

**BYLAWS OF
VISTA GRANDE COMMUNITY HOMEOWNERS' ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is VISTA GRANDE COMMUNITY HOMEOWNERS' ASSOCIATION, INC. The principal office of the corporation shall be located at 8440 Wyoming Blvd NE, Suite A, Albuquerque, New Mexico 87113, 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**

"Association" shall mean and refer to VISTA GRANDE COMMUNITY HOMEOWNERS' ASSOCIATION, INC. and its successors and assigns.

"Association Land" shall mean all real property owned by the Association for the common use and enjoyment of the Owners and is also known as "Common Area."

"Declarant" shall mean and refer to D.R. Horton, Inc., a Delaware corporation, and its successors and assigns.

"Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions for Vista Grande Subdivision, as recorded in the office of the County Clerk of Sandoval County, New Mexico on March 14th, 2024 as Document No. 2024005341.

"Lot" shall have the same meaning set forth in the Declaration.

"Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

"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 Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

"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 record owner of any Lot in the Property shall automatically be a Member of the Association. There shall be one class of membership, as set forth in the Declaration and in Section 2 below.

Section 2. Classes of Membership. The Association shall have one (1) class of voting membership who shall be all the Owners and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds interest in the same Lot all such persons shall be members but shall be entitled to only one (1) vote collectively.

Unless otherwise provided by the Bylaws, all voting matters shall be decided by a simple majority vote.

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 regular annual meeting of the Members shall be held in the same month of each year thereafter on a day and time to be determined by the Board.

Section 2. Special Meetings. 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 one-fourth (1/4) of all of the Membership votes.

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 mailing a copy of such notice, postage prepaid, at least ten (10) days before (but not 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 purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of Membership 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. If there is not a quorum present at any meeting duly called, the secretary or other person designated by the Board of Directors to provide notice shall provide notice of the rescheduled meeting. At such rescheduled meeting, those Members present, no matter the number, shall constitute a quorum.

Section 5. Proxies. At all meetings of Members, each Member may vote in person, absentee ballot, or by proxy.

- (a) Vote by proxy is allowed for meetings of the Members. The proxy vote shall:
 - (1) Be dated and executed by an Owner, but if a Lot is owned by more than one person, each owner of the Lot may vote or register protest to the casting of votes by the other owners of the Lot through a duly executed proxy, but in no case shall the total vote cast be more than that allocated to the Lot under the Declaration;
 - (2) Allow for revocation if notice of revocation is provided to the person presiding over a Member meeting; and
 - (3) Be valid only for the meeting at which it is cast.
- (b) If proxy voting is utilized at a meeting of the Members, a person shall not pay a company or person to collect proxy votes.
- (c) Where directors or officers are to be elected by Members, elections may be conducted by mail.
- (d) Votes cast by proxy and by absentee ballot are valid for the purpose of establishing a quorum.
- (e) Ballots shall be counted by a neutral third party or by a committee of volunteers. The volunteers shall be selected or appointed at an open meeting, in a fair manner, by the chair of the board or another person presiding during that portion of the meeting. The volunteers shall not be Board Members and, in the case of a contested election for a Board position, shall not be candidates.

**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 until the earlier of:

- (1) Sixty (60) days after conveyance of seventy five percent (75%) of the Lots to Owners other than Declarant;
- (2) Two (2) years after Declarant has ceased to offer Lots for sale in the ordinary course of business;
- (3) Two (2) years after any development right to add new Lots was last exercised; or

- (4) The day the Declarant or the Declarant's designee, after giving written notice to Members, records an instrument voluntarily surrendering all rights to control activities of the association.

This time period shall be referred to as the "Declarant Control Period."

Provided, however, with respect to the appointment/election of the Board:

- a. Not later than sixty (60) days after conveyance of twenty-five percent (25%) of the Lots to Owners other than Declarant, at least one (1) Member and not less than twenty-five percent (25%) of the Members of the Board shall be elected by Members other than the Declarant.
- b. Not later than sixty (60) days after conveyance of fifty percent (50%) of Lots to Owners other than the Declarant, no less than thirty-three percent (33%) of the Members of the Board shall be elected by Members other than the Declarant.
- c. Not later than the termination the Declarant Control Period the Owners shall elect a board of at least three (3) to five (5) Members, at least a majority of whom shall be Members. The Board shall elect the officers. The board Members and officers shall take office upon election.

In no event shall the Board consist of fewer than three (3) directors.

Section 2. Term of Office. At the first annual meeting the Declarant shall appoint two directors 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 one (1) year. Any director added pursuant to Section 1, above, shall serve a term of one year.

Section 3. Removal. The directors constituting the initial three (3) person Board, or their successors, are subject to removal and replacement subject to the provisions of Section 1 above.

Section 4. Compensation. No director shall receive compensation for any service rendered to the Association. However, directors may be reimbursed for actual expenses incurred in the performance of their respective duties.

Section 5. 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. When Directors are to be elected by the Members, nomination for election to the Board of Directors shall be made by a nominating committee.

Nominations may also be made by written nomination by any Member submitted to the Board of Directors at least seven (7) days prior to the date of the annual meeting. Nominations may also be made by any Member from the floor at the annual meeting. The nominating committee shall consist of the Chairman, who shall be a member of the Board, and two or more Members of the Association. The nomination committee shall be appointed by the Board prior to each annual meeting of the Members to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, one vote for each vacancy. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

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, in accordance with Article V above.

ARTICLE VII MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board may be held quarterly without notice to the Members, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board 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.

Section 3. 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. 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, duties, 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;

(d) Declare the office of a Director to be vacant in the event such Director shall be absent from three (3) consecutive regular meetings of the Board; and

(e) 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. It shall be the duty of the Board to:

(a) Cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) 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;

(c) As more fully provided in the Declaration, to:

(1) Fix the amount of the annual assessment against each Lot and send written notice to each Owner thereof at least thirty days in advance of each annual assessment period; and

(2) Foreclose the lien against any Lot for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person, 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 that an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain adequate liability and hazard insurance on Association Land and property;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

- (g) Cause the Association Land to be maintained;
- (h) Adopt a budget annually and within thirty (30) calendar days after adoption of any proposed budget for the Association, the Board shall provide a summary of the budget to all the Members;
- (i) Comply with the applicable provisions of the New Mexico Homeowner Association Act NMSA § 47-16-1 *et. seq.*

Section 3. Duty of Care. In the performance of their duties, Members of the Board shall exercise, if appointed by the Declarant, the degree of care and loyalty required of a fiduciary of the Members and, if elected by the Members, ordinary and reasonable care.

ARTICLE IX OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be president and vice-president, who may be Members of the Board, 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, shall be removed, or shall be otherwise disqualified to serve.

Section 4. Special Appointments. 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 5. 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 6. 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.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The president shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments.

(b) Vice President. The vice president shall act in the place and stead of the president in the event of the absence of, inability, or refusal to act by the president, and shall exercise and discharge all other duties as may be required by the Board.

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; 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, and shall perform such other duties as required by the Board.

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a 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.

Section 9. Duty of Care. In the performance of their duties, Officers shall exercise, if appointed by the Declarant, the degree of care and loyalty required of a fiduciary of the Members and, if elected by the Members, ordinary and reasonable care.

ARTICLE X COMMITTEES

An Architectural Control Committee shall be established in accordance with the Declaration. The Committee shall be designated by the Declarant during the Declarant Control Period. Thereafter, the Members of the Committee shall be designated from time to time by the Board. No committee Member shall be entitled to compensation for services performed pursuant to this covenant at any time.

**ARTICLE XI
BOOKS AND RECORDS**

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

Section 2. Fees. The Association shall not charge a fee for making financial and other records available for review. The Association may charge a reasonable fee for copies.

Section 3. Definition of Records. As used in this section, "financial and other Records" includes:

- (a) The Declaration;
- (b) The name, address, and telephone number of the Association's designated agent;
- (c) These Bylaws;
- (d) The names of all Association Members;
- (e) Minutes of all meetings of the Association's Members 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 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; and
- (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.

**ARTICLE XII
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 XIII
AMENDMENTS**

Section 1. These Bylaws may be modified, amended, or terminated by seventy-five percent (75%) vote of all Members who are voting in person, by absentee ballot or by proxy at a meeting duly called for this purpose and, during the Declarant Control Period, the approval of Declarant; except that the Federal Housing Administration or the Veteran's Administration shall have the right, if required by regulations, to veto amendments during the Declarant Control Period. Provided, however, no amendment that would limit, prohibit or eliminate the exercise of a development right shall be effective without the concurrence of the Declarant.

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.

**ARTICLE XIV
TRANSFER OF ASSOCIATION LAND**

The affirmative vote of the majority of a quorum of the members of the Association and/or majority of the Board is required to transfer all or a portion of the Association Land.

**ARTICLE XV
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, being all the directors of the corporation, have hereunto set our hands this 14th day of March, 2024.



Brent Lesley, Director



Aaron Cooke, Director



Irene Jack, Director

CERTIFICATION

We, the undersigned, do hereby certify:

WE, the Board of Directors of VISTA GRANDE COMMUNITY HOMEOWNERS' ASSOCIATION, INC., a New Mexico corporation, do hereby certify that the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 14th day of March, 2024.



Brent Lesley



Aaron Cooke



Irene Jack