

# BYLAWS

## ROBIN HOOD WATER USERS' ASSOCIATION

Amended AUGUST 2024

The Robin Hood Water Users' Association shall hereinafter be referred to as the "Association."

### ARTICLE I

#### PURPOSE

##### **SECTION 1. PURPOSE AND OBJECTIVE**

The purpose and objective of the Robin Hood Park and Estates Water Users' Association shall be to provide and maintain an efficient and cost-effective infrastructure, by which safe, quality drinking water is delivered to its members on a fair and equitable basis, and to set fair charges for the use of the system.

##### **SECTION 2. RESTRICTIONS**

There shall be no further additions to the Robin Hood Park and Estates water system from outside the boundaries established by the original covenants of Robin Hood Park and Estates.

### ARTICLE II

#### MEMBERSHIP

##### **SECTION 1. MEMBER QUALIFICATIONS**

Any owner of property within the original boundary of the Robin Hood Park or Robin Hood Estates subdivisions may request to become a member of the Association. To receive water system service within Robin Hood Park or Robin Hood Estates, a property owner must be a member in good standing of the Association. To become a member of the Association, a property owner must submit a properly completed Application for Membership and pay all required fees. Upon payment, the Board of Directors will approve the request for membership, and the approved Application will become the water service contract between the Association and the property owner. Water service will then be initiated and available to the property owner.

##### **SECTION 2. MEMBER OBLIGATIONS**

Each Member shall:

- A. maintain an active membership in the Association. To remain active, a member will be required to pay the annual membership fee for each Water User located on his/her property;
- B. pay for services provided by the Association in accordance with the Schedule of Approved Fees and Charges set by vote of the membership at each Annual Meeting;
- C. comply with and be bound by the Certificate of Association and the Association by-laws and any policies and procedures adopted by the Board of Directors;
- D. assume all costs and provide for the installation of lines from the point of water main line hook-up. All such installations shall be made in accordance with written Policies and Procedures of

the Association and all applicable laws, and such installations shall be inspected and approved by the Water Master or Assistant Water Master prior to the physical connection to the water system;

- E. be responsible for the cost of maintenance, repair, and winterization of all water lines from point of hook-up and all plumbing on the member's property. Any expenses incurred by the Association for the repair of such water lines required to protect the water system shall be reimbursed to the Association by the member within 45 days. If these expenses are not paid within the 45 days, the Board of Directors shall exercise its authority to discontinue the provision of water system service;
- F. use only their fair share of water for domestic use only and abide by the Association's Water Use Restrictions Policy or other water use policy adopted by the Board of Directors. Any outside watering shall be permitted by the Board of Directors only when an adequate supply of water is available as determined by the Board of Directors. Any member found to be using an excessive amount of water or otherwise depleting the available water supply shall be assessed a fine for the negligent waste of water as authorized by the Schedule of Approved Fees and Charges or subject to discontinuance of water system service by the Board of Directors. Restoration of water system service will require payment of the currently established reconnection fee within 45 days of discontinuance of water system service.

### **SECTION 3. REQUIRED FEES**

The required fees due with the submission of the Application for Membership will be determined by (1) the Association's Schedule of Approved Fees and Charges in effect at the time of submission, (2) the number of Water Hookups located on the property owner's property, and (3) the number of Users located on the property owner's property that can receive water service from the Association.

- A. The Association's Schedule of Approved Fees and Charges is an annual schedule that is approved by the Association's membership at the Annual Meeting.
- B. A Water Hookup is the main connection between a property owner's water lines and the Association's water system main distribution lines. Only one water hookup is allowed per lot. If a property owner owns multiple lots, there must be an approved water hookup on each lot on which the water system will be utilized.
  - 1. Any building, structure, or RV, occupied part-time or full-time, is considered a domicile and a water system user. A domicile housing multiple families will be considered multiple water system users and assessed accordingly.
  - 2. A property owner of one lot may not distribute water to a domicile on a separate lot.
  - 3. An active water system connection, capable of delivering water, located on a lot that has no domicile is considered a water system user.

### **SECTION 4. ANNUAL MEETING OF MEMBERS**

The members of the Association shall meet annually on the second Saturday of August at a time and place designated by the Board of Directors. Notice of the meeting shall be posted for all members at least 30 days prior to the meeting and published on the Association's website and community bulletin board.

- A. The purposes of the Annual Meeting shall be to hear reports of the Officers and other Board or staff members, to elect Board members to replace those whose terms have expired, to approve a budget, the membership fee and other fees and charges for the next fiscal year, and to transact any other business that may come before the meeting.
- B. Each member in good standing, who is the owner of property served by one or more water connections, shall have one vote. In the case of joint ownership of property served by one or more water connections, there shall be one vote. There shall be no absentee or Proxy voting.
- C. The Schedule of Fees and Charges for the fiscal year, recommended by the Board of Directors, shall be presented to the Members for approval. Approval of the fees and charges shall be by majority vote of the voting Members present. The approved Schedule of Fees and Charges shall remain in effect until the next Annual Meeting.

ARTICLE III  
BOARD OF DIRECTORS

**SECTION 1. NUMBER AND QUALIFICATIONS**

The affairs of the Association shall be governed by the Board of Directors composed of seven members. The Directors shall be members in good standing of the Association; shall be elected by the members of the Association at the Annual Meeting and shall serve for a one-year, two-year, or three-year term, as established 1 September 2007. Members who share joint ownership are prohibited from serving concurrently on the Board. Upon election of each new Board member, the retiring Board Members shall be invited, but not required, to serve for one additional month in an advisory capacity without a vote. Directors shall be elected to serve staggered terms to provide continuity of experience on the Board. New Directors will be elected each year at the Annual Meeting to replace or reelect those Directors whose term[s] have expired.

**SECTION 2. POWERS AND DUTIES**

Under Article IX of the Articles of Association, the Board of Directors shall have the authority to exercise powers and perform duties necessary for the proper administration of the affairs of the Association. To aid the Board to meet their duties and responsibilities, The Board of Directors has the authority to expend up to \$10,000 for emergency system repairs and maintenance without seeking Membership approval. The Board shall be subject to the lawful decisions of a majority of the members of the Association and none of the Board's acts shall conflict with actions taken by the Association in accordance with these bylaws.

**SECTION 3. BOARD MEETINGS**

No Association business may be conducted by the Board of Directors outside of a duly called meeting in accordance with these bylaws. Meetings of the Board of Directors, both executive session and public, may be called by the President on adequate notice to each Director. If the meeting is public and not an executive session, adequate notice of the meeting must be provided to the Association membership by posting on the Association website and community bulletin board in a timely manner. Postings will include the agenda for the meeting. A meeting of the Board of Directors may also be called by petition of at least ten percent of the voting members of the Association. Such petition shall be presented to

the President of the Board. All Board meetings, executive and public, must have a quorum of four Board Directors to transact any Association business.

**SECTION 4. OFFICERS**

Officers of the Board of Directors shall be elected by the Board from its members, meeting in executive session, immediately after the Association’s Annual Meeting. Such officers shall hold office for the remainder of the current fiscal year. The officers shall be the President, Vice-President, Secretary, and Treasurer. In addition, the Board shall appoint the Water System Operator, Water Master, and Assistant Water Master at this meeting. The Board may appoint at any subsequent public Board meeting, any other officer, assistant, or committees it may deem necessary to transact the business of the Association.

- A. PRESIDENT: The President shall:
  - 1. be the chief executive officer of the Association and the Board of Directors;
  - 2. have general authority and responsibilities necessary for the orderly governance of the Association.
- B. VICE-PRESIDENT: The Vice-President shall:
  - 1. serve in the absence of the President;
  - 2. perform such other duties as requested by the President or the Board of Directors.
- C. SECRETARY: The Secretary shall:
  - 1. keep minutes of all official meetings of the Association;
  - 2. keep minutes of all meetings of the Board of Directors;
  - 3. notify the members of the Annual Meeting;
  - 4. expeditiously notify the members of policy and procedure changes approved by the Board of Directors;
  - 5. be compensated for reasonable expenses and may be granted compensation for services at a rate recommended by the Board and approved by a majority vote of the membership present at the annual meeting.
- D. TREASURER: The Treasurer shall:
  - 1. have custody of all funds of the Association;
  - 2. make and keep full and accurate accounts of receipts and disbursements and any other transactions involving financial aspects of transactions entered by the Association;
  - 3. Provide financial reports, when required, to the Board of Directors whenever the Board meets and an annual financial report to the membership at the Annual Meeting. The annual financial reports will include a statement of assets, liabilities, and equity; a statement of revenues and expenditures and changes to equity compared to the approved budget; and a statement of cash flows;
  - 4. be responsible for depositing all monies and other valuable effects in the name and to the credit of the Association in such depositories as shall be designated by the Board of Directors;
  - 5. make all adequately documented disbursements on behalf of the Association. All checks shall be signed by the Treasurer and cosigned by either the President, Vice-President, or a designated Director;
  - 6. expeditiously notify members in writing of delinquent accounts;
  - 7. be compensated for reasonable expenses and may be granted compensation for services at a rate recommended by the board and approved by majority vote of the membership present at the annual meeting.

## **SECTION 5. APPOINTMENTS**

The Board of Directors shall appoint:

- A. **A WATER SYSTEM OPERATOR:** In accordance with U.S. EPA and New Mexico Environment Department rules and regulations, it is unlawful to operate or allow the operation of a community water supply system unless the system or facility is operated by or under the supervision of a certified operator who meets or exceeds the appropriate certification level. For the Robin Hood Water Users' Association water system, the Water System Operator must hold an SM (Small Water) System or higher level of certification. The Water System Operator or certified designee will be responsible for performing the water sampling. In addition, the Water System Operator is responsible for reporting and operational duties that must be conducted by a certified operator. In addition, the Water System Operator will assist the Water Master and the Assistant Water Master to ensure the Association complies with U.S. EPA and New Mexico Environment Department rules and regulations. The Water System Operator may or may not be a permanent resident of Robin Hood Park or Robin Hood Estates. The Water System Operator may not be a member of the Board of Directors. The Water System Operator shall be provided monthly compensation at rate recommended by the Board of Directors and approved by the membership at the Annual Meeting, and reimbursement for reasonable expenses incurred while performing duties of the Water System operator for the Association, as deemed appropriate by the Board of Directors.
- B. **WATER MASTER:** Under the direction and supervision of the Water System Operator, the Water Master shall exercise general operational supervision and control over the water system of the Association. The Water Master shall periodically inspect all water lines, tanks, and other water system components. The Water Master shall make or cause to be made all necessary repairs and ensure that all water system assets are maintained in a fully functional condition. In furtherance of these duties and responsibilities, the Water Master is authorized to expend up to \$3000 per incident, without seeking approval of the Board of Directors. Either the Water Master or the Assistant Water Master must be a permanent resident of Robin Hood Park or Robin Hood Estates to maximize service availability. The Water Master may not be a member of the Board of Directors. The Water Master shall be provided monthly compensation at a rate recommended by the Board of Directors and approved by the Membership at the Annual Meeting, and reimbursement for reasonable expenses incurred while performing duties of the Water Master, as deemed appropriate by the Board of Directors.
- C. **ASSISTANT WATER MASTER:** The Assistant Water Master shall assist the Water Master and shall be under the direct supervision of the Water Master. Either the Water Master or Assistant Water Master must be a permanent resident of Robin Hood Park or Robin Hood Estates to maximize service availability. The Assistant Water Master shall be provided monthly compensation at a rate recommended by the Board of Directors and by membership at the Annual Meeting, and reimbursement for reasonable expenses incurred while performing duties of the Assistant Water Master, as deemed appropriate by the Board of Directors.
- D. **STANDING COMMITTEES:** There are three standing committees.

1. FINANCIAL REVIEW: The Committee shall consist of at least three but no more than five voting members. Committee members may not be officers of the Board of Directors. The results of each review shall be furnished to the Board of Directors and posted on the Association website.
2. INFRASTRUCTURE: The Committee shall consist of at least three but no more than five voting members. The Committee shall recommend to the Board of Directors, plans for a systematic approach to managing infrastructure assets over time, and ways to track assets and plan for their repair and replacement, including a cost estimate and timeline for future improvements. The Committee shall also assess the water system's vulnerability and recommend action plans for emergency events. In fulfilling its mission, the Committee should maintain close coordination with the Water System Operator and Water Master.
3. COMMUNICATIONS: The Committee shall consist of at least three but no more than five voting members. The Committee shall recommend to the Board of Directors, plans to ensure timely, accurate, communication with the members of the Association. Their plans should include how to promptly respond to Members complaints and concerns and how to allow Members to have input at Board meetings and the Annual Meeting. Planning should include the use of the Association's website, the community bulletin board, and other means to inform Members on water system activities. The Committee should also develop, for Board approval, plans for maintaining Member's contact information.

E. AD HOC COMMITTEES: Ad hoc committees will be created and dissolved on an as-needed basis.

#### **SECTION 6. ADOPTION OF POLICIES AND PROCEDURES**

The Board of Directors shall adopt policies and procedures required to ensure water conservation and the functional management, operation and protection of the water system. These policies and procedures shall be reviewed annually by the Board. All policies and procedures adopted by the Board shall be provided to members upon request.

#### **SECTION 7. THE SCHEDULE OF APPROVED FEES AND CHARGES:**

The Board of Directors shall recommend for adoption by the membership at the Annual Meeting, a Schedule of Approved Fees and Charges to which all members and prospective members shall be subject, upon adoption by a majority of the members in attendance and voting. They shall remain in effect until the next Annual Meeting.

- A. Fees are due upon receipt by the member of the billing invoice, or other appropriate notice from the Treasurer. Fees and charges are payable to the Association.
- B. Fees and charges not paid to the Association within ninety days from billing or notice date shall be considered delinquent. Members shall be expeditiously notified in writing of such delinquency. Notification shall be sent to the member's last known mailing address. Members are responsible for notifying the Secretary of any change in address or status of the member. Following this notification, any unpaid fees and charges shall be the basis for fine and or termination of the water system service to all Water Users located on the member's property by a majority vote of the Board of Directors. In addition, the Board may authorize the filing of a lien on the property for the unpaid fees, charges, and fines. Restoration of water system service shall not be made until all delinquent fees, charges and fines are paid.
- C. When ownership of property changes during a fiscal year, Annual Membership fees effective for that fiscal year shall be prorated between the seller and purchaser on a monthly basis,

beginning 1 September of each fiscal year. When ownership of property changes for any reason, both the new owner and previous owner must notify the Association of the change of ownership within 30 days of the date of change in ownership.

- D. Water system services provided to owners of property zoned for commercial use shall be metered and assessed fees and charges based of the current Annual Schedule of Fees and Charges. Owners of commercial lots may be denied system service if the Board of Directors determines that the water availability will not support the anticipated commercial usage. Only lots within Blocks 1 and 2 of Robin Hood Park are zoned for commercial use. Lots within Blocks 1A, 2A and all other Blocks are zoned only for residential use.

**SECTION 8. REMOVAL AND REPLACEMENT OF OFFICERS OR DIRECTORS**

Officers or Directors of the Board of Directors may be removed from office for cause.

- A. An Officer or Director may be removed for cause upon an affirmative vote of 2/3 of the members of the Board of Directors. His/her successor shall be elected by the remaining Board members.
- B. An Officer or Director may be removed for cause by the Association’s membership. A petition for removal by at least 10 percent of the Association’s voting members may be presented to the President of the Board of Directors. Upon receipt, the President shall schedule a public meeting of the Board to consider the petition. At said meeting, the petitioners shall present their cause for removal. If at least 10 percent of the voting membership is present, a vote for removal shall be held. Removal shall be by vote of two-thirds of those in attendance and voting. If less than 10 percent of the membership is present, the petition shall be considered null and void.

**SECTION 9. REIMBURSEMENT FOR EXPENSES**

Any Officer or Director of the Association may be provided reimbursement for reasonable expenses incurred while performing Association duties that are adequately documented and deemed to be appropriate by the Board of Directors.

ARTICLE IV

BYLAWS EFFECT AND CHANGES

Any changes, amendments, or additions to these bylaws may be proposed by the Board of Directors. In addition, any Member in good standing with the Association may propose changes, amendments, or additions to the bylaws by submitting such changes in writing to the Board of Directors at least 30 days prior to the Annual Meeting to be included on the agenda of the Annual Meeting where arguments for and against proposed changes will be held. An affirmative vote of two-thirds of voting members present at the Annual Meeting is required for any change. Any proposed changes must be reviewed for compliance with applicable state laws, and the financial liability of the Association. Revised bylaws shall be binding upon all members of the Association.

ARTICLE V  
FISCAL YEAR

The fiscal year of the Association shall be from the first day of September through the last day of August. The fiscal year herein established shall be subject to change by vote of the Board of Directors or by vote of the membership at an Annual Meeting.

ARTICLE VI  
FINANCIAL REVIEW

The financial records of the Association shall be reviewed quarterly (Dec, Mar, Jun, Sept) by the Financial Review Committee. An external audit shall be conducted by a qualified accountant or firm selected by the Board of Directors at least every three years.

ARTICLE VII  
PATRONAGE DIVIDENDS, ASSESSMENTS, DISSOLUTIONS

**SECTION 1. PATRONAGE DIVIDENDS**

If revenues exceed expenditures for any fiscal year, the excess revenues will be retained for future water system development and/or operational contingencies.

**SECTION 2. ASSESSMENT**

If a financial deficiency occurs in a fiscal year that impairs the operating capital of the Association, each member may be assessed an equal amount for each water connection granted to the member to offset the deficiency.

**SECTION 3. DISSOLUTION**

In the event of the dissolution of the Association, any remaining assets will become the property of the State of New Mexico.

ARTICLE VIII  
LIABILITY AND INDEMNIFICATION

**SECTION 1. DIRECTOR, OFFICER, EMPLOYEE, OR AGENT LIABILITY**

A Director, Officer, Employee, or Agent of the Association cannot be personally liable to the Association or to its members for monetary damages for breach of fiduciary duty unless:

- A. The Director, Officer, Employee, or Agent has failed to perform the duties of his/her office in good faith and in a manner he/she believes to be in the best interest of the Association and with such care as a prudent person would use under similar circumstances in a like position, and
- B. The breach or failure to perform constitutes willful misconduct or recklessness.

**SECTION 2. DIRECTOR, OFFICER, EMPLOYEE, OR AGENT INDEMNIFICATION**

The Association shall indemnify any person who is a party to any pending or completed action, whether civil, administrative, or investigative. In the event, that an action other than one by or in the right of



the Association is initiated by reason of the fact that he/she is or was a Director, Officer, Employee, or Agent of the Association, said person shall likewise have indemnification.

**SECTION 3. INSURANCE AND SIMILAR PROTECTION**

The Association may purchase and maintain insurance for any reasonable risk related to the status of a Director, Officer, Employee, or Agent of the Association. The Directors shall also purchase and maintain insurance for any, and all operational assets of the Association.

**SECTION 4. NON-EXCLUSIVE**

The indemnification authorized by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under an agreement approved by the Association.

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