

BYLAWS OF
VISTA DE LA LUZ
HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is **VISTA DEL LA LUZ HOMEOWNERS' ASSOCIATION, INC.** The principal office of the corporation shall be located at 2207 Golf Course Rd SE suite B, Rio Rancho NM 87124, but meetings of members and directors may be held at such places within Bernalillo County, New Mexico, as may be designated by the Board of Directors. (Amended 4-4-2017)

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to **VISTA DE LA LUZ HOMEOWNERS' ASSOCIATION, INC.** its successors and assigns.

Section 2. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 3. "Declarant" shall mean and refer to KCRW Properties, LLC, its successors and assigns.

Section 4. "Declaration" shall mean and refer to the Declaration of Protective Covenants Imposed Upon Vista De la Luz Subdivision Albuquerque, New Mexico as recorded in the office of the County Clerk of Bernalillo County, New Mexico.

Section 5. "Member" shall mean and refer to those persons entitled to membership 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. "Properties" 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 Properties shall automatically be a Member of the Association. There shall be two classes of membership, as set forth in the Declaration and in Section 2 below.

Section 2. Classes of Membership.

Class A: Shall be all the Owners, except the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds interest in the same Lot, all such persons shall be members, but shall be entitled to only one (1) vote, collectively.

Class B: Shall be the Declarant and for so long as the Declarant owns any Lot or tract within the Subdivision, Declarant shall have the sole right to appoint the members of the Board of Directors of the Association. The Class B membership shall cease and be converted to Class A membership upon:

- a. Declarant having no further ownership of any Lots or tracts within the Subdivision.
- b. On December 31, 2027.

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 April or May of each year as called by the Board of Directors upon fifteen (15) days written notice to each member of the association. (Amended 4-4 2017)

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 votes of the Class A membership.

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 fifteen (15) 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 and Voting. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, fifteen percent (15%) of the votes of each class 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 (a) 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; or (b) adjourn the meeting, without notice other than announcement at the meeting, re-notice the issues to be heard and voted on in accordance with Section 3 above, and at the re-noticed hearings ten (10) owners shall constitute a quorum for the purposes of the items re-noticed. All matters requiring vote or action of members shall be made by the stated percentages of members appearing in person or by proxy as a duly called meeting at which there is a quorum present.

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 managed by a Board of at least three (3) members, but not exceeding five (5) members. (Amended 4-4-2017)

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 one (1) year. Any director added pursuant to Section above shall serve a term of one year.

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 first to occur of the following events:

a. Declarant having no further ownership of any Lots or tracts within the Subdivision; and

b. On December 31, 2027.

Thereafter, any director may be removed from the Board, with or without cause, by a majority vote of 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.

Section 4. 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 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. Nomination for election to the Board of Directors shall be made by a nominating committee. Nominations may also be made 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, as many votes as they are entitled to exercise under the provisions of the Declaration. 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 monthly 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 Common Areas 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 and right to use of the recreational facilities 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, of the Declaration;

(d) declare the office of a member of the Board to be vacant in the event such member 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 in accordance with these Bylaws;

(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 assessment period, such assessment may be paid annually, semi-annually, quarterly or monthly; and

(2) file a lien, bring an action or 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 Common Areas and property;

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

(g) cause the Common Areas to be maintained.

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, or shall be removed, or 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. All of the offices of the Association may be held by the same person except the person serving as president may not hold any other office.
(Amended 4-4-2017)

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 and shall co-sign promissory notes.

(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; engage a certified public accountant to review the Association financial statements and/or perform agreed upon procedures to ensure existence and value of the Associations assets and liabilities and that revenue and expenses are reasonably stated in accordance with generally accepted accounting principles; 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. The treasurer may engage a paid management company to assist in the performance of his or her duties.

(Amended 4-4-2017)

**ARTICLE X
COMMITTEES**

The Board shall appoint an Architectural Control Committee as provided in the Declaration, and a nominating committee as provided in the Bylaws. The Board shall appoint other committees as deemed appropriate in carrying out its purpose.

**ARTICLE XI
BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

**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 twelve percent (12%) 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 Common Areas or abandonment of their Lot.

ARTICLE XIII CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Vista de la Luz Homeowner's Association, Inc.

ARTICLE XIV AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by an affirmative vote of two-thirds of a quorum of members present in person or by proxy.

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 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.

ARTICLE XVI ELECTRONIC MAIL

Any action which may be done, or is required to be done, in writing under these Bylaws, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail. (Amended 4-4-2017)

IN WITNESS WHEREOF, we, being all the directors of the Vista de la Luz Homeowners' Association have hereunto set our hands this 4 th day of April, 2017.

~~Sheeal MARATTA~~ *Sheeal Maratta*
Director/President

Maria Sewell
Director/Vice President/Secretary

Helen L. Knoll

Helen L. Knoll
Director/Treasurer