

**FIRST AMENDED AND RESTATED BYLAWS****OF****SAN BLAS HOMEOWNERS ASSOCIATION**

This First Amended and Restated Bylaws of San Blas Homeowners Association is made this 12th day of August, 2024, by the San Blas Homeowners Association, a New Mexico nonprofit corporation, and the owners of property located within the areas encompassed by and identified in the Amended Declaration of Restrictive Covenants for San Blas Subdivision, dated March 16, 2010, recorded in the office of the County Clerk for Bernalillo County on March 19, 2010, as Document Number 2010023207.

ARTICLE I.**NATURE AND PURPOSE**

The San Blas Homeowners Association (SBHOA) was formed pursuant to the development of the San Blas Subdivision by Eagle Run Development, Inc., a New Mexico corporation. The originating documents of the SBHOA were a Declaration of Restrictive Covenants recorded with the County Clerk of Bernalillo County, New Mexico, on May 3, 1985, in Misc Book 225A, pages 989 to 993, a Declaration of Restrictive Covenants recorded with the County Clerk of Bernalillo County, New Mexico, on November 7, 1985, in Misc Book 289A, pages 106 to 111, and Amendments to Covenants recorded with the County Clerk of Bernalillo County, New Mexico, on March 21, 1995, in Book 95-7, page 2186. Eagle Run Development, Inc. is no longer a member of the SBHOA. Upon the completion of the San Blas Subdivision development, membership in the SBHOA was remanded to the owners of lots within the Subdivision. The SBHOA was formed to permit the owners of the Subdivision to associate together for the purpose of managing easements and common properties located in the Subdivision, and for the purpose of enforcing the Restrictive Covenants of the Subdivision, including such changes and amendments as may be adopted by the membership of the Association.

ARTICLE II.**DEFINITIONS**

The following terms and their derivatives have the following meanings in these Bylaws:

A. "Association" or "SBHOA" shall mean the San Blas Homeowners Association, a New Mexico non-profit corporation, located in Albuquerque, Bernalillo County, New Mexico.

B. "Member" or "Members" shall mean and refer to every person who owns a lot in the Subdivision.

C. "Subdivision" shall mean the San Blas Subdivision as shown on the plat thereof filed for record on July 20, 1984, in Volume C-24, Folio 132 of the records of the County Clerk of Bernalillo County, New Mexico.

D. "Board" shall mean the Board of Directors of the San Blas Homeowners Association.

E. "Officer" shall mean an elected or temporarily appointed officer of the SBHOA, pursuant to the provisions of these Bylaws.

F. "Declaration" shall mean the Declarations of Restrictive Covenants, San Blas Subdivision, in the City of Albuquerque, Bernalillo County, New Mexico, and any supplemental or amended Declarations.

G. "Owner" or "Owners" shall mean the owner of record of any lot in the Subdivision.

ARTICLE III. MEMBERS

A. General. Each owner, as defined, shall automatically be a member of the SBHOA.

B. Suspension of Membership Rights and Voting Rights. The rights of membership are subject to suspension by the Board of Directors of the Association for: (1) Failure to, or refusal to pay any assessment and/or dues levied by the SBHOA or the Board of Directors within thirty days after the due date of such assessments and/or dues; or, (2) an infraction or default in, or breach of any provisions of these Bylaws or of the Declarations of Restrictive Covenants, or the rules, regulations and/or standards of the SBHOA. Regardless of such suspension of membership rights, the member shall continue to be liable to the SBHOA for all assessments and/or dues and shall be bound by the covenants, conditions, restrictions, policies and standards contained in the Declarations of Restrictive Covenants, these Bylaws, and the rules and regulations of the Board. A suspended member shall be liable to the SBHOA for any costs and expenses of enforcing such suspension, and for the collection of such dues and assessments. The suspension procedures shall require only a formal resolution passed by the Board.

**ARTICLE IV.
MEMBERSHIP MEETINGS**

A. Annual Business Meeting. An Annual Business Meeting of the SBHOA shall be held during the month of July of each year at such hour and place as the Board may designate.

B. Special Meetings. Special meetings of the members of the SBHOA may be called by the President, or by a majority of the Board, or upon written request of six voting members.

C. Notices. The Secretary, or other officer of the SBHOA, as directed by the Board, shall give not less than fifteen (15) days notice of all meetings. All notices under this article shall be by first class mail to the lot mailing address, or the member's address when known.

D. Quorum. Except as otherwise provided in these Bylaws, the presence in person or by proxy of Owners of ten percent (10%) of the votes in the Association shall constitute a quorum at all meetings of the Members of the Association. NMSA 1978, § 53-8-16.

E. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact.

F. Majority Vote. In all matters requiring a vote of the association, a majority vote of the lots present in person or by proxy and voting shall be required to adopt any resolution or matter.

**ARTICLE V.
BOARD OF DIRECTORS**

A. Powers. Subject to the limitation of the Declaration, Articles of Incorporation, Bylaws, and of the laws of the State of New Mexico as to actions to be authorized or approved by the members, all corporate powers shall be exercised by or under authority of, and the business and affairs of this Corporation shall be controlled by, a Board of Directors.

B. Number of Directors. The number of Directors of the Corporation shall be established by the Board of Directors. In no event, however, shall the number of Directors be no less than three (3) or more than five (5).

C. Election and Tenure of Office. The initial Board shall be the persons identified in the Articles of Incorporation. Directors shall be elected by the membership

to serve five (5) year terms. The term of office shall begin immediately following the Annual Meeting of Members at which such Director is elected.

D. Vacancies. Vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected shall serve the unexpired term of his or her predecessor.

If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board, shall have the power to appoint a successor to take office when the resignation shall become effective.

No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

E. Removal of Directors. The entire Board of Directors or any individual Director may be removed from office by a two-thirds (2/3) vote of the members at a special meeting called for that purpose.

F. Place of Meeting. Meetings of the Board of Directors shall be held at such place, date, and time as may be fixed from time to time by the Board.

G. Organizational Meeting. The organizational meeting of the Board of Directors shall be held each year immediately following the adjournment of the annual meeting of the members.

H. Other Regular Meetings. Regular meetings of the Board of Directors shall be held immediately following the adjournment of the annual meeting and on dates to be set from time to time by the Board of Directors.

If said day for the meetings, except for the meeting that immediately follows the annual meeting of the members, shall fall upon a holiday, such meetings shall be held on the next succeeding business day thereafter. Notice of the time and place of annual, regular or special meetings of the Board of Directors shall be mailed or delivered to all members, or posted in at least one (1) prominent place within the Subdivision at least ten (10) days prior to such meetings.

I. Special Meetings - Notices. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President, or if he is absent or unable or refuses to act, by the Vice-President, or by any two (2) Directors.

Written notice of the time, place and nature of any special business to be considered by special meetings shall be posted in the manner as provided for regular

meetings at least seventy-two (72) hours prior to the time of the holding of the meeting, delivered personally to the Directors or sent to each Director by first-class mail, electronic mail, or delivery, charges prepaid, addressed to him at his address as it is shown on the records of the Corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held.

In case such notice is mailed, it shall be deposited in the United States mail in the place in which the principal office of the Corporation is located at least ninety-six (96) hours prior to the time of the holding of the meeting. In case such notice is delivered personally or electronically delivered as above provided, said delivery shall be at least seventy-two (72) hours prior to delivery or electronic mailing as above provided and shall be due, legal and personal notice to such Director.

J. Waiver of Notice. When all the Directors are present at any Directors' meeting, however called or noticed, and sign a written consent thereto on the records of such meeting, or, if a majority of Directors are present, if those not present sign, in writing, a waiver of notice of such meeting, whether prior to or after the holding of such meeting, which said waiver shall be filed with the Secretary of the Corporation, the transactions thereof are as valid as if had at a meeting regularly called and noticed.

K. Meetings by Telephone. With the consent of all the Directors, meetings may be held by conference telephone or by other communication method which allows all Directors to have vocal communication, provided the meetings are properly noticed.

L. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

M. Quorum. A majority of the number of Directors as fixed by the Articles of Incorporation or Bylaws shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of the Directors present at any properly held meeting at which there is a quorum, when duly assembled, is valid as a corporate act; provided that a majority of the Directors present, in the absence of a quorum, may adjourn from time to time, but may not transact any business. A majority of the total members of the Board by vote or written consent shall be required for the approval of capital expenditures, the approval of budgets, the approval of any expenditure or contract for services for more than five thousand dollars (\$5,000.00), the approval of assessments or the initiation or settlement of any legal action.

N. Right of Attendance at Meetings. All meetings of the Board of Directors and committees of the Board shall be open to all members provided that members who are not members of the Board may not participate in any deliberation or discussion unless

authorized expressly by the vote of the majority of a quorum of the Board, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, or potential litigation involving the Association, and business of a similar nature. The nature of all business to be considered at any executive session shall first be announced in the open meeting.

O. Managing Agent. The Board of Directors may employ for SBHOA a "Managing Agent" at a compensation established by the Board of Directors.

1. *Duties*. The Managing Agent shall perform such duties and services as the Board of Directors shall authorize. The Board of Directors may delegate to the Managing Agent all of the powers granted to the Board of Directors by these Bylaws other than powers specifically reserved to the Board of Directors under the Articles, Bylaws, and Declaration. The Managing Agent shall perform the obligations, duties and services relating to management of the Property, the rights of Mortgagees and the maintenance of reserve funds in compliance with the provisions of the Articles, Bylaws, and Declaration.

2. *Standards*. The Board of Directors shall impose appropriate standards of performance upon the Managing Agent, unless the Managing Agent is instructed otherwise by the Board of Directors,

- a. The cash method of accounting shall be employed;
- b. Two (2) or more persons shall be responsible for handling cash to maintain adequate financial control procedures;
- c. Cash accounts of SBHOA shall not be commingled with any other accounts;
- d. No remuneration shall be accepted by the Managing Agent from vendors, independent contractors or others providing goods or services to SBHOA whether in the form of commissions, finders fees, service fees or otherwise; any discounts received shall benefit the SBHOA;
- e. Any financial or other interest which the Managing Agent may have in any firm providing goods or services to SBHOA shall be disclosed promptly to the Board of Directors; and
- f. A monthly financial report shall be prepared for SBHOA disclosing:

(1) All income and disbursement activity for the preceding month;

(2) The status of all accounts in an "actual" versus "projected" format; and

(3) Any actual or pending obligation which are in excess of budgeted amounts by an amount exceeding the operating reserves or five percent (5%) of a major budget category (as distinct from a specific line item in an expanded chart of accounts).

3. *Non-Monetary Covenant Violations.* The Managing Agent shall secure the approval of the Board of Directors prior to sending a notice to an owner concerning a non-monetary covenant violation.

4. *Notice to the Board of Directors of Potential Traffic Issues.* The Managing Agent shall provide the Board of Directors as far in advance as known to the Managing Agent of any activity that may impact or impede the use of the roads and streets located within the San Blas Subdivision.

P. Manager or Managing Agent. The Board of Directors may employ for the Subdivision a "Managing Agent" at a compensation established by the Board of Directors. The Managing Agent shall perform such duties and services as the Board of Directors shall authorize, including but not limited to, any of the duties described in the Articles, Bylaws, and Declaration; provided, however, where a Managing Agent does not have the power to act under the Articles, Bylaws, or Declaration, such duties shall be as advisory to the Board of Directors. The Board of Directors may delegate to the Managing Agent all of the powers granted to the Board by the Articles, Bylaws, and the Declaration other than the following powers:

1. To adopt the annual budget, any amendment thereto, or to assess any Common Expenses;

2. To adopt, repeal, or amend Rules and Regulations;

3. To designate signatories on SBHOA bank accounts;

4. To borrow money on behalf of SBHOA; or

5. To acquire or mortgage Lots.

Any contract with the Managing Agent must provide that it may be terminated with cause on no more than thirty (30) days' written notice and without cause and without any penalty or other termination fee on no more than ninety (90) days' written notice. The term of any such contract shall not exceed three (3) years.

ARTICLE VI. OFFICERS

A. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. One person may hold two (2) or more offices, however no person may simultaneously hold the positions of President and Secretary or President and Treasurer.

B. Election. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of the Section headed, "Subordinate Officers, etc.," or the Section headed, "Vacancies," of this Article shall be chosen annually by the Board of Directors, and each shall hold office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

C. Subordinate Officers, Etc. The Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may, from time to time, determine.

D. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conveyed by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the 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.

E. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

F. President. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general

supervision, direction and control of the business and officers of the Corporation. He shall preside at all meetings of the members and at all meetings of the Board of Directors. He shall be ex officio, a member of all the standing committees, including the executive committee, if any, and shall have the general power and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

G. Vice-President. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for him respectively by the Board of Directors or Bylaws.

H. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office of the Corporation or such other place as the Board of Directors may order, of all meetings of Directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of votes present or represented at Directors' meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office a register showing the names of the members and their addresses; the number of votes held by each; the number and date of any certificates issued for the same (if the Corporation causes certificates to be issued to evidence membership in the Corporation), and the number and date of cancellation of every certificate surrendered for cancellation.

I. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and any monies and funds handled for the members. The books of account shall, at all reasonable times, be open to inspection by any Director.

The Treasurer shall deposit monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever requested, an account of all his transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

**ARTICLE VII.
MISCELLANEOUS**

A. Contracts, Checks, Deposits and Funds. It shall be the responsibility of the Treasurer and President, acting in accord, to open, close, pay into and from, or otherwise handle the moneys of the association. Except as authorized by the Board, all checking accounts shall be established to require the signatures of two officers on checks. The President shall be the contracting officer for the association, except as otherwise authorized by the Board. The Board may delegate to the Managing Agent the administrative duties associated with the preparation and/or procuring of the items listed in this paragraph.

B. Records and Books. The association shall keep complete books and records of all transactions and meetings, including minutes. A true copy of all issued letters and other association communications, including facsimiles and electronic mail shall be retained in the association's records. All records shall be retained for a period of not less than six years, or longer as required by law.

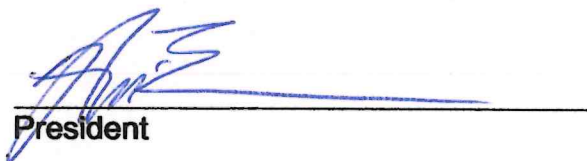
C. Amendments. The Bylaws, policies and other governing documents of the SBHOA may be amended by a majority vote of the membership at the annual business meeting, or in a special meeting conducted pursuant to the provisions of the Bylaws.

D. Notice and Waiver of Notice. Whenever any notice is required to be given under the provisions of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice shall be deemed equivalent to the giving of said notice. The attendance of any person at a meeting, except for the purpose of contesting the adequacy of notice, shall constitute waiver of notice.

Certification

IN WITNESS WHEREOF, the President and the Secretary of San Blas Homeowners Association hereby certify that the First Amended and Restated Bylaws of San Blas Homeowners Association were properly approved and adopted by a majority vote of the membership of San Blas Homeowners Association on August 12, 2024.

SAN BLAS HOMEOWNERS
ASSOCIATION, INC., a New Mexico
nonprofit corporation

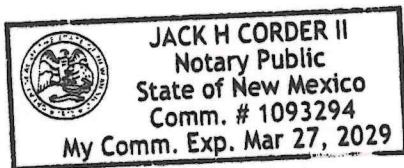


President

Donna Swanson
Secretary

STATE OF NEW MEXICO
COUNTY OF BERNALILLO

The foregoing instrument was acknowledged before me this 28th day of April, 2025, by Kelly McEwen as President, and Donna Swanson as Secretary, of San Blas Homeowners Association, a New Mexico Nonprofit Corporation, on behalf of said corporation.



Jack H. Corder II
Notary Public