

**BY-LAWS OF
BIG MESA
MUTUAL DOMESTIC
WATER CONSUMERS
ASSOCIATION (MDWCA)**

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TABLE OF CONTENTS

BY-LAWS	1
ARTICLE I	4
<i>Names, Objects, Purpose and Principal Place of Business.....</i>	<i>4</i>
ARTICLE II	4
<i>Seal</i>	<i>4</i>
ARTICLE III	4
ARTICLE IV.....	5
<i>Section 1. Membership, Application, Qualification, Fees</i>	<i>5</i>
<i>Section 2. Application Approval</i>	<i>5</i>
<i>Section 3. Membership Rights.....</i>	<i>5</i>
<i>Section 4. Membership Voting Rights</i>	<i>6</i>
<i>Section 5. Deadlines for Candidacy and Mailing Ballots</i>	<i>6</i>
<i>Section 6. Voting by Mail.....</i>	<i>6</i>
<i>Section 7. Uncontested Election</i>	<i>7</i>
ARTICLE V.....	7
<i>Section 1. Date of Annual Membership Meeting</i>	<i>7</i>
<i>Section 2. Special Membership Meetings.....</i>	<i>8</i>
<i>Section 3. Notice of Membership Meetings.....</i>	<i>8</i>
<i>Section 4. Quorum Requirements.....</i>	<i>8</i>
<i>Section 5. Order of Business.....</i>	<i>8</i>

ARTICLE VI	9
<i>Section 1. Functions of the Board of Directors</i>	9
<i>Section 2. Election and Term of Board Members</i>	10
<i>Section 3. Selection and Terms of Board Officers</i>	10
<i>Section 4. Meetings of the Board of Directors</i>	10
<i>Section 5. Compensation of Directors and Officers</i>	10
<i>Section 6. Powers of the Board</i>	10
<i>Section 7. Vacancies</i>	11
<i>Section 8. Removal of Directors and Officers</i>	11
<i>Section 9. Resignation</i>	11
ARTICLE VII	11
<i>Section 1. Duties of the President</i>	12
<i>Section 2. Duties of the Vice-President</i>	12
<i>Section 3. Duties of the Secretary</i>	12
<i>Section 4. Duties of the Treasurer</i>	12
<i>Section 5. Other Employees or Agents</i>	13
ARTICLE VIII	13
<i>Section 1. Service Connection Guidelines</i>	13
<i>Section 2. Rate Schedule</i>	13
<i>Section 3. Assessments</i>	14
ARTICLE IX	14
<i>Amendments</i>	14
ARTICLE XI	14
<i>By-Laws Part of Contract</i>	14

BY-LAWS OF
BIG MESA MUTUAL DOMESTIC WATER
CONSUMERS ASSOCIATION

ARTICLE I

NAMES, OBJECTS, PURPOSE AND PRINCIPAL PLACE OF BUSINESS

The Corporate name, the objects and purposes, and the principal place of business of Big Mesa Mutual Domestic Water Consumers Association (“Association”) shall be as stated and provided in the Articles of Incorporation of the Association now preceded by the “Certificate of Association”

ARTICLE II

SEAL

The seal of the Association shall have inscribed thereon the name of the Association and the words: A Mutual Domestic Water Customer Association.

ARTICLE III

FISCAL YEAR

The fiscal year of the Association shall be July 1st through June 30th each year.

ARTICLE IV

MEMBERSHIP

SECTION 1. MEMBERSHIP, APPLICATION, QUALIFICATION, FEES

Any natural person, association, corporation, incorporation or unincorporated group organized on a cooperative basis, or any non-profit group, who are bona fide occupants and residents within and in the vicinity of the community of Conchas Dam, county of San Miguel, New Mexico being reasonably accessible to the system of the Association and who are in need of water for domestic purposes, and the collection and transfer of bagged trash and who are approved by the Board of Directors, may be admitted to membership upon application and payment of a non-refundable membership fee in the amount as defined in the Association's Rules and Regulations. No application for membership shall be approved under this action if the capacity of the Association's water and the collection of bagged trash system is exhausted by the needs of its existing members. In the event of a shortage of water, the Association shall take appropriate measures to provide additional water to meet the needs of the Association.

SECTION 2. APPLICATION APPROVAL

All applications for membership shall be subject to approval as defined in the Association's Rules and Regulations. Membership shall not be denied because of the applicant's race, color, creed, national origin, or sex. Membership may be based on ownership of property served by the Association or upon receipt of service from the association. No person shall have more than one membership irrespective of the number of service connections to property owned by member.

SECTION 3. MEMBERSHIP RIGHTS

Voting rights of all members shall be equal. Other rights, privileges and obligations of members to delivery of water, collection and disposal of bagged trash and the payment of charges therefore shall be based upon the number of households served by the collection and disposal of bagged trash facilities of the Association and either:

- a. the number of service connections with the water system of the Association, or
- b. the Board sets uniform rates for water based on water consumption and the collection and disposal of bagged trash.

SECTION 4. MEMBERSHIP VOTING RIGHTS

Each member shall be entitled to one vote only. Voting by proxy will not be permitted.

Voting by mail will be permitted as provided in the following section.

SECTION 5. DEADLINES FOR CANDIDACY AND MAILING BALLOTS

1. All individuals desiring to be a candidate for a position on the Board of Directors shall be required to submit their names for nomination no later than 30 days prior to the date set for mailing of ballots.
2. The slate of individuals who are running for the Board of Directors shall be posted at the Association's office and on the Association's website no later than 15 days prior to the date set for mailing of ballots.
3. Ballots shall be mailed on the third Saturday of June of each year, or no later than 30 days prior to the date of the annual meeting set forth in Article V, Section 1 herein, whichever provides for the longer period of time. The ballots will be mailed in envelopes stamped BALLOT, and shall be addressed to all Association members using each member's billing address on file with the Association.

All members who are not present and voting at a meeting to elect members of the Board of Directors may cast their vote by mailing their ballot in such time that it is received no later than the day prior to the date of the annual meeting. All such votes by mail timely received by the Association or entity retained by the Association to conduct the voting will be counted in the same manner and to the same effect as votes cast in person by members in attendance at the meeting.

SECTION 6. VOTING BY MAIL

1. Any member desiring to vote by mail shall be provided with a pre-printed ballot that shall include a unique identification number (that shall not be the member's certificate number) that shall be utilized for the sole purpose of preventing duplicate voting. The relation of this unique identification number to each member shall be known only to the organization or entity so retained by the Association to conduct the voting. Any mailed ballot returned with this unique identification number altered or obscured shall disqualify that ballot from being accepted.

2. Any member desiring to vote by mail will be required to place a postage stamp on their ballot and mail the ballot timely. The Association will not pay the postage for ballots cast by mail. Any ballot received with postage due shall be disqualified and that ballot shall not be accepted.
3. A mail-in ballot must be mailed in a sealed envelope, addressed to the return address indicated on the ballot.
4. All mailed ballots will be required to be received no later than the day prior to the date of the annual meeting, and this date will be noted on the ballot form. Any ballot received later than the date posted on the notice in the ballot shall be disqualified. Each member must ensure that their ballot is mailed in a timely manner, and any disqualified ballot will be held for a member's inspection. The date that a mailed ballot was postmarked shall not be conclusive proof that the ballot was timely received.
5. All ballots shall be retained for a period of not less than sixty (60) days from the date of the election by the organization or entity retained by the Association to conduct the voting.

SECTION 7. UNCONTESTED ELECTION

1. In the event of an uncontested election where the number of nominees is equal to or fewer than the available positions, the winners will be declared by acclamation without balloting.

ARTICLE V

MEETINGS OF MEMBERS

SECTION 1. DATE OF ANNUAL MEMBERSHIP MEETING

The annual meeting of the members of this Association shall be held at Association's building located at 299 Big Mesa Ave, Conchas Dam New Mexico, at 10:00 A.M., on the third Saturday of July of each year.

SECTION 2. SPECIAL MEMBERSHIP MEETINGS

Special meetings of the members may be called by the “Board of Directors, the President, or by ten percent (10%) of the members. The Secretary/Treasurer shall call a special meeting upon receipt of demand by mail for a special meeting from at least ten percent (10%) of the members.

SECTION 3. NOTICE OF MEMBERSHIP MEETINGS

Notice of meetings of members of the Association, shall be on the Association website, not less than three (3) nor more than thirty (30) days prior to such meeting. Such a notice shall state the nature, time, place, and purpose of the meeting but no failure or irregularity of notice of any meeting. In addition, the monthly meeting time and date may be posted on the monthly water bills.

SECTION 4. QUORUM REQUIREMENTS

Majority of Board of Directors (in person, telephone or video conference) shall constitute a quorum for the transaction of business at regular monthly or annual membership meetings.

SECTION 5. ORDER OF BUSINESS

The order of business at the regular, and as appropriate, other meetings, shall be:

1. Calling to order and proof of quorum
2. Proof of notice of meeting
3. Pledge of Allegiance
4. Readings of and action on minutes
5. Reports of officers and committees
6. Election of directors
7. Unfinished and old business

8. New Business
9. Executive Session
10. Adjournment

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. FUNCTIONS OF THE BOARD OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of five (5) Directors. The functions of such Board shall include:

1. The selection and delegation of authority to officers, necessary for the management of Association business.
2. The determination of policies, applicable rules, and regulations for the management of the Association.

Keeping members fully informed of the business of the Association by posting meeting minutes on the Association website and periodical newsletter. All meetings will be held in accordance with the Robert's Rules of Order. Additional items (i.e. Personnel problems, raises, etc.) shall be held to executive sessions. The salary, miscellaneous pay and gas mileage employees receive is the Board business. Upon member request, a check disbursement sheet may be provided.

Preparation and maintenance of annual and other budgets, required by state of New Mexico.

The making of an annual audit, required by state of New Mexico.

Any written or verbal request by a member of the Association shall be responded to within thirty (30) days or at the monthly meeting presented by the member.

The establishing of water and the collection and disposal of bagged trash charges and the levying of assessments and the enforcement and collection thereof, in accordance with the provisions of these By-laws, and applicable rules and regulations and the laws of the state of New Mexico.

The Board of Directors shall create standing rules and/or a policy book for future boards to have guidelines to follow. If the board wants to make any changes to the standing rules and/or policy book, changes shall be made by a majority of the Board.

Any member can view the Association's business records during regular business hours, according to the Inspection of public records Act.

The Board of Directors will assess the water and the collection and disposal of bagged trash systems for capital improvements.

Conduct regular monthly membership meetings on the second Saturday of every month (except the July annual meeting) shall be held at Association's building located at 299 Big Mesa Ave Conchas Dam, New Mexico. The meetings should adhere to the New Mexico Open Meeting Act requirements.

SECTION 2. ELECTION AND TERM OF BOARD MEMBERS

The Directors, unless removed in the manner provided herein, shall serve for the term of three years. At each annual meeting the members shall elect for a term of three years the number of Directors whose terms of office have expired. The Directors shall be selected from the membership of the Association.

SECTION 3. SELECTION AND TERMS OF BOARD OFFICERS

The Board of Directors shall meet as soon as possible after the annual election of Directors, and in any event within ten (10) days of that time and shall elect by ballot a President, Vice-President, Secretary, and Treasurer from among themselves, each of whom shall hold office for their term unless sooner removed by death, resignation or for cause. The post of Secretary and of Treasurer may but need not be held by the same person.

SECTION 4. MEETINGS OF THE BOARD OF DIRECTORS

The Board shall hold other meetings at such regular intervals and in any format as the Board may determine. All meetings should adhere to the New Mexico Open Meeting Act requirements.

SECTION 5. COMPENSATION OF DIRECTORS AND OFFICERS

The members of the Board of Directors shall receive no compensation for their services as Directors.

SECTION 6. POWERS OF THE BOARD

The Board of Directors shall have the general power to act for the Association in any manner not prohibited by Statute, the articles of Incorporation or these bylaws. If the Association shall at any time borrow or receive funds or other property by way of grant, from the United States or the State of New Mexico, through any of their agencies, the Board of Directors shall follow such management methods, including accounting and audits, as such agency may prescribe.

SECTION 7. VACANCIES

If the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification or otherwise, except by removal from office or expiration of term, the Board of Directors, though less than a quorum shall choose a successor of their choice, who shall hold the office until the next annual meeting of the members of the Association. At this time the members shall elect a Director for the unexpired term or terms.

SECTION 8. REMOVAL OF DIRECTORS AND OFFICERS

- A. Any Officer may be removed for cause by a majority of the Board of Directors at any time.
- B. Any Director may be removed from office before expiration of his term by a majority of the membership.
- C. All Directors are subject to reasonable ethical standards and are expected to maintain said standards while representing this Association and training as required by the state of New Mexico.
- D. If a Director does not attend three (3) consecutive meetings or misses a total of five (5) meetings, within a one-year period, without due cause, he/she shall be removed from the Board.

SECTION 9. RESIGNATION

At any time, a Director turns in a resignation, it cannot be retracted after three (3) working days.

ARTICLE VII

DUTIES OF OFFICERS

SECTION 1. DUTIES OF THE PRESIDENT

The president shall preside over all meetings of the membership and the Board of Directors, may call special meeting of the Board of Directors or the membership and shall perform all acts and duties usually performed by an executive and presiding officer. He shall sign all membership certificates, notes, bonds, mortgages, contracts and other instruments on behalf of the Association. He shall be an ex-officio member of all standing committees and shall have such powers as are granted or implied, and shall perform such other duties as may be properly required of Him/Her by the Board of Directors.

SECTION 2. DUTIES OF THE VICE-PRESIDENT

The Vice-President, in the absence or disability of the President, shall perform the duties of the President. However, in case of death, resignation or disability of the President, the Board of Directors may declare the office vacant and elect his successor, to fill the unexpired portion of the President's term per Article VI, section 3.

SECTION 3. DUTIES OF THE SECRETARY

- a. The Secretary shall keep a complete record of all meetings of the association and of the Board of Directors and shall have general charge and supervision of the records of the Association. He shall attest the President's signature on all membership certificates and other papers pertaining to the Association. He shall keep the Corporate Seal and membership certificate records of the Association, complete and attest all certificates issued and affix corporate seals to all papers requiring a seal.
- b. Upon the election of his successor, the Secretary shall turn over to him/her all records and other property belonging to the Association as are in his possession.

SECTION 4. DUTIES OF THE TREASURER

- a. The Treasurer shall collect all assessments and monies due the Association and deposit the same in the depository designated by the Board of Directors and shall disburse funds on the proper order of the Board of Directors and shall make a report of the business transacted by him/her annually, and if requested by the Board of Directors at other times, and he shall do and perform such other duties and functions as may be required of him/her by the Board of Directors or the President.

b. The Treasurer shall be covered in the performance of his duties by a surety bond in an amount to be determined by Board of Directors. The Premium for the bond shall be paid by the Association.

c. Upon the election of his successor, the Treasurer shall turn over to him/her all books and records and other property belonging to the Association as are in his/her possession.

SECTION 5. OTHER EMPLOYEES OR AGENTS

The Board of Directors may appoint other agents or employees necessary to operate, maintain and repair the water or collection and disposal of bagged trash systems of the Association. Employment of such agents and employees may be authorized by the Board of Directors. Such agents and employees shall be paid compensation in an amount to be determined by the Board of Directors.

ARTICLE VIII

Water and The Collection and Disposal of Bagged Trash Charges and Assessments

Distribution of Water and The Collection of and Disposal of Bagged Trash

SECTION 1. SERVICE CONNECTION GUIDELINES

Water shall not be delivered nor shall collection and disposal of bagged trash by this system or systems of the Association, except for those who are members of the Association. No new member shall be admitted when the full capacity of the Association's water system is needed to serve existing connections.

SECTION 2. RATE SCHEDULE

The Board of Directors shall establish a rate schedule to be charged to the members for water and the collection and disposal of bagged trash services provided by the Association. The established rate schedule shall apply to each service connection in the case of water and the collection and disposal of bagged trash. The Board of Directors shall review the established rate schedule and may modify it to assure that sufficient income will be generated for the coming year to cover anticipated expenses. This determination shall be based on the previous year's actual expenses, the

estimated budget for the coming year and such other factors as the Board of Directors deem appropriate. In addition, the Board of Directors shall establish rates for bulk water sales and non-member trash service.

SECTION 3. ASSESSMENTS

If at any time within ninety (90) days prior to the end of any fiscal year, it appears in the judgment of the Board of Directors that the fund derived or which will be derived from water and the collection and disposal of bagged trash charges during any fiscal year will be insufficient to pay when due, all costs incident to the operation of the Association's systems and the payment of all debts of the Association, the Board shall make and levy an assessment against the members of the Association so that the total amount reasonably expected to be collected from the assessment, from water and the collection and disposal of bagged trash charges, is sufficient to fully pay when due all costs of operation, maintenance, repair, replacement and repayments of indebtedness, and other expenses for the year's operation. The amount of the assessment to be levied against each member shall be proportional to charges billed for business done with the Association in the preceding year for water and the collection and disposal of bagged trash services and any other services provided that member by the Association.

ARTICLE IX

AMENDMENTS

These by-laws may be repealed or amended by a vote of two-thirds (2/3) of the responding members voting at any annual meeting of the Association by mail, or at any specific meeting of the Association called for this purpose.

ARTICLE X

BY-LAWS PART OF CONTRACT

By continuing water or the collection and disposal of bagged trash service, or payments to the Association after receiving a copy of or notice of the existence of these by-laws, each member will be deemed to have agreed that the provisions of these by-laws shall constitute contractual rights and obligations of the member and the association.