



Doña Ana Mutual Domestic Water Consumers Association
Mailing Address: P.O. Box 866 • Doña Ana, NM • 88032
Physical Address: 5535 Ledesma Dr. • Las Cruces, NM 88007
(575) 526-3491 Office • (575) 526-9306 Fax

Agenda

The following are the items for consideration at the Special Board Meeting of the Doña Ana Mutual Domestic Water Consumers Association Board of Directors on January 9, 2018, convening at 9:00 a.m. at the Doña Ana Mutual Domestic Water Consumers Association Board Room 5535 Ledesma Dr., Las Cruces, NM 88007:

Call to Order & Roll Call

Approval of Agenda

Customer Issues and Public Input

1. Jim Hayhoe Presentation

Public Input will be limited to 3 minutes per person

New Business

Unfinished Business

2. Approval of Resolution 2018-03 Amended Articles of Incorporation
3. Approval of Resolution 2018-04 Amended Bylaws
4. Approval of Annual Membership Agenda

Board Open Discussion

Adjournment

A copy of this agenda may be requested by phone by calling (575) 526-3491 or in person at 5535 Ledesma Drive, Las Cruces, NM 88007. If you are an individual with a disability who needs a reader, amplifier, qualified sign language interpreter, if summary or other type of accessible format is needed, or any other form of auxiliary aid or service to attend or participate in the hearing or meeting, please contact Stephanie Nelson at (575) 526-3491 on the Tuesday prior to the meeting or as soon as possible.



Request to Address the Board of Directors

Date: 12/21/2017

Account Number: 864401

Phone Number: 575 649-8818

Name: JAMES G. HAYHOE

Service Address: 10040 SAN MARCOS CT, LAS CRUCES, NM 88007

I, JAMES G. HAYHOE, request to be heard at the next regular monthly Board of Directors Meeting*. I would like to address the Board of Directors on the following concerns:

I REQUEST TO BE ON THE AGENDA OF THE 2018 ANNUAL MEMBERSHIP MEETING TO HAVE A YES/NO BINDING VOTE ON AN ALTERNATIVE CHANGE TO THE BY-LAWS AS PROPOSED BY THE BOARD

I understand that this office will contact me, by phone or email no later than the Tuesday before the meeting scheduled on _____, with an approximate time to appear before the Board of Directors.

*Please indicate all that apply below to address your concerns:

Time Requested 3 minutes

Handouts

***The request form must be received by the Executive Director no later than the close of business one week prior to the board meeting. If you plan to use a handout you must provide the handouts along with the request form. No additional handouts shall be given during the presentation.**

James G. Hayhoe
Customer Signature

[Signature]
Dona Ana MDWCA Representative



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RESOLUTION 2018 - 03

WHEREAS, the Board of the Dona Ana MDWCA met in regular session at the Dona Ana MDWCA Offices, Dona Ana, New Mexico on Thursday, January 9, 2018 at 9:00 a.m.; and

WHEREAS, over several years the Board and membership have worked to revise the Association Articles of Incorporation; and

WHEREAS, the Board met in a work session on January 4, 2018 to draft proposed Amended Articles for the Association; and

WHEREAS, the Association desires to memorialize by this resolution the proposal of the Amended Articles to the membership at the annual meeting to be held January 31, 2018;

NOW, THEREFORE, BE IT RESOLVED by the Board of the Dona Ana MDWCA that:

1. The proposed Amended Articles of Incorporation of the Dona Ana Mutual Domestic Water Consumers Association attached hereto as “Attachment A”, are approved by the Board.
2. The proposed Amended Articles of Incorporation of the Dona Ana Mutual Domestic Water Consumers Association shall be presented to the membership for its approval and vote at the annual meeting to be held January 31, 2018.

Passed by the Board of the Dona Ana MDWCA this 9th day of January 2018.

Seal:

Jim Melton, President

Jamie Stull, Vice-President

Kurt Anderson, Secretary/Treasurer

Ray Ponteri, Member-at-Large



Doña Ana Mutual Domestic Water Consumers Association

ARTICLES OF INCORPORATION

AMENDED JANUARY 31, 2018

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ARTICLE I

The name of this corporation shall be:

Dona Ana Mutual Domestic Water Consumers Association

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The principle office of the corporation shall be at the Village of Dona Ana, Dona Ana County, State of New Mexico.

ARTICLE IV

The objects and purposes for which the corporation is formed are as follows:

Section 1

To associate its members together for the mutual interest and benefit and to that end to acquire, construct, install, maintain and operate a water and/or sewer system for the supplying and distribution of water for domestic uses and/or collection of sewage for its members and to engage in any activity related there to. Including but not limited the acquisition of water by purchase, appropriation, lease, or otherwise, and the diversion and storage thereof, the drilling, pumping and the purchase, laying installation, operation, maintenance, and repair of wells, pumping equipment canals, ditches, structures, pipe lines, valves and all other material and equipment necessary to the construction, repair, maintenance, and operation of a complete domestic water supply distribution system and a sewage collection and treatment facility.

Section 2.

To borrow from any source money, goods or services and to pledge or mortgage any of its property as security thereof, in any manner permitted by law.

Section 3.

To acquire and to hold, own and exercise all rights of ownership in and to sell, transfer or pledge shares of capital stock or membership of any corporation or association engaged in related activities as permitted by law.

Section 4.

To buy, lease hold and exercise all privileges of ownership in and to the real or personal property as may be necessary or convenient for the conduct and operation of the corporation.

Section 5.

To levy assessments and make charges for water sewer services in such a manner and in such amount as may be provided in the by-laws of this corporation.

Section 6.

To have and to exercise all power, privileges and rights conferred on nonprofit associations or corporations by the laws of the State of New Mexico, all of which are hereby expressly claimed, including all powers which may be necessary, convenient or expedient for the accomplishment of the purpose of this corporation, except such powers as are inconsistent with the provisions if the act under which this corporation is incorporated.

Section 7.

The principle activities and business of the corporation will be carried on in Dona Ana County, State of New Mexico, but its entire business and activities will not necessarily be limited to said county.

ARTICLE V

The business and affairs of the association shall be conducted and managed by a board of directors consisting of five members, each of who shall be members of the association. The member of the board of directors shall be elected biennially from the membership of the association for staggered terms of four years each. Two directors shall be elected in one year and three directors shall be elected two years later. The board of directors shall adopt by policy appropriate election procedures.

Each member of the board of directors shall represent a geographical district of the association's service area. The membership address of the board member shall be located within the district that the board member represents and each board member shall be elected by only those members whose membership addresses are located with the district the board member represents. Each district shall be reasonably contiguous and shall include approximately one-fifth of the association's total membership. The association membership shall through adoption of an association bylaw establish the boundaries of the five original districts. Subsequent adjustments to the district boundaries shall be made by written policy adopted by the board of directors. The board of directors may change any district boundary when the number of members in any district exceeds the number of members in any other district by ten percent or more, and the board shall adjust district boundaries no later than every five years.

ARTICLE VI

The association shall have no capital stock and no shares of stock shall be issued by said association to its members. Membership in this association shall be represented and evidenced by a membership certification. All persons within a community who participate, or desire to participate, in this project may become members of the association by complying with the rules and regulations prescribed by the board of directors of the association. Any person or persons who did not participate in an original project shall be admitted to a membership in an upon payment to the association of a reasonable fee,

as determined by the board of directors. The number of memberships subscribed is ~~205~~4301. The total number of ~~dwellings when the project is completed~~meters is four hundred and fifty (450).

ARTICLE VII

That notwithstanding any provisions which may be made in the by-laws of this corporation for the issuance of more than one certificate of membership to one natural person being a member for the purpose of equalizing assessments against membership certificates on the basis of services rendered by the corporation, each person being a member, shall be entitled to one and only one vote in the affairs and business of the corporation. There shall be no voting proxy. Voting by mail shall be allowed only if provided for and in the manner as provided by the by-laws of this corporation. Mail votes shall be counted to the extent as provided in the by-laws in computing a quorum for the holding of a meeting of members.

ARTICLE VIII

The association is designated a political subdivision of the State of New Mexico and a public body by the 2006 amendments to the New Mexico sanitary projects act and the association intends to maintain a perpetual existence. The association may merge with another association or political subdivision or the association may transfer its functions and assets to another political subdivision upon making adequate provisions for the continuation of services to its members. In the event of a proposed merger, transfer and/or dissolution, the board shall propose a plan to be approved by a two-thirds vote of the members present at a regular or special meeting of the membership. In no event may any member, former member, director former director, officer or former officer receive, directly or indirectly, any distribution or portion of a distribution of any assets. In the event of a merger, transfer or dissolution all assets of the association shall be transferred or disposed of in a manner set forth in a plan approved by and which serves the best interest of the membership.

ARTICLE IX

These articles may be repealed or amended by a vote of the majority of the members present at any regular meeting of the corporation, or at any special meeting of the corporation called for that purpose, except that so long as any indebtedness is held by or guaranteed by the farmers home administration, the members shall not have the power to change the purpose of the corporation so as to decrease its rights and powers under the law of the state, or to waive any requirements of bond or other provisions for the safety and security of the property and funds of the corporation or its members, or so to amend the articles as to effect a fundamental change in the policies of the corporation without the prior approval of the ~~farmers home administration~~ United States Department of Agriculture in writing.

We certify that the foregoing articles of incorporation are ~~a~~ true and correct ~~reprint~~ and that the same are in full force and effect on this date.

Given under our hands and the seal of the corporation, this ~~29~~⁷~~th~~ day of ~~november~~January, 201~~8~~3

president
(seal)

Attest:

Secretary-treasurer



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RESOLUTION 2018 - 04

WHEREAS, the Board of the Dona Ana MDWCA met in regular session at the Dona Ana MDWCA Offices, Dona Ana, New Mexico on Thursday, January 9, 2018 at 9:00 a.m.; and

WHEREAS, over several years the Board and membership have worked to revise the Association Bylaws; and

WHEREAS, the Board met in a work session on January 4, 2018 to draft proposed Amended Bylaws for the Association; and

WHEREAS, the Association desires to memorialize by this resolution the proposal of the Amended Bylaws to the membership at the annual meeting to be held January 31, 2018;

NOW, THEREFORE, BE IT RESOLVED by the Board of the Dona Ana MDWCA that:

1. The proposed Amended Bylaws of the Dona Ana Mutual Domestic Water Consumers Association attached hereto as Appendix A are approved by the Board.
2. The proposed Amended Bylaws of the Dona Ana Mutual Domestic Water Consumers Association shall be presented to the membership for its approval and vote at the annual meeting to be held January 31, 2018.

Passed by the Board of the Dona Ana MDWCA this 9th day of January 2018.

Seal:

Jim Melton, President

Jamie Stull, Vice-President

Kurt Anderson, Secretary/Treasurer

Ray Ponteri, Member-at-Large



Doña Ana Mutual Domestic Water Consumers Association

BYLAWS

AMENDED JANUARY 31, 2018

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Bylaws

Of Bylaws Of

Dona Ana Mutual Domestic Water Consumers Association

Originally formed as a non-profit association under the Sanitary ~~P~~projects ~~A~~ct the association now functions as a political subdivision of the State of New Mexico.

Article I

Names, objects, purposes and principal place of business

The corporate name, the objects and purposes, and the principal place of business of this association, shall be as stated and provided in the certificate of incorporation of the association and in the sanitary projects act, including the acquisition, construction and improvement of water supply, reuse, storm drainage and wastewater facilities in Doña Ana and nearby communities and to operate and maintain such facilities for the public good.

Article II

The seal of the association shall be inscribed thereon the name of the association, a "~~non-profit association~~Political Subdivision of the State of New Mexico." The secretary of the association shall have custody of the seal.

Article III

The fiscal year of the association shall be the 1st of July of each year.

Article IV

Section 1. Members

Property owners, ~~occupants or residents~~ within and in the vicinity of the community of Doña Ana and surrounding areas, County of Doña Ana, New Mexico, being reasonably accessible to the system of the association and who are in need of water for domestic and related purposes and/or the collection and disposal of sewage, and who are eligible for membership as provided by article iv of the articles of incorporation, may be admitted to membership upon application therefor and the payment of a membership fee plus the current tap-in fee per meter and water right fee as approved by the association's board of directors. However, the membership may be denied if the capacity of the association's system is exhausted by the need of its existing members, and if it is physically or financially impossible for the association to acquire additional facilities to accommodate new members. In the event of a shortage of water, the association shall take appropriate measure, (such as restrictions to water use and acquisition of additional water) to meet the needs of the association.

Section 2. Cost of meter installation

Any member applying for connection shall pay the actual cost of connection.

~~Compiled and bound in the current format on November 7, 2013~~

Section 3. Approval of membership

All applications for membership shall be passed on by the board of directors. Applications for or subscriptions to membership in this association shall be in the form approved and provided by the board of directors. Membership shall not be denied because of the applicant's race, color, creed, national origin or sex.

Section 4. Member rights

Each member of the association has equal rights, privileges and obligations. No member has more than one vote in the affairs of the association regardless of the number of services or connections under a member's name.

Section 5. Voting

Each member shall be entitled to one vote only. Voting by proxy or by mail will not be permitted, except that absentee voting by mail is permitted in elections for the board of directors under article v of the articles of incorporation.

Section 6. Notification

At any time that a schedule of the matters proposed to be presented for action at a meeting of the members is known in advance of such meeting, the secretary-treasurer shall send to each of the members a copy of such proposed schedule with the notice of said meeting.

Article V

Meeting of Members

Section 1. Annual membership meeting

The annual meeting of the members of this association shall be held on the last Wednesday of January of each year.

Section 2. Special meetings of the members of the association may be called at any time by the president, or upon resolution of the board of directors, upon written petition to the president of the board, signed by two percent (2%) of the members. The purpose of every special meeting shall be stated in the notice thereof, and no business shall be transacted thereat, except such as is specific in the notice.

Section 3. Notice of meetings of the members of the association, both regular and special, shall be given by a notice mailed to each member of record, directed to the address shown upon the books of the association, at least ten (10) days prior to the meeting. Such a notice shall state the nature, time, place and purpose of the meeting.

Section 4. Meeting of members (quorum).

One percent (1%) of the total membership of the association shall constitute a quorum at any meeting of the association for the transaction of business. Also, one percent 1% of total membership of the association shall constitute a quorum for any special meeting of the membership of the association ~~with forty eight (48) hours' notice.~~

Section 5. The order of business

~~Compiled and bound in the current format on November 7, 2013~~

At the regular meetings, and as far as possible at other meetings, shall be:

1. Calling to order and proof of quorum
2. Proof of notice of meeting
3. Reading and action on any approved minutes
4. Reports of officers and committees
- ~~5.~~ **Election of directors**
- ~~6-5.~~ Unfinished business
- ~~7-6.~~ New business
- ~~8-7.~~ Adjournment

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Article VI

Directors

Section 1. Functions of the board of directors.

The business and affairs of this association shall be managed by a board of directors consisting of five (5) members, all of whom shall be members of this association.

Section 2. Election and term of board members.

The board of directors shall be elected biennially from the membership of the association, for staggered terms of four (4) years each. The purpose of the election every two (2) years is to provide a system of staggered four (4) year terms, so that three (3) directors will be elected in one (1) year and two (2) years later the other two (2) directors shall be elected.

Section 3. Election of officers.

The board of directors shall meet as soon as possible after the holding of 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, and secretary-treasurer from among themselves, each of whom shall hold office until the next annual meeting and until the election and qualification of his successor unless sooner removed by death, resignation, or for cause.

Section 4. Compensation of officers.

The members of the board of directors shall receive no compensation for their services as directors. ~~The secretary treasurer shall be paid for his/her services at the rate to be fixed at any regular or special meeting of the members of the association.~~

Section 5. Meetings of the board of directors.

In addition to the annual meeting, the board shall hold meetings at such regular intervals as the board may determine. A majority of the board present in person at any meeting shall constitute a quorum for the conduct of business thereat.

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 of the articles of incorporation. If the association shall, at any time, borrow or receive by way of grant, any property of the united states, through any of its agencies, the board of directors shall pursue such management methods, including accounting and audits, as such agency may prescribe.

Compiled and bound in the current format on November 7, 2013

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, a majority of the remaining directors, though less than a quorum, shall by a majority vote choose a successor who shall hold office until the next regularly scheduled election. At that election, the members shall elect a director for the unexpired term.

Section 8. Removal of directors and officers.

- a. Any director or officer of the association may be removed from office with or without cause, by a vote upon petition of not less than ~~two thirds (2/3)~~ ten percent (10%) of the members of the association ~~present at any annual meeting, or at any special meeting called for the purpose, in said director's district for a recall election. provided that a majority of the total members shall be present. — A meeting shall be held prior to the election and t~~ The director or officer shall be informed in writing of the charges against him or her at least ten (10) days before such meeting and at such meeting shall have the right and opportunity to be heard in person or by counsel, and to present witnesses in his or her behalf. The director or officer may be removed by a vote of not less than 2/3 of the votes cast in the recall election.
- b. Any director or officer who fails to attend as many as three (3) regular scheduled monthly board meetings in any one year, without prior notification and approval of absence by the board, may be dropped as a board member if such action is approved by a majority of the remaining members of the board. The board will select an interim appointee to serve until the next annual membership meeting at which time the general membership will elect a member to complete the unexpired term of the original board member.

New section 9. Board districts

Each member of the board of directors shall represent a geographical district of the association's service area. The membership address of the board member shall be located within the district that the board member represents. Each district shall be reasonably contiguous and include approximately one-fifth of the association's total membership. The initial districts and their boundaries shall be in accordance with the attached map and description. Subsequent adjustments to district boundaries shall be made by written policy of the board of directors. The board of directors shall by written policy adopt election procedures regarding the election of board members, which procedures are to be consistent with the articles of incorporation and these bylaws. In accordance with the Articles of Incorporation, district boundaries shall be reviewed at least every five (5) years.

Article VII

Duties of Officers

Section 1. Duties of the president.

The president shall preside over all meetings of the association and the board of directors, shall call special meetings of the board of directors and perform all acts

and duties usually performed by an executive and presiding officer. He/she shall sign all membership certificates, notes, bonds, mortgages, contracts and other instruments on behalf of the association. He/she shall be an ex-officio member of all standing committees and shall have such powers and shall perform such other duties as may be properly required of him/her by the board of directors.

Section 2. Duties of vice-president.

The vice-president, in the absence or disability of the president, shall perform the duties of the president. The board of directors may declare the office vacant and elect his/her successor, to fill the unexpired portion of the president's term.

Section 3. Duties of the secretary-treasurer.

The secretary-treasurer shall ~~keep-ensure~~ a complete record of all meetings of the association and of the board of directors ~~is kept~~ and shall have general charge and supervision of the books and records of the association. ~~He/she shall collect all assessments and monies due the association and deposit 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 on the business transacted by him/her as requested.~~ He/she shall attest the president's signature on all membership certificates and other papers pertaining to the association unless otherwise directed by the board of directors. He/she shall serve, mail, or deliver all notices required by law and by these bylaws and shall make a full report of all matters and business pertaining to his office to the members at the annual meeting, or at such other time or times that the board of directors may require. He/she shall ~~keep-ensure~~ the corporate seal and membership certificate records of the association ~~are kept~~, complete and attest all certificates issued and affix said association seal to all papers requiring seal. ~~He/she shall keep a proper membership certificate record, showing the name of each member of the association and date of issuance, surrender, transfer, termination, cancellation or forfeiture.~~ He/she shall make all reports required by law and shall perform such other duties as may be required of him/her by the association or the board of directors. ~~The secretary-treasurer shall be covered in the performance of his/her duties by a surety bond in an amount to be determined by the board of directors. The premium for such bond shall be paid by the association.~~ Upon the election of his successor, the secretary-treasurer shall turn over to him/her all books and other property belonging to the association that he/she may have in his/her possession.

Section 4. ~~Other employees or agents~~Executive Director.

The board of directors shall appoint in addition to the officers named above, ~~a foreman and other agents or employees which may be necessary~~ an Executive Director to superintend the water and/or sewer system of the association and its construction, maintenance and repair. ~~Such agents or employees~~The Executive Director may be authorized by the board of directors under its direction and pursuant to its ~~rules and regulations~~policies, procedures and resolutions to provide for the delivery of water and/or sewer service to the members of the association.

Section 5. Nepotism policy.

No member of the immediate family of a Dona Ana mutual domestic water consumers association employee or board member shall be hired as an employee of the Dona Ana mutual domestic water consumers association.

“immediate family” for purposes of this section (5), means the employee’s spouse, parent, child, sibling, grandparent, grandchild, step-parent or step-child, aunt, uncle, nephew, niece or cousin; or the parent, child, ~~or~~ sibling aunt, uncle, nephew, niece or cousin of the employees’ or board members’ spouse.

Article VIII

Water and /or Sewer Charges, Assessments, and Distribution of Water and/or Collection of Sewage

The association is designated a political subdivision of the State of New Mexico and a public body by the 2006 amendments to the New Mexico sanitary projects act and the association intends to maintain a perpetual existence. The association may merge with another association or political subdivision or the association may transfer its functions and assets to another political subdivision upon making adequate provisions for the continuation of services to its members. In the event of a proposed merger, transfer and/or dissolution, the board shall propose a plan to be approved by a two-thirds vote of the members present at a regular or special meeting of the membership. In no event may any member, former member, director, former director, officer or former officer receive, directly or indirectly, any distribution or portion of a distribution of any assets. In the event of a merger, transfer or dissolution all assets of the association shall be transferred or disposed of in a manner set forth in a plan approved by and which serves the best interests of the membership.

Section 1. Delivery and collection

Water shall not be delivered and/or sewer collected by the systems of the association, except to users who are members of the association. If any member needs and desires service connections with the system in excess of one, such excess connections shall be made only upon application to and the approval of the board of directors and upon payment of charges as stated in article 4 of these by-laws for each connection in excess of one. No service connections in excess of one shall be approved for any member or made pursuant to this section when the full capacity of the association’s system(s) is needed to serve the existing connections.

Section 2. Rate setting

The board of directors shall establish a rate schedule to be charged the members for services provided by the association. The established rate schedule shall apply to each service connection by an approved rate schedule in effect. Annually, the board of directors shall review the established rate schedule of charges 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 and the estimated budget for the coming year.

Section 3. Balancing the budget

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 amount derived, or which will be derived, from the collection of water and/or sewer charges during any fiscal year will be insufficient to pay when due all costs incident to the operation of the association’s system(s) 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 water and/or sewer charges to fully pay when due all costs of operation, maintenance, replacement and repayments on the indebtedness, or other expenses of the year's operation. A proportionate amount of the necessary total of such assessments levied in any year shall be levied against each member in an amount, which bears the same relation to the total assessment as the patronage of such member bears to the total patronage of the association for the year.

~~Section 4. Sale of memberships~~

~~The board of directors shall have the authority to sell the membership of any member in the event of non payment of any water and/or sewer charges or assessments owing by said member within thirty (30) days after demand for payment by mail, properly addressed to such delinquent member. The proceeds of any sale of membership over and above the amount due the association shall be paid to the delinquent member. The board of directors may purchase the membership on behalf of the association at a price determined by the board to be the fair value of the membership.~~

Section 4.5. Termination of membership

Notwithstanding the rights of the association to terminate the membership of a delinquent member ~~as provided above~~, the association, through policies adopted by its board of directors, shall have the additional rights to terminate the supply of water and/or sewer service to the delinquent member

Article IX

Membership Records

Section 1. Form of certificate.

The board of directors shall determine the form of membership certificate and the same shall be signed by the president and his signature attested by the secretary-treasurer, who shall impress thereon the corporate seal of the association, provided that the form of certificate, in addition to any other matters required by the board of directors to appear therein, shall contain the statements as required by the laws of the State of New Mexico.

Section 2. Membership ~~book~~Record.

As a part of the records of the association, there shall be kept a membership ~~book~~record, which shall contain a list of the certificates of membership which have been issued, noting the number of the certificate, the date thereof, the number of service connections and the name and address of the person to whom issued.

Section 3. Transfer of membership.

Certificates of membership may be transferred and the transfer shall be noted on the books of the association, ~~provided that the right to transfer of membership shall be subject to preference right of the association to purchase such membership~~, as provided by the laws of New Mexico, and also provided that the transferee shall be eligible for membership and shall be approved by the board of directors.

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~~Article x – removed amended by laws adopted January 26, 2011~~

Article XI

Amendments

These bylaws may be repealed or amended by a vote of the majority of the members present at any regular meeting of the ~~corporation-association~~ or at any special meeting of the ~~corporation-association~~ called for that purpose, except that so long as any indebtedness is held by or guaranteed by the ~~farmers-home administration~~United States Department of Agriculture, the members shall not have the power to change the purposes of the corporation so as to decrease its rights and powers under the laws of the State of New Mexico, or to waive any requirement of bond or other provision for the safety and security of the property and funds of the corporation or its members, or so to amend the bylaws as to effect a fundamental change in the policies of the corporation without the prior approval of ~~the farmers home administration~~United States Department of Agriculture in writing.

Article XII

Commercial Water Use

Section 1. Allowance of commercial water use, the association, through the board of directors, shall have the authority to allow the commercial use of water through the issuance of a “commercial water service agreement” as provided by policies adopted by the board of directors. A commercial user of water shall become a member of the association, and shall be required to pay all membership, tap-in, water right and other fees required of a new member.

Section 2. Definition

The “commercial” use of water is defined as the use of water for anything other than domestic-residential use.

Section 3. Water sales

Approval of a “water service agreement shall only be allowed if there is adequate capacity in the system and it is in the best interest of the association to allow the use as determined ~~in the sole discretion of~~by the board of directors. The board of directors will identify the types of uses proper for each type of agreement.

Section 4. ~~Rules and regulations~~Policies and Procedures

The policies and procedures adopted by the board of directors shall minimally provide provisions regarding water conservation; rates, charges and penalties; payment of account; term of the contract; requirement of deposits; membership status; membership certificate; termination provisions; easements; and the form of the commercial water service agreement. The board of directors may add whatever other provisions to the agreements that it deems necessary under the circumstances.

Section 5. ~~Rules and regulations~~Commercial Wastewater

~~Compiled and bound in the current format on November 7, 2013~~

A commercial water user may also request wastewater service from the association.
The terms shall be included in ~~the~~ water service agreement.

We certify that the foregoing bylaws are ~~a~~ true and correct ~~reprint~~ and that the same are in full force and effect.

Given under our hands and the seal of the corporation, this ~~31st~~ ~~7th~~ day of ~~November, January~~ 2018. ~~3~~

Formatted: Superscript

president

Attest:

Secretary-treasurer



Doña Ana Mutual Domestic Water Consumers Association
Mailing Address: P.O. Box 866 • Doña Ana, NM • 88032
Physical Address: 5535 Ledesma Dr. • Las Cruces, NM 88007
(575) 526-3491 Office • (575) 526-9306 Fax

Agenda

The following are the items for consideration at the Regular Annual Meeting of the Doña Ana Mutual Domestic Water Consumers Association Membership on January 31, 2018, convening at 7:00 p.m. at Doña Ana Elementary School located at 5551 Camino Des Flores, Las Cruces NM 88007:

Scheduled Guests: Lilla Reid, Souder, Miller and Associates
Josh Smith, Watson and Smith, LLC

- | | |
|---|--|
| <u>Call to Meeting to Order</u> | Jim Melton, President |
| <u>Proof of Notice of Meeting & Proof of Quorum</u> | Jim Melton, President |
| <u>Approval of Agenda</u> | Jim Melton, President |
| <u>Introductions, Acknowledgements & Procedures</u> | Jim Melton, President |
| <u>Minutes:</u> | Dr. Kurt Anderson, Secretary/Treasurer |
| ▪ Approval of the Minutes of January 25, 2017 Annual Membership Meeting | |
| <u>New Business</u> | Jim Melton, President |
| ▪ Approval of Resolution 2018-01 Open Meetings Act | |
| ▪ Approval of Resolution 2018-03 Amended Articles of Incorporation | |
| ▪ Approval of Resolution 2018-04 Amended Bylaws | |
| <u>Reports:</u> | |
| ▪ Board of Directors | Jim Melton, President |
| ▪ Financial Report | Dr. Kurt Anderson, Secretary/Treasurer |
| ▪ Litigation Report | Josh Smith, Watson and Smith, LLC |
| ▪ Engineering | Souder, Miller, & Associates |
| ▪ Executive Director | Jennifer Horton, Executive Director |

Public Input: All discussions under this item must be limited to items **NOT** listed on the agenda

Public Input will be limited to 3 minutes per person

Adjournment

A copy of this agenda may be requested by phone by calling (575) 526-3491 or in person at 5535 Ledesma Drive, Las Cruces, NM 88007. If you are an individual with a disability who needs a reader, amplifier, qualified sign language interpreter, if summary or other type of accessible format is needed, or any other form of auxiliary aid or service to attend or participate in the hearing or meeting, please contact Stephanie Nelson at (575) 526-3491 on the Tuesday prior to the meeting or as soon as possible.