

1 AN ACT  
2 RELATING TO NONPROFIT CORPORATIONS; ALLOWING NONPROFIT  
3 CONDOMINIUM ASSOCIATIONS TO TRANSACT BUSINESS REMOTELY.  
4

5 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF NEW MEXICO:

6 SECTION 1. Section 47-7C-8 NMSA 1978 (being Laws 1982,  
7 Chapter 27, Section 41) is amended to read:

8 "47-7C-8. MEETINGS.--A meeting of the association shall  
9 be held at least once each year. Special meetings of the  
10 association may be called by the president, a majority of the  
11 executive board or unit owners having twenty percent, or any  
12 lower percentage specified in the bylaws, of the votes in the  
13 association. Not less than ten days nor more than sixty days  
14 in advance of any meeting, the secretary or other officer  
15 specified in the bylaws shall cause notice to be  
16 hand-delivered or sent prepaid by United States mail to the  
17 mailing address of each unit or to any other mailing address  
18 designated in writing by the unit owner. A notice may be  
19 sent by electronic mail or an equivalent electronic  
20 transmission; provided that the recipient has agreed to  
21 electronic notice in advance. The notice of any meeting  
22 shall state the time and place of the meeting and the items  
23 on the agenda, including the general nature of any proposed  
24 amendment to the declaration or bylaws, any budget changes  
25 and any proposal to remove a director or officer."

1           SECTION 2. Section 47-7C-9 NMSA 1978 (being Laws 1982,  
2 Chapter 27, Section 42) is amended to read:

3           "47-7C-9. QUORUMS.--

4           A. Unless the bylaws provide otherwise, a quorum  
5 is present throughout any meeting of the association if  
6 persons entitled to cast twenty percent of the votes that may  
7 be cast for election of the executive board are present in  
8 person, by proxy or via simultaneous, remote electronic means  
9 at the beginning of the meeting.

10           B. Unless the bylaws specify a larger percentage,  
11 a quorum is deemed present throughout any meeting of the  
12 executive board if persons entitled to cast fifty percent of  
13 the votes on that board are present at the beginning of the  
14 meeting."

15           SECTION 3. Section 53-8-15 NMSA 1978 (being Laws 1975,  
16 Chapter 217, Section 15) is amended to read:

17           "53-8-15. VOTING.--

18           A. The right of the members, or any class or  
19 classes of members, to vote may be limited, enlarged or  
20 denied to the extent specified in the articles of  
21 incorporation or the bylaws. Unless so limited, enlarged or  
22 denied, each member, regardless of class, shall be entitled  
23 to one vote on each matter submitted to a vote of members.

24           B. A member entitled to vote may vote in person  
25 or, unless the articles of incorporation or the bylaws

1 otherwise provide, may vote by proxy executed in writing  
2 by the member or by the member's duly authorized  
3 attorney-in-fact or via simultaneous, remote electronic  
4 means. No proxy shall be valid after eleven months from the  
5 date of its execution, unless otherwise provided in the  
6 proxy. Where directors or officers are to be elected by  
7 members, the bylaws may provide that such elections may be  
8 conducted by mail.

9 C. The articles of incorporation or the bylaws may  
10 provide that in all elections for directors every member  
11 entitled to vote shall have the right to cumulate the  
12 member's vote and to give one candidate a number of votes  
13 equal to the member's vote multiplied by the number of  
14 directors to be elected, or by distributing such votes on the  
15 same principle among any number of candidates.

16 D. If a corporation has no members or its members  
17 have no right to vote, the directors shall have the sole  
18 voting power."

19 SECTION 4. Section 53-8-16 NMSA 1978 (being Laws 1975,  
20 Chapter 217, Section 16) is amended to read:

21 "53-8-16. QUORUM.--The bylaws may provide the number or  
22 percentage of members entitled to vote represented in person,  
23 by proxy or via simultaneous, remote electronic means or the  
24 number or percentage of votes represented in person, by  
25 proxy or via simultaneous, remote electronic means that shall

1 constitute a quorum at a meeting of members. In the absence  
2 of any such provision, members holding one-tenth of the votes  
3 entitled to be cast on the matter to be voted upon  
4 represented in person, by proxy or via simultaneous, remote  
5 electronic means shall constitute a quorum. A majority of  
6 the votes entitled to be cast on a matter to be voted upon by  
7 the members present, represented by proxy or via  
8 simultaneous, remote electronic means at a meeting at which a  
9 quorum is present shall be necessary for the adoption thereof  
10 unless a greater proportion is required by the Nonprofit  
11 Corporation Act, the articles of incorporation or the  
12 bylaws."

13 SECTION 5. Section 53-8-22 NMSA 1978 (being Laws 1975,  
14 Chapter 217, Section 22, as amended) is amended to read:

15 "53-8-22. DIRECTORS' MEETINGS.--Meetings of the board  
16 of directors, regular or special, may be held either within or  
17 without New Mexico and upon such notice as the bylaws may  
18 prescribe. Attendance of a director at any meeting shall  
19 constitute a waiver of notice of the meeting, except when a  
20 director attends a meeting for the express purpose of  
21 objecting to the transaction of any business because the  
22 meeting is not lawfully called or convened. Neither the  
23 business to be transacted at, nor the purpose of, any regular  
24 or special meeting of the board of directors need be specified  
25 in the notice or waiver of notice of the meeting unless

1 required by the bylaws. Except as otherwise restricted by the  
2 articles of incorporation or bylaws, members of the board of  
3 directors or any committee designated thereby may participate  
4 in a meeting of the board or committee by means of a  
5 conference telephone or similar communications equipment by  
6 means of which all persons participating in the meeting can  
7 hear each other at the same time or via simultaneous, remote  
8 electronic means and participation by such means shall  
9 constitute presence in person at a meeting."

SB 72  
Page 5