

**BYLAWS OF
ENCHANTED HILLS UNIT 11B
HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is **ENCHANTED HILLS 11B HOMEOWNERS ASSOCIATION, INC.** The principal office of the corporation shall be located at 333 Rio Rancho Drive Suite 202, Rio Rancho, New Mexico, but meetings of members and directors may be held at such places within Sandoval County, New Mexico, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. “Association” shall mean and refer to **ENCHANTED HILLS UNIT 11B HOMEOWNERS ASSOCIATION, INC.**, its successors and assigns.

Section 2. “Association Land” shall mean all real property owned or maintained by the Association for the common use and enjoyment of the Owners.

Section 3. “Declarant” shall mean and refer to Enchanted Hills Development Company, LLC, a New Mexico limited liability company, its successors and assigns.

Section 4. “Declaration” shall mean and refer to the Declaration of Protective Covenants and Building Restrictions applicable to the Properties, as recorded in the office of the County Clerk of Sandoval County, New Mexico.

Section 5. “Member” shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

Section 6. “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a party of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 7. “Property” shall mean and refer to that certain real property described in the Declaration, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

**ARTICLE III
MEMBERS**

Section 1. General. Every person or entity who is a Member (as defined above) shall automatically be a member of the Association.

**ARTICLE IV
MEETING OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent annual meeting of the members shall be held on a day and time to be determined by the Board annually.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors.

Section 3. Notice of Meetings. 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 email or by any other method allowed by New Mexico law, at least ten (10) days and no more than fifty (50) days before such meeting, to each member entitled to vote, addressed to the member's address last appearing on 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 general purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote 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. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his/her Lot.

**ARTICLE V
BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE**

Section 1. Initial Three-Person Board. The affairs of this Association shall be initially managed by a Board of three (3) directors, each of whom and each of whose replacement, shall be an employee, representative or designee of Declarant, and who shall be elected and subject to removal by Declarant only. The Declarant shall have the right to elect

and remove Board members until the earlier of (the “Declarant Control Period”): (i) sixty (60) days after the Declarant conveys all Lots within the Property to an unrelated third-party; or (ii) for the longest period allowed under N.M.S.A. §47-16-8 (1978). During the Declarant Control Period, additional members shall be added to the Board as required by N.M.S.A. §47-16-8 (E) and (F) (1978). After the first annual meeting, the Board shall have no less than three (3) members and no more than nine (9) members. The members of the Board need not be members of the Association as defined in the Declaration.

Section 2. Term of Office. At the first annual meeting the Declarant shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years. Thereafter, each director shall hold office for a term of three (3) years.

Section 3. Removal. The directors constituting the initial three person Board, or their successors, are subject to removal and replacement only by Declarant until the end of the Declarant Control Period. Thereafter, any director may be removed from the Board, with or without cause, by a majority vote of the other members of the Board or by a majority vote of the the members of the Association. In the event of death, resignation or removal of a director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of the replaced director.

Section 5. Compensation. No director shall receive compensation for any service rendered to the Association. However, directors may be reimbursed for reasonable expenses actually incurred in the performance of their respective duties, with approval of the Board.

Section 6. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Except for Declarant nominations, nomination for election to the Board of Directors shall be made by any member. Nominations may be made in advance to the Board or from the floor at the annual meeting.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. No member shall serve as a director unless said member is in good standing with the Association and of said member’s dues are full paid and member’s obligations to the Association are fully met.

Section 3. Declarant’s Right to Select Initial Three-Person Board. Notwithstanding anything contained in this Article to the contrary, the Declarant shall have

the exclusive right to select the initial three-person Board and their successors during the Declarant Control Period.

ARTICLE VII MEETINGS OF DIRECTORS

Section 1. Meetings. Meetings of the Board may be held without notice to the members, at such place and hour as may be fixed from time to time by resolution of the Board. Meetings of the Board shall be held when called by the president of the Association, or by any two directors, after not less than one (1) day notice to each director.

Section 2. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VIII POWERS AND DUTIES OF BOARD OF DIRECTORS

Section 1. Powers. In addition to any other powers specifically granted to the Board pursuant to New Mexico law, the Board shall have the power to:

(a) adopt and publish rules and regulations governing the use of the Association Land and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) 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. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for an infraction of published rules and regulations;

(c) exercise for the Association all powers and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration; and

(d) employ a manager, an independent contractor, attorney, accountant or such other employees as they deem necessary, and to prescribe their duties and compensation.

Section 2. Duties. In addition to any other duties specifically granted to the Board pursuant to New Mexico law, the Board shall have the following duties:

(a) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed; and

(b) perform for the Association all duties delegated to this Association and by the provisions of these Bylaws, the Articles of Incorporation, or the Declaration, including without limitation, to:

(1) fix the amount of the annual assessment against each Lot; and

(2) foreclose the lien against any Lot for which assessments are not paid or to bring an action at law against the Owner personally obligated to pay the same.

ARTICLE IX OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be president and vice-president, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. 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. Vacancies. 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 being replaced.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall at all times during reasonable business hours, be subject to inspection as required by New Mexico law.

ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien on property against which the assessment is made. Any assessments which are not paid when

due shall be delinquent and shall bear interest thereafter at the rate of fifteen percent (15%) per annum until paid, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property. In any such actions by the Association or in the event the collection of assessments is turned over to an attorney, the Association shall be entitled to recover interest, costs and attorney's fees. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Association Land or abandonment of their Lot.

**ARTICLE XII
AMENDMENTS**

Section 1. The Articles of Incorporation and these Bylaws may be amended or replaced, as allowed by New Mexico; provided that, during the Declarant Control Period, (i) any amendment to the Articles of Incorporation or Bylaws of the Corporation must be approved in writing by the Declarant; and (ii) the Declarant may unilaterally amend the Articles of Incorporation or these Bylaws without the consent or approval of any Owners.

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

**ARTICLE XIII
MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, the undersigned being the President and Secretary of Enchanted Hills Unit 11B Homeowners Association, Inc., hereby execute the foregoing Bylaws as of the 12th day of January, 2018.



Christopher V. Vitale, President



Carey Plant, Secretary

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the ENCHANTED HILLS UNIT 11B HOMEOWNERS ASSOCIATION, INC., a New Mexico corporation, and,

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as approved by a Unanimous Consent of the Board of Directors dated the 12th day of January, 2018.



Carey Plant, Secretary