

BY-LAWS

**Of the
PINE MEADOW RANCHES PROPERTY OWNERS ASSOCIATION**

(A New Mexico Non-Profit Corporation)

**ARTICLE I
NAME AND LOCATION**

The name of the Corporation is PINE MEADOW RANCHES PROPERTY OWNERS' ASSOCIATION. The official mailing address is Post Office Box 762, Ramah, NM 87321. Meetings of the members and meetings of the Board of Directors may be held at such places within the State of New Mexico as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. "ASSOCIATION" shall mean and refer to the Pine Meadow-Ranches Property Owner's Association and its successors and assigns.

Section 2. "PROPERTIES" shall mean and refer to that Certain and Real Property known as Pine Meadow Ranches. Pine Meadow Ranches consists of four (4) units as follows:

UNIT	NO OF LOTS	ACREAGE	SECTIONS
1	114	304.86	33
2	118	477.319	27
3	236	1379.5	21,28 &29
4	706	1365.59	15,22,23,26 &34

in Township 9 North, Range 14 West, of the N.M.P.M. according to the plats thereof on file and of record in the office of the County Clerk and Recorder of Cibola County, Grants, New Mexico.

Section 3. "LOT shall mean and refer to an area of land in Pine Meadow Ranches as defined by a Unit Number and specific lot number and recorded on the most recent plat map of the geographical boundaries of Pine Meadow Ranches in the records of the Cibola County Clerk.

Section 4. "OWNER shall mean and refer to any person or entity who is the holder of record of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association.

Section 5. "DECLARATION" shall mean and refer to the Declaration of Protective Covenants and Restrictions for the Pine Meadow Ranches Subdivision applicable to the properties and recorded in the office of the Cibola County Clerk.

Section 6. "Member" shall mean and refer to those owners entitled to membership in good standing upon payment of assessments as provided for in article XI. Every lot owner in units #3 and #4 shall be entitled to and required to be a member of the association. Such membership shall automatically be transferred by conveyance of that lot. Lot owners in Units #1 and #2 may be members of the association.

ARTICLE III MEETING OF MEMBERS

Section 1. ANNUAL MEETING: The date, time and place, of the annual meeting shall be determined by the Board of Directors and notice shall be given in accordance with Section 3 of this article. The annual meeting shall be held each year, as may be practical, the 3rd Sunday in the month of February.

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 a minimum of thirty-five (35) members.

Section 3. NOTICE OF MEETINGS: The notice of any meeting of the members shall include the place, date, time and in the case of a special meeting, the purpose of the meeting. Such notice shall be in writing, addressed to the members at the address appearing on the Association records, and mailed at least thirty (30) days before the meeting date.

Section 4. QUORUM: The presence at a meeting, in person or by proxy, of at least (25) twenty-five members shall constitute a quorum. A simple majority shall be required for the approval of any action unless a greater majority is specifically required by another provision of the rules governing this association.

Section 5: PROXIES: All proxies shall be in writing, signed by the party who is giving the proxy, and filed with the Secretary of the Association in a form acceptable to the Board of Directors. Every Proxy shall be revocable and becomes void for any given lot if said lot has been conveyed by its owner(s).

ARTICLE IV BOARD OF DIRECTORS

Section 1. DEFINITION: The affair of the Association shall be managed between meetings of the members by the Board of Directors which shall consist of five (5) persons elected from among the members of the Association.

Section 2. **TERM OF OFFICE:** At the annual meeting the members shall elect the directors for a term of one (1) year. Directors must be members in good standing per Article II Section 6 of these By-Laws. Members of the Board of Directors shall assume their duties in March following the election.

Section 3. **REMOVAL:** Any member of the Board may be removed from the board, with cause, by a simple majority vote of a quorum of members at a regular or special meeting or by action of the remaining members of the Board of Directors. In the event of death, resignation, or removal of a board member, his successor shall be selected by the remaining members of the Board and shall serve until the next election.

Section 4. **COMPENSATION:** Directors shall receive no compensation for being directors of the Association. They shall be reimbursed for expenses incurred in the performance of their duties as provided for in these by-laws.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. **NOMINATION:** Nomination to the Board of Directors shall be made from the floor at the annual meeting. Whenever possible, those to be nominated should give their prior consent to the honor before nomination. Nominees should be members in good standing per Article II Section 6 of these by-laws.

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 (1) vote for each lot owned to a maximum of five (5) votes for any one member owning five or more lots. The persons receiving the largest number of votes shall be elected.

ARTICLE VI MEETING OF THE BOARD OF DIRECTORS

Section 1. **MEETINGS:** At least one (1) meeting of the Board of Directors shall be held quarterly at such time and place as may be fixed from time to time by resolution of the board.

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 an act of the Board.

Section 3. **ACTION TAKEN WITHOUT A MEETING:** The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining prior 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 VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) to adopt and publish rules and regulations governing the use and maintenance of roadways, the personal conduct of members and their guests thereon, and to establish penalties for any infraction thereof;
- (b) to exercise, between meetings of the members of 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 by-laws or the Articles of Incorporation;
- (c) to declare a position of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board without just cause;
- (d) to employ a manager, or independent contractor, or such other employee as they deem necessary and to prescribe their duties;
- (e) to appoint a new member to the Board of Directors when a vacancy occurs for any reason at any time except the expiration of a term. Such appointment shall be until the next annual meeting.
- (f) to designate and appoint committees from among the members to carry out the purposes and resolutions as adopted by a majority of the Directors in office. Each committee will have one (1) member of the Board of Directors as a Committee member.
- (g) to designate and appoint a standing committee to be known as the Quality Control Committee that shall consist of at least three (3) members. One of those members shall be a member of the Board of Directors and will serve as Chairman of the Quality Control Committee.

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

- (a) to cause to be kept a complete record of all its act and corporation affairs and to present a report thereof to the members at the annual meeting of the members. The minutes of all meetings of the Board of Directors shall be available to any member upon request;
- (b) to supervise all officers, agents, and employees of this Association and to see that their duties are properly performed;
- (c) as provided in Article XI:

- (1) to send written notice of their annual assessment to all owners subject thereto at least Thirty (30) days in advance of each annual assessment period; and
 - (2) to foreclose the lien against the property for which assessments are not paid within one hundred eighty (180) days after date due or to bring an action at law against the owner personally obligated to pay the same.
- (d) to cause any officers or employees having fiscal responsibilities to be bonded as it may deem appropriate. And;
- (e) to perform any other duties as may be designated and approved by a majority of a quorum of the members at a regular or special meeting of the membership.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. ENUMERATION OF OFFICERS: The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, and two (2) additional directors. The offices of Secretary and Treasurer may be held by the same person. However, no person shall simultaneously hold more than one of any of the other offices.

Section 2. ELECTION OF OFFICERS: The officers of this Association shall be elected by the Board of Directors, by secret ballot, from among their members, for a term of one (1) year beginning in March after the annual meeting.

Section 3. DUTIES: Duties of the officers are as follows:

(a) PRESIDENT. The President shall preside at all meetings of the Association and of the Board of Directors, shall see that orders and resolutions of the Board are carried out and shall sign any written instruments required.

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

(c) SECRETARY. The Secretary shall be responsible for keeping the minutes and recording the votes at all meetings and proceedings of the Board and of the members, serving notice of meetings of the Board and of the members, keeping appropriate current records showing the members of the Association, together with their addresses, and performing such other duties as required by the Board. The Secretary shall also submit the annual non-profit report, or an amended report if there is a change in the Association's directorship, to the State Corporation Commission as required by New Mexico state law.

(d) **TREASURER.** The Treasurer shall receive and deposit in appropriate financial accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, co-sign checks of the association, keep proper Books of Account, prepare a statement of Income and Expenditures to be presented to the membership at its regular annual meeting, and upon request provide a copy for each member.

DIRECTORS. Those directors who are not officers of the Board shall be voting Members of Board. They shall serve as chair-persons of committees, aid in decision and policy affairs of the Board, and assist in other roles and duties as may be deemed necessary by the Board.

ARTICLE IX QUALITY CONTROL COMMITTEE

Section 1. **PURPOSE:** The intent is to provide reasonable controls for that area of land known as Pine Meadow Ranches. The provision of such quality control is vested in the Quality Control Committee.

Section 2. **DUTIES:** The committee shall approve all construction on the properties and oversee the maintenance and grading of roads. Prior to the placement, construction, or adding to, of any structure, there shall first be submitted to the Quality Control Committee a complete set of plans and specifications, together with a plot plan indicating the exact part of the building site the improvements will cover. Work shall not commence unless the committee endorses said plans as being in compliance with the covenants, restrictions, and reservations of the declaration. In the event the committee fails to approve or disapprove in writing said plans, selection of residential site or other approval as required herein, within thirty (30) days after their submission to the committee, then said approval shall be deemed as granted.

Section 3. **RIGHT TO ENFORCE:** The provisions contained in this article shall be enforceable by the Board of Directors and its failure to enforce any of said covenants, restrictions, or reservations, shall in no event be deemed a waiver of right to do so thereafter.

ARTICLE X BOOKS AND RECORDS

Section 1. The books, records, and papers of the Association shall be subject to inspection by any member of the Association, his agent or attorney, at any reasonable time for any proper purpose. The Board of Directors shall cause an audit of the books of the Association to be made before the end of each fiscal year by three (3) members at large. A report of such audit shall be presented to the members at the annual meeting.

Section 2. The Articles of Incorporation and the by-laws of the Association shall be available for inspection by any member of the Association, his agent or attorney. Copies may be obtained at a reasonable fee.

ARTICLE XI ASSESSMENTS

Section 1. **PURPOSE:** Roads and easements as shown on recorded plats of Pine Meadow Ranches will not be maintained by Cibola County or the State of New Mexico until petitioned and accepted for maintenance by the County. As originally provided for in The Declaration, each member is obligated to pay to the Association annual assessments for the maintenance and improvement of said roads and easements and for such other purposes as the Board of Directors may approve.

Section 2. **ASSESSMENTS:** The owners of all lots in sections 3 and 4 and voluntary members owning lots in other units will be assessed an annual charge or assessment for the purpose as set forth in Section one (1) at a rate to be determined by the Board of Directors and approved by members at the annual meeting. Assessments shall be based on whole acres owned. Owners of six (6) or more whole acres may be assessed at a lower rate as the Board of Directors may determine.

Section 3. **DELINQUENCIES:** Any assessments which are not paid when due shall be delinquent. Delinquent assessments shall be secured by a continuing lien upon the property against which the assessment is made. If the assessment is not paid within one hundred eighty (180) days after the date due, the assessment shall bear interest from the date of delinquency at the rate of ten (10%) percent per annum; and the association may bring an action at law against the owner (s) personally obligated to pay the same, or foreclose the lien against the property. Interest, costs, and reasonable attorney's fees for any such action shall be added to the amount of such assessment. No owner (s) may waive or otherwise escape liability for the assessment provided for herein.

ARTICLE XII AMENDMENTS

These by-laws may be amended at the annual meeting or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XIII MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of March and end on the last day of February in the following calendar year.

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