

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25

SENATE BILL 72

**57TH LEGISLATURE - STATE OF NEW MEXICO - FIRST SESSION, 2025**

INTRODUCED BY

Peter Wirth and Christine Chandler

AN ACT

RELATING TO NONPROFIT CORPORATIONS; ALLOWING NONPROFIT  
CONDOMINIUM ASSOCIATIONS TO TRANSACT BUSINESS REMOTELY.

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

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

"47-7C-8. MEETINGS.--A meeting of the association shall  
be held at least once each year. Special meetings of the  
association may be called by the president, a majority of the  
executive board or ~~[by]~~ unit owners having twenty percent, or  
any lower percentage specified in the bylaws, of the votes in  
the association. Not less than ten days nor more than sixty  
days in advance of any meeting, the secretary or other officer  
specified in the bylaws shall cause notice to be hand-delivered  
or sent prepaid by United States mail to the mailing address of  
.229045.1

underscored material = new  
~~[bracketed material] = delete~~

underscored material = new  
[bracketed material] = delete

1 each unit or to any other mailing address designated in writing  
2 by the unit owner. A notice may be sent by electronic mail or  
3 an equivalent electronic transmission; provided that the  
4 recipient has agreed to electronic notice in advance. The  
5 notice of any meeting shall state the time and place of the  
6 meeting and the items on the agenda, including the general  
7 nature of any proposed amendment to the declaration or bylaws,  
8 any budget changes and any proposal to remove a director or  
9 officer."

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

12 "47-7C-9. QUORUMS.--

13 A. Unless the bylaws provide otherwise, a quorum is  
14 present throughout any meeting of the association if persons  
15 entitled to cast twenty percent of the votes [~~which~~] that may  
16 be cast for election of the executive board are present in  
17 person, [~~or~~] by proxy or via simultaneous, remote electronic  
18 means at the beginning of the meeting.

19 B. Unless the bylaws specify a larger percentage, a  
20 quorum is deemed present throughout any meeting of the  
21 executive board if persons entitled to cast fifty percent of  
22 the votes on that board are present at the beginning of the  
23 meeting."

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

.229045.1

1 "53-8-15. VOTING.--

2 A. The right of the members, or any class or  
3 classes of members, to vote may be limited, enlarged or denied  
4 to the extent specified in the articles of incorporation or the  
5 bylaws. Unless so limited, enlarged or denied, each member,  
6 regardless of class, shall be entitled to one vote on each  
7 matter submitted to a vote of members.

8 B. A member entitled to vote may vote in person or,  
9 unless the articles of incorporation or the bylaws otherwise  
10 provide, may vote by proxy executed in writing by the member or  
11 by [~~his~~] the member's duly authorized attorney-in-fact or via  
12 simultaneous, remote electronic means. No proxy shall be valid  
13 after eleven months from the date of its execution, unless  
14 otherwise provided in the proxy. Where directors or officers  
15 are to be elected by members, the bylaws may provide that such  
16 elections may be conducted by mail.

17 C. The articles of incorporation or the bylaws may  
18 provide that in all elections for directors every member  
19 entitled to vote shall have the right to cumulate [~~his~~] the  
20 member's vote and to give one candidate a number of votes equal  
21 to [~~his~~] the member's vote multiplied by the number of  
22 directors to be elected, or by distributing such votes on the  
23 same principle among any number of candidates.

24 D. If a corporation has no members or its members  
25 have no right to vote, the directors shall have the sole voting

.229045.1

underscoring material = new  
~~[bracketed material]~~ = delete

1 power."

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

4 "53-8-16. QUORUM.--The bylaws may provide the number or  
5 percentage of members entitled to vote represented in person,  
6 ~~[or]~~ by proxy or via simultaneous, remote electronic means or  
7 the number or percentage of votes represented in person, ~~[or]~~  
8 by proxy ~~[which]~~ or via simultaneous, remote electronic means  
9 that shall constitute a quorum at a meeting of members. In the  
10 absence of any such provision, members holding one-tenth of the  
11 votes entitled to be cast on the matter to be voted upon  
12 represented in person, ~~[or]~~ by proxy or via simultaneous,  
13 remote electronic means shall constitute a quorum. A majority  
14 of the votes entitled to be cast on a matter to be voted upon  
15 by the members present, ~~[or]~~ represented by proxy or via  
16 simultaneous, remote electronic means at a meeting at which a  
17 quorum is present shall be necessary for the adoption thereof  
18 unless a greater proportion is required by the Nonprofit  
19 Corporation Act, the articles of incorporation or the bylaws."

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

22 "53-8-22. DIRECTORS' MEETINGS.--Meetings of the board of  
23 directors, regular or special, may be held either within or  
24 without New Mexico and upon such notice as the bylaws may  
25 prescribe. Attendance of a director at any meeting shall

.229045.1

underscoring material = new  
~~[bracketed material] = delete~~

1 constitute a waiver of notice of the meeting, except when a  
2 director attends a meeting for the express purpose of objecting  
3 to the transaction of any business because the meeting is not  
4 lawfully called or convened. Neither the business to be  
5 transacted at, nor the purpose of, any regular or special  
6 meeting of the board of directors need be specified in the  
7 notice or waiver of notice of the meeting unless required by  
8 the bylaws. Except as otherwise restricted by the articles of  
9 incorporation or bylaws, members of the board of directors or  
10 any committee designated thereby may participate in a meeting  
11 of the board or committee by means of a conference telephone or  
12 similar communications equipment by means of which all persons  
13 participating in the meeting can hear each other at the same  
14 time or via simultaneous, remote electronic means and  
15 participation by such means shall constitute presence in person  
16 at a meeting."

17 - 5 -  
18  
19  
20  
21  
22  
23  
24  
25