

BYLAWS
OF
DEER MESA HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is Deer Mesa Homeowners Association, Inc., hereinafter referred to as the "Association." The principal office location of the corporation is 22 Deer Mesa Road, Valdez, NM 87580.

ARTICLE II
DEFINITIONS

“Deer Mesa Subdivision” is the subdivision located in Taos County, New Mexico, which was established by the filing of the Declaration of Covenants of Deer Mesa Subdivision recorded on December 30, 1986, in Book M-116, Pages 334-349, records of Taos County, New Mexico, which was amended and restated in the First Amended Declaration of Covenants of Deer Mesa Subdivision, recorded on December 9, 2005, in Book 525, Pages 516-550, records of Taos County, New Mexico (the “Amended Declaration.”)

“Deer Mesa Subdivision Plat” is the Plat of a Survey for Deer Mesa Subdivision which was recorded in Plat Cabinet C, Page 78-A, records of Taos County, New Mexico.

“Roads” are the roads shown on the Deer Mesa Subdivision Plat.

“Lots” are any parcels located on the Plat that are subject to the Amended Declaration.

“Owner” is the record owner, whether one or more persons or entities, of the fee simple title to any Lot, or a person or entity who is an owner by virtue of a contract of purchase of record of a Lot, but excluding those having such interest merely as security for the performance of an obligation.

“Member” is any person or entity holding a membership in the Association by virtue of its status as an Owner.

“Maintenance” is all reasonable maintenance, repairs, and improvements performed upon the roads within the Deer Mesa Subdivision.

“Assessment” is the annual amount levied by the Association to each Lot for costs related to the Association’s Maintenance and administration.

ARTICLE III
MEMBERSHIP

Every person or entity who is the record owner, whether one or more persons or entities, of the fee simple title to any Lot, or a person or entity who is an owner by virtue of a contract of purchase of record of a Lot, but excluding those having such interest merely as security for the performance of an obligation, is a Member of the Association.

ARTICLE IV
VOTING RIGHTS OF MEMBERS

Section 1. Each Member shall have one vote per Lot owned.

Section 2. When more than one person holds an interest in a Lot, the percentage voting right associated with such Lot shall be exercised as they among themselves determine, but in no event shall fractions of a vote or more than one vote be cast with respect to any Lot. Where there is more than one owner of a Lot, the several record owners of such Lot shall be required to designate, by prior written notice to the Association, the particular owner who shall cast the votes appurtenant to that Lot. If the several owners of any Lot are unable or unwilling to designate a particular owner to vote, then the membership appurtenant to that Lot shall not be entitled to vote on any Association affairs until such designation is made. In the event a real estate installment contract of purchase is executed upon any Lot, where the contract purchaser has the right of possession to the land and therefore equitable title thereto, the contract purchaser, and not the contract seller, shall be the Member holding the voting right, unless an agreement between the contract seller and contract purchaser provides to the contrary.

ARTICLE V
MEETING OF MEMBERS

Section 1. The first annual meeting of the Members shall be held on Saturday, June 4, 2022 at 10:00 a.m. MDT. Thereafter, an annual meeting of the Members will be held on the first Saturday of June, at 10:00 a.m. MDT.

Section 2. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written request of the Members who are entitled to vote fifty percent (50%) of the total votes of the membership.

Section 3. Written notice of each meeting of the Members shall be given by or at the direction of the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, or via email with delivery confirmation, at least ten (10) but not more than fifty (50) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing in the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, twenty five percent (25%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote at the meeting shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. At all meetings of Members, each Member may vote in person or by proxy. Each proxy shall be in writing, shall be dated and signed by the Member, shall allow for revocation if notice of revocation is provided to the person presiding over an Association meeting, shall be valid only for the meeting at which it is cast, and shall be filed with the secretary at least twenty-four (24) hours prior to the meeting.

Section 6. Annual and special meetings of the Members maybe held virtually, including by conference call, provided all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE VI **BOARD OF DIRECTORS**

Section 1. The affairs of this Association shall be managed by a Board of three (3) Directors, each of whom shall be a Member of the Association or an agent for a Member of the Association pursuant to a written designation for this purpose.

Section 2. The initial Directors of the Association shall be those persons identified in the Articles of Incorporation for the Association, whose term shall extend until the annual meeting to be held in June of 2023. At this annual meeting, the Members shall elect three (3) Directors, each for a term of two (2) years, and at every other annual meeting thereafter, the Members shall elect three (3) Directors, each for a term of two (2) years; provided that nothing herein contained shall prevent the election of a Director whose term has expired to a new term as such Director.

Section 3. Any Director may be removed from the Board, with or without cause, by the owners of thirteen (13) Lots. This vote may occur by mail, email, or at any annual or special meeting. In the event of death, resignation, or removal of a Director, his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

Section 4. No Director shall receive compensation for any service he or she may render to the Association, except that for each year a Director serves, the regular assessment for the Lot owned by the Director is waived. Any Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties. Any expense of Five Hundred Dollars (\$500) or more requires prior approval of a majority of the Board of Directors.

Section 5. The Directors shall not be liable to the Members for any mistake of judgment, negligence, or otherwise except in the event of willful misconduct or malfeasance. The Association shall indemnify and hold harmless each of the Directors (including the initial Directors appointed in the Articles of Incorporation) against all contractual liabilities to others arising out of contracts made by the Board of Directors on behalf of the Association and its Members, and in connection with any acts performed pursuant to the Articles of Incorporation; provided, however, this paragraph does not apply to any contract, agreement or liability which shall have arisen or been incurred prior to the date on which the Association shall have been incorporated by the State of New Mexico.

Section 6. Pursuant to NMSA § 47-16-7, within ninety (90) days after being elected or appointed to the Board, each Director shall certify in writing to the secretary of the Association that the Director: (a) has read all the documents governing the use of the Lots and the creation and operation of the Association, including the Amended Declaration, these bylaws, the Articles of Incorporation for the Association and any rules promulgated by the Association; (b) will work to uphold the foregoing documents and the policies of the Association, to the best of the Director's ability; and (c) will faithfully discharge the Director's duties to the Association.

ARTICLE VII **NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Nomination for election to the Board of Directors shall be made from the floor at the annual meeting.

Section 2. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under Article IV of these Bylaws. The person or persons receiving the largest number of votes shall be elected. Cumulative voting is permitted.

ARTICLE VIII **MEETINGS OF DIRECTORS**

Section 1. Regular meetings of the Board of Directors shall be held annually, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two Directors after not less than three (3) days notice to each Director. Attendance by a Director at any meeting of the Board shall be waiver of notice by him of the time and place thereof.

Section 3. A majority of the Directors present in person, virtually, or in proxy shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present in person and in proxy at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Members of the Board of Directors or any committee designated thereby

shall be entitled to participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 5. Notice of the time, date and location of meetings of the Board of Directors, and drafts of any proposed policy resolutions shall be provided to all Members at least forty-eight hours in advance electronically, by conspicuous posting, posting on the Association's website or social media or by any other reasonable means as determined by the Board.

Section 6. All Members shall have the right to attend and speak at all open meetings, but the Board may place reasonable time restrictions on those persons speaking.

Section 7. Any portion of a meeting may be closed only if that portion is limited to consideration of: (a) legal advice from an attorney for the Board or for the Association; (b) pending or contemplated litigation; or (c) personal, health, or financial information about an individual Member of the Association, an individual employee of the Association, or an individual contractor for the Association.

ARTICLE IX **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. The Board of Directors shall have the power to:

A. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Members by other provisions of these Bylaws or the Articles of Incorporation;

B. Fix, levy, collect and enforce payment of the assessments of the Members for payment of funds sufficient to accomplish the purposes of the Association; provided, however, notice of each assessment shall be given by email or first class mail at least thirty (30) days prior to its due date;

C. Suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association;

D. Bring an action at law and to foreclose the lien against the member personally obligated to pay the assessments if such are not paid within thirty (30) days after the due date. In such event, the prevailing party shall be entitled to reasonable attorney's fee and costs; and

E. Issue, or to cause any appropriate officer to issue, upon demand by any Member, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

Section 2. It shall be the duty of the Board of Directors to:

A. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the members, or any special meeting when such statement is requested in writing by one-third (1/3) of the Members who are entitled to vote;

B. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed; and

C. Issue, or to cause any appropriate officer to issue, upon demand by any Member, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

ARTICLE X **OFFICERS AND THEIR DUTIES**

Section 1. The Directors shall serve as officers of the Association, with one serving as president, one serving as vice president, and one serving as secretary-treasurer. There shall also be such other officers as the Board of Directors may from time to time by resolution create.

Section 2. The election of officers shall take place at the initial meeting of the Board of Directors, and thereafter at the first meeting of the Board of Directors held following each annual meeting of the Members.

Section 3. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time determine.

Section 4. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6. The duties of the officers are as follows:

PRESIDENT: The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out and shall sign all written instruments.

VICE-PRESIDENT: The vice-president shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

SECRETARY-TREASURER: The secretary-treasurer shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association, together with their addresses; receive and deposit in appropriate bank accounts all monies of the Association, disbursing such funds as directed by resolution of the Board of Directors; keep proper books of account; cause an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members; and shall perform such other duties as required by the Board.

Section 7. Officers of the Association shall be indemnified for any act they may perform on behalf of the Association in the same manner herein provided for indemnification of members of the Board of Directors.

Section 8. No officer shall receive compensation for any service he or she may render to the Association. However, any officer may be reimbursed for his or her actual expenses incurred in the performance of his or her duties. Any expenditure of Five Hundred Dollars (\$500) or more requires prior approval of the Board of Directors.

ARTICLE XI **COMMITTEES**

Section 1. The president or the Board of Directors shall appoint such committees as deemed appropriate in carrying out its purpose.

Section 2. It shall be the duty of each committee to receive requests from Members on any matter involving Association functions, duties and activities within its field of responsibility. It shall dispose of such requests as it deems appropriate or refer them to such other committee, Director or officer of the Association as is further concerned with the matter presented.

Section 3. Members of the committees shall be indemnified from any act they may perform upon behalf of the Association in the same manner herein provided for indemnification of members of the Board of Directors.

ARTICLE XII
BOOKS AND RECORDS

Section 1. All financial and other records of the Association shall be made available during regular business hours for examination by a Member within ten (10) business days of a written request.

Section 2. The Association shall not charge a fee for making financial and other records available for review. The Association may charge a fee of not more than ten cents (\$.10) per page for copies.

Section 3. "Financial and other records" includes:

- A. the Amended Declaration;
- B. the name, address and telephone number of the Association's designated agent;
- C. the bylaws of the Association;
- D. the names and addresses of all Members;
- E. minutes of all meetings of the association's lot owners and board for the previous five years, other than executive sessions, and records of all actions taken by a committee in place of the board or on behalf of the association for the previous five years;
- F. the operating budget for the current fiscal year;
- G. current assessments, including both regular and special assessments;
- H. financial statements and accounts, including bank account statements, transaction registers, association-provided service or utility records and amounts held in reserve;
- I. the most recent financial audit or review, if any;
- J. all current contracts entered into by the association or the board on behalf of the association;
- K. current insurance policies, including company names, policy limits, deductibles, additional named insureds and expiration dates for property, general liability and association Director and officer professional liability, and fidelity policies; and
- L. any electronic record of action taken by the Board.

ARTICLE XIII
ASSESSMENTS

Section 1. Each Member of the Association covenants and agrees to pay to the Association (1) annual assessments which may be due and paid not less than annually, and (2) special assessments, as may be levied, from time to time, as provided in these Bylaws. Assessments, together with such interest, costs, and reasonable attorney's fees as shall be applicable, shall be the obligation of the beneficial owner of such property at the time of the assessment and shall constitute a lien against the Lot owned by the Member until paid in full.

Section 2. Assessments levied by the Association shall be used for (1) maintenance (including snow removal), repair, and improvement of common roads, easements, and any other common areas and facilities, (2) administration, implementation, and enforcement of applicable architectural controls and other restrictive covenants in the Deer Mesa Subdivision, (3) insurance and administrative expenses, including legal fees and (4) if approved by the Members, for trash collection, fire safety measures, and other expenditures which benefit the common community.

Section 3. Annual assessments shall be established by the Members at the annual meeting. Special assessments shall be levied by the Board upon the affirmative vote of at least sixteen (16) Members in person or by proxy at a special meeting called for this purpose.

Section 4. Any assessment not paid within thirty (30) days of the due date shall incur a late fee of \$50.00, and interest thereafter at ten percent (10%) per annum. In addition, in any enforcement action the Association shall be entitled to its reasonable attorney's fees and costs.

ARTICLE XIV
MISCELLANEOUS

Section 1. These Bylaws may be amended at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy; provided, however, that the power to amend aforesaid shall not authorize any amendment (1) authorizing the alteration of the requirement that all Members assent in writing to the dissolution of the Association, or (2) altering the right of each Lot owner to membership in the Association with rights appurtenant thereto.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

Section 3. The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we being all the Directors of Deer Mesa Homeowners Association, Inc have hereby adopted the foregoing Bylaws of the Association by unanimous written consent as shown by our signatures below, this 18th day of March, 2022.



Dirk Herrman




Greg Wyatt



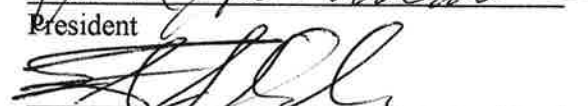
Steven Koplin

CERTIFICATION OF OFFICERS

The foregoing constitutes the Bylaws of the Deer Mesa Homeowners Association, Inc as of this 18th day of March, 2022.



President



Secretary