	2023	2024-2028
Position 3	2021	2022-2026
Position 4	2021	2022-2026
Position 5	2023	2024-2028

Section 3. Regular Meetings.

The Board shall meet regularly as determined annually by the Board after reorganization of the Board at a duly published meeting.

Section 4. Special Meetings

Special meetings of the Board may be called by the Board Chairperson at the request of the Chairperson or shall be called by any three Board Members requesting such meeting in writing to the Board Secretary. The written request and call for the meeting must contain the matter to be discussed at the special meeting and the proposed date and time for the special meeting. The actual date and time of the special meeting shall be decided upon by the Chairperson, but shall be no less than 24 hours later than the proposed date and time.

Section 5. Emergency Meetings

Emergency meetings may be called by the Chairperson of the Board or by any three board members requesting such meeting in writing to the Board Secretary. Emergency meetings shall be called only to consider matters that need immediate board action and there exists a distinct possibility that the failure of the board to act immediately may result in harm or loss to the District or its members.

Section 6. Notice

Notice to the general public of any regular meeting of the Board shall be published in a newspaper of general circulation in Taos County, New Mexico prior to any such meeting pursuant to the New Mexico Open Meetings Act, NMSA 1978, Sections 10-15-1 to 10-15-4 (2013). Notice shall also be posted at the front door of the District's office prior to any such meeting.

Notice of any special meeting shall be given to the public by announcing such special meeting by posting notice at the Post Office not less than 24 hours prior to meeting, as well as by the posting of public notice at the front door of the District's office. Any media announcement or posted notice shall contain the time and place of the meeting and the matters to be acted upon at the meeting.

Notice of an emergency meeting to the public shall be given by whatever notice is practical under the circumstances.

Notwithstanding this section, notice to the public shall conform to the rules, regulations and laws of the State of New Mexico applicable to the District.

Board members shall be given written or verbal notice of all board meetings at least 24 hours prior to the meeting. Written or verbal notice may be delivered to a board member at the address given by that board member to the secretary, or hand delivered to the board member's residence, hand delivered to the board member personally, or left on the board member's answering machine at home and/or work.

Notice of emergency meetings to board members shall be by phone or in writing if practical. There is no minimum time requirement for notice of emergency meetings.

The Secretary of the Board is the person designated to give notice hereunder, but in the event the secretary is unavailable, the chairman may designate any board member, including himself or herself to give notice pursuant to these bylaws.

The attendance of a Board member at a meeting shall constitute a waiver of notice of such meeting except when a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Quorum

Three (3) members of the Board shall constitute a quorum at any meeting.

Section 8. Manner of Acting

The act of the majority of the members of the Board present at a meeting at which a quorum is present shall constitute the act of the Board.

Section 9. Vacancies

Any vacancy on the Board shall be filled by the remaining members or member of the Board. The appointee shall serve as a Board member for the remaining balance of the unexpired term. If the Board shall fail, neglect, or refuse to fill any vacancy within thirty (30) days after the same occurs, the court having jurisdiction over the District may fill such vacancy.

Section 10. Compensation

Unless otherwise provided by order of the Court, the Board Members shall serve without compensation. The Members of the Board shall be paid a per diem as allowed by New Mexico statute for the regular and special meetings of the Board.

Section 11. Removal

Notwithstanding the right of qualified individuals to attempt to remove Board Members, it shall be the duty of the Board to petition the court having jurisdiction over the District for the removal of any Board Member who fails to attend three (3) consecutive regular meetings without just cause. Removal may also be for any other grounds provided by law, including malfeasance and misfeasance.

Article II. OFFICERS

Section 1. Number

The officers of the District shall be the Chairperson of the Board, a Vice-Chairperson, a Secretary, and a Treasurer, each of whom shall be Members of the Board.

Section 2. Election and Term of Office

The officers of the District shall be elected annually at the regular January meeting of the Board. Each officer shall hold office until his successor shall have been duly elected and qualified or until his death or resignation or upon removal as hereinafter provided.

Section 3. Removal

Any officer elected or appointed by the Board may be removed by a majority of the Board whenever, in its judgment, the best interest of the District would be served thereby. On any removal vote, the officer under removal consideration shall have the right to vote.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board for the unexpired portion of the term.

Section 5. Chairperson

The Chairperson shall be the principal executive officer of the District. He/she shall preside at all meetings of the Board. In general, he/she shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by action of the Board from time to time.

Section 6. Vice-Chairperson of the Board

In the absence of the Chairperson, or in the event of death or other inability to act, the Vice-Chairperson shall perform the duties of Chairperson and, when so acting, shall have all the powers of Chairperson. He/she shall further perform such other duties as from time to time may be assigned to him/her the Chairperson or by action of the Board.

Section 7. Secretary

The Secretary shall (a) keep the minutes and records of all proceedings, minutes of all meetings, certificates, contracts, bonds given by employees and all corporate acts which shall be open to inspection, upon reasonable notice, of all owners of real property within the District as well as other interested parties; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be the official custodian of the District records; (d) keep a register of the post office and physical address of each director and their phone numbers, which information shall be furnished to the Secretary by each member of the Board and shall be shared with each member of the Board; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairperson or action of the Board.

Section 8. Treasurer

The Treasurer, if required by law, shall file, with the Clerk of the District Court for Taos County, New Mexico, at the expense of the District, a corporate fidelity bond in an amount not less than \$5,000.00 or such greater amount as required by law conditioned on the faithful performance of the duties of his office. The Treasurer shall (a) keep strict and accurate accounts of all money received by and disbursed for and on behalf of the District in permanent records; and (b) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chairperson or by action of the Board.

Article III. CHECKS, DRAFTS, DEPOSITS

Section 1. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money or other evidence of indebtedness, issued in the name of the District, shall be signed by such officer or officers, agent or agents of the District and in such manner as shall from time to time be determined by resolution of the Board.

Section 2. Deposits

All funds of the District, not otherwise committed, shall be deposited from time to time to the credit of the District in such banks, savings and loan associations or other depositories as the Board may elect.

Section 3. Loans

All loans shall be approved by a majority of the Board. The Board may designate the board member(s) authorized to negotiate the loan and execute the documents required thereon. In the absence of such designation by the Board, the Chairperson and the Treasurer shall be authorized to negotiate the terms and conditions of the loan, subject to such limitations as provided in the Board's approval, and shall be authorized to execute the necessary loan documents.

Article IV. MISCELLANEOUS POWER AND RESTRAINTS

Notwithstanding the foregoing, the Board of Directors, for and on behalf of the District, shall have all the powers and be subject to all the restraints and other provisions contained in relevant New Mexico Statutes.

Article V. AMENDMENTS

These bylaws may be altered, amended or repealed at any regular meeting of the Board of Directors or at any special meeting of the Board called specifically and only for that purpose, provided, that Member of the Board of Directors have at least five (5) days written notice of the proposed amendment prior to such meeting. Notwithstanding the notice provision contained here, the Board may, by unanimous vote of all members of the Board, waive notice of any amendment and proceed to adopt such amendment.

Article VI. STATUTORY CONFLICT

Notwithstanding any of the provisions of these bylaws, any term or condition which is in conflict with the laws or regulations of the State of New Mexico shall be void with respect to the particular provision in conflict. Any invalidity of any term/condition, due to conflict with statutory law, shall only void that article or section in conflict.

Article VII. RULES AND REGULATIONS

The Board shall, from time to time, adopt such rules and regulations as are necessary to manager the affairs of the District.

CERTIFICATION

I hereby certify that the foregoing Revised Bylaws of El Valle de Los Ranchos Water and Sanitation District were adopted at the regular meeting of the Board held on SEPTEMBER 09, 2020.

El Valle de Los Ranchos Water and
Sanitation District

Date: 9/9/2020

By: 
Gabriel Romero, Chairperson

ATTEST:


Delfino Torres, Secretary

Bylaw Amendment History:

BYLAW AMENDMENT #83-1 AND #83-2

In accordance with Article VI governing Amendments to the Bylaws and in concurrence with unanimous action of the Board of Directors on September 12, 1983; Amendment #83-1 and Amendment #83-2 are hereby adopted and shall be reviewed by the general membership of the District at the next Annual Membership Meeting to be held the second week of January 1984.

Amendment #83-1

Article I, Section 2. Number, Tenure and Qualifications (of Directors)

Shall read: "The number of directors shall be five (5) and their tenure and qualifications shall be governed by appropriate New Mexico Statutes".

Article I, Section 7. Quorum

Shall read: "Three (3) Board Members shall constitute a quorum at any meeting.

Amendment April 11, 2007

By- Laws were amended to eliminate proxy voting. By-Laws were also amended to change the terms of members of the Board to make all terms four years on a staggered basis. By-Laws were also amended to provide that Board members are paid a per diem in accordance with New Mexico Law.

Amendment 2015

By-Laws were amended in 2015 to 1) update Article 1, Section 2. Number, tenure and Qualifications - new Board members and terms; 2) Article 1, Section 6. Notice – Correct legal citation of the NM Open Meetings Act; 3) Article 1, Section 6. Notice – Notice of a special meeting shall be posted at the Post Office; 4) Article 2 Section 8. Treasurer – Bond shall be issued if required by law; 5) Changes to language throughout the document a) change “Chairman” to “Chairperson” b) delete “of Directors” after “Board”.

Amendment 2020

By-Laws were amended in SEPTEMBER 2020 to update 1) Article 1, Section 2. Number, Tenure and Qualifications with updated election year and term details; 2) update Article 1, Section 9 Vacancies so that a vacancy appointed by the Board shall serve through the end of the term of the vacant position.

ATTACHMENT A

The Board Bylaws of 2015 identified the following Positions:

Position	Election Year	Election Year
Position 1 (Valerio)	2015	2019
Position 2 (F. R. Romero)	2015	2019
Position 3 (G. Romero)	2017	2021
Position 4 (Barela)	2017	2021
Position 5 (Struck)	2015	2019

The Board Bylaws were updated in 2020 to reflect the following positions to keep with the changes in the election legislation of 2018 and 2019 and to maintain staggered terms of Board members:

Position	Held by	Election Year	Term
Position 1	P. Maestas appointed in 2020 pursuant to Resolution 2020-07-01 for a term July 1, 2020 to June 30, 2022. Position must be reappointed July 1, 2022 to serve to Dec 2023.	2023	2024-2028
Position 2	F.R. Romero, elected in 2019	2023	2024-2028
Position 3	G. Romero	2021	2022-2026
Position 4	D. Torres	2021	2022-2026
Position 5	A. Chavez appointed in 2020 pursuant to Resolution 2020-07-01 for a term July 1, 2020 to June 30, 2022. Position must be reappointed July 1, 2022 to serve to Dec 2023	2023	2024-2028