

BYLAWS OF PICACHO HILLS PROPERTY OWNERS' ASSOCIATION, INC.
A New Mexico Non-Profit Corporation
Adopted March 12, 2020

STATEMENT OF PURPOSE

The Picacho Hills Property Owners Association (PHPOA) was chartered on June 12, 1984 to represent owners of Picacho Hills Development property in matters affecting the community as a whole. It is a volunteer association open to all Picacho Hills property owners. It strives to make our community a better place to live with the goal to enhance the safety, well-being, sense of belonging and community pride of Picacho Hills. It looks to protect our property values, work with government agencies on issues impacting the community and serve as liaison with the Picacho Hills Country Club and the homeowners associations of Picacho Hills.

ARTICLE ONE
OFFICE

The principal office of the PHPOA is the home address of the current secretary of the PHPOA. The mailing address of the PHPOA is P.O. Box 51, Fairacres, NM 88033.

ARTICLE TWO
MEMBERS

Section 1. All owners of real property within the Picacho Hills Development in Doña Ana County, New Mexico, are qualified for membership. All owners so qualified will be enrolled as members by the Treasurer upon notification that they wish to become members and payment of the current annual dues. Each property owner is eligible for only one (1) membership regardless of how many parcels of real property that member owns.

Section 2. Voting Rights: Each dues-paying member in good standing will be entitled to one (1) vote on each matter submitted to a vote of the members.

Section 3. Transfer of Membership: Membership in this PHPOA is not transferable or assignable.

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ARTICLE THREE
MEETINGS OF MEMBERS

Section 1. Annual Meeting: An annual meeting of the members will be held at a place that is designated by the President or Secretary, in Doña Ana County, New Mexico, during the month of March, on a day and time to be determined by the Board of Directors, for the purpose of electing directors and for the transaction of any other business that may come before the meeting.

Section 2. Special Meetings: After appropriate notice, special meetings of the members may be called by the President, the Board of Directors, or not less than ten (10%) percent of the members having voting rights, at a place designated by the Board of Directors in Doña Ana County, New Mexico.

Section 3. Notice of Meetings: Written notice stating the place, day, and hour of any meeting of members must be delivered either personally, by electronic transmission, or by first-class mail, or by other means of written communication, charges prepaid, and must be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice not less than seven (7) nor more than twenty-one (21) days before the date of the meeting, by or at the direction of the President or the Secretary, or the officers or people calling the meeting. Notice given by electronic transmission by the corporation will be valid only if:

- (1) Delivered by electronic mail when directed to the electronic mail address, respectively, for that recipient on record with the corporation;
- (2) To a recipient who has provided an unrevoked consent to the use of that means of transmission for communications; and
- (3) That creates a record that is capable of retention, retrieval, and review, and that may later be rendered into clearly legible tangible form.

For the annual meeting, the notice must state the matters that the board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice must state the general nature of the business to be transacted and that no other business may be transacted. The notice of any meeting at which directors are to be elected must include the names of all persons who are nominees when notice is given. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called must be stated in the notice.

Section 4. Quorum: Ten (10%) percent of the voting members of the PHPOA appearing in person or by proxy will constitute a quorum at the meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting and call another meeting after giving appropriate notice as authorized in Section 3 above.

Section 5. Voting by mail: Where directors are to be elected by the membership, the election may be conducted by mail in the manner the Board of Directors determines.

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ARTICLE FOUR
BOARD OF DIRECTORS

Section 1. General Powers: The affairs of the PHPOA will be managed by its Board of Directors. Directors must be members of the PHPOA and residents of the Picacho Hills Subdivision.

Section 2. Number, Tenure, and Qualifications: The maximum number of directors will be nine (9), including officers. Directors will be elected by majority vote at the annual meeting of members. The term of office for each director will be three (3) years with the terms staggered by one year. Their terms of office will expire at the annual meeting after their successors have been elected according to the length of term of each director. No officer or director may serve more than three (3) consecutive terms. In the case of a married couple, both spouses are eligible to serve simultaneously as directors and/or officers.

Section 3. Regular Meetings: Regular meetings of the Board of Directors shall be held at such time, place and hour as may be fixed by the Board. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than the resolution.

Section 4. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) of the directors. Notice of any special meeting of the Board of Directors must be given at least three (3) days before the meeting by written notice delivered personally or sent by US mail or email to each director at the address shown by the records of the PHPOA.

Section 5. Directors Appearing Electronically: Directors may appear electronically so long as both the Board and the Director appearing electronically have the ability to communicate with each other and hear what each other are saying.

Section 6. Quorum: A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. Board Decisions: The action of a majority of directors present at a meeting at which a quorum is present will be the action of the Board of Directors, unless the action of a greater number is required by law or by these bylaws.

Section 8. Vacancies: Any vacancy occurring on the Board of Directors may, at the board's option, be filled in either of the following ways:

- (1) by majority vote of the directors then in office, or
- (2) by the membership at the next annual meeting from a nominee submitted by the nominating committee, directors or by any member, as long as the vacancy has occurred no earlier than the month of December preceding the annual meeting. A director elected under this section will serve for the unexpired term of his or her predecessor in office.

Section 9. Committees of the Directors: The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which will consist of two or more members, one of whom must be a director. Committees shall have authority to act only to the extent delegated by the Board. The Board shall also have the power

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to remove any and all committee members with or without cause and to terminate any such committee.

Section 10. Removal of Directors

- (1) One or more directors or the entire Board may be removed at a special meeting of the members called pursuant to these bylaws, with or without cause, by an affirmative vote of a majority of all members. Notice of a special meeting of the members to remove directors shall set forth that the meeting is being conducted for that purpose and shall be provided to every member of the association, including the directors sought to be removed, as provided in these bylaws. Directors sought to be removed shall have the right to be present at this meeting and shall be given the opportunity to speak to the members prior to a vote to remove being taken.
- (2) Any director may be removed from office with or without cause by a two-thirds vote of the board at a regularly scheduled meeting of the Board of Directors.

ARTICLE FIVE OFFICERS

Section 1. Officers: The officers of the PHPOA will be a President, a Vice President, a Secretary and a Treasurer.

Section 2. Election and Term of Office: The officers of the PHPOA will be elected from the new Board of Directors by the new Board of Directors at a meeting held for that purpose following the annual membership meeting. The term of office of officers shall be one (1) year from the directors' meeting following the annual membership meeting. In the event of an officer's departure from the board, the Board of Directors will meet within thirty (30) days to elect a replacement to fill the (unexpired) term as defined in Article Four, Section 2.

Section 3. Salaries: None of the income of the PHPOA may benefit any of the members, officers or directors.

Section 4. Duties of Officers:

- (1) The President will:
 - (a) Be the chief executive officer of the PHPOA.
 - (b) Preside at all meetings of the PHPOA and Board of Directors.
 - (c) When authorized by the Board of Directors, sign documents in the name of the PHPOA.
 - (d) In general, perform all duties incident to the office of President.

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(2) The Vice President will:

- (a) During the absence, disability or failure to act of the President, fulfill the duties of the President.
- (b) Assume other duties assigned to the office by these bylaws and standing rules, the President, and the Board of Directors.
- (c) When authorized by the Board of Directors, sign documents in the name of the PHPOA.
- (d) In general, perform all duties incident to the office of Vice President.

(3) The Secretary will:

- (a) Have custody of the books and records of the PHPOA,
- (b) Prepare minutes of the proceedings of all meetings of the PHPOA and the Board of Directors.
- (c) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- (d) In general, perform all duties incident to the office of Secretary.

(4) The Treasurer will:

- (a) Have custody of all funds, property and books of account to the PHPOA.
- (b) Be responsible for the collection of dues and the deposit of funds in a bank or banks approved by the Board of Directors.
- (c) Disperse funds as authorized by the Board of Directors.
- (d) Make a financial report at the Board of Directors' monthly meetings.
- (e) Submit a financial report at the Annual Meeting of the membership.
- (f) In general, perform all duties incident to the office of Treasurer.

(5) Directors: Each director will perform those duties assigned to the office by these bylaws.

Section 5. Removal of Officers

Any officer may be removed from office with or without cause by a majority of the Board of Directors.

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ARTICLE SIX
CHECKS, DEPOSITS, AND FUNDS

Section 1. Checks, Drafts, or Orders: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the PHPOA must be signed either by the Treasurer, the President or the Vice President of the PHPOA. The Board of Directors shall determine by resolution the maximum amount that may be disbursed without a countersignature. Disbursements exceeding that amount shall require two signatures.

Section 2. Deposits: All funds of the PHPOA must be deposited in a timely manner to the credit of the PHPOA in any banks, trust companies, or other depositories in Doña Ana County, New Mexico, that the Board of Directors may select.

ARTICLE SEVEN
FISCAL YEAR

The fiscal year of the PHPOA will begin on January 1 of each year and end on December 31 of that year.

ARTICLE EIGHT
DUES

Annual Dues will be fixed by the Board of Directors at its regular meetings or by the general membership at its annual meeting. The Treasurer will be responsible for giving appropriate notice to the members of dues assessments.

Initial dues will be pro-rated relative to the following dates:

January 1 - June 30	Full year dues
July 1 to December 31	One-half year dues

The term of an annual membership will be from January 1 through December 31.

ARTICLE NINE
DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of Dona Ana County, New Mexico, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE TEN
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order will govern the PHPOA in all cases to which they are applicable and in which they are consistent with these bylaws and any special rules of order the PHPOA may adopt.

ARTICLE ELEVEN
AMENDMENTS OF BYLAWS

These bylaws may be amended by the affirmative vote of two-thirds (2/3) of the members present at the annual meeting or a special meeting of the PHPOA, provided that notice of the amendment has been published in the official publication of the PHPOA issued prior to the meeting.

ARTICLE TWELVE
LIABILITY AND INDEMNIFICATION

Section 1. Directors and Officers Limited Liability: A director or officer will not be personally liable to the PHPOA or its members for monetary damages for breach of fiduciary duties unless:

- (1) The director or officer failed to perform his/her fiduciary duties, and
- (2) The breach or failure to perform constitutes willful misconduct or recklessness.

Section 2. Officer and Director Indemnification: Subject to Section 3 of this Article 12, the PHPOA will indemnify any person who is or was an officer or director and who is made a party to any action, suit or proceeding, civil or criminal, by reason of being or having been an officer or director of the PHPOA.

Section 3. The indemnification by the PHPOA is only against reasonable expenses, costs, and attorney's fees actually and reasonably incurred by the person entitled to indemnification under Section 2 of this Article Twelve. The PHPOA will not indemnify the person against any ultimate settlement amount or judgment entered against that person.

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The undersigned members of the Board of Directors hereby adopt and approve the foregoing bylaws for submission to the general membership.

s/
Paul Migliore, President

s/
Dave Zeemont, Vice President

s/
Margie Herberger, Secretary

s/
Valerie Heller

s/
Tom Hennigh

s/
Janis Paul

s/
Lynn Zeemont

s/

s/