

**BY-LAWS OF THE
ELK RIDGE LANDOWNERS' ASSOCIATION, INC.**

***By-Laws
of
the Elk Ridge Landowners' Association, Inc.***

ARTICLE I

Name and Location

The name of the corporation is the Elk Ridge Landowners' Association, Inc., hereafter referred to as the "Association". The principle office of the corporation shall be located at the home of Melvin W. Hudson, on State Road 603, 12 miles northwest of Pie Town, New Mexico. Meetings of the Members and directors may be held at such places within the State of New Mexico as designated by the Board of Directors.

ARTICLE II

Definitions

- Section 1.** "Association", shall mean and refer to the Elk Ridge Landowners' Association, Inc., its successors and assigns.
- Section 2.** "Board", means the Board of Directors of the Association.
- Section 3.** "Declaration", shall mean and refer to the Declaration of Restrictive Covenants of the Elk Ridge, a subdivision, located in Catron County and executed by Melvin Hudson.

ARTICLE III

Meeting of Members

- Section 1.** **Annual Meetings:** Annual meetings of Members for the election of directors and for such other business as may be stated in the notice of the meeting, or as may properly come before the meeting, shall be held at such places, within the State of New Mexico, and at such times and dates as the Board of Directors, by resolution, shall determine as set forth in the notice of the meeting. In the event the Board of Directors fails to so determine the time, date and place of the meeting, the annual meeting of Members shall be held at the principle office of the corporation on the third Sunday of June at 2:00 pm of each year.

Section 2. **Special Meetings:** Special meetings of Members may be called at any time by the President or by a majority of the Board of Directors or Members who are entitled to vote.

Section 3. **Notice of Meetings:** Written notice, stating place, date and time of the meeting and the general nature of the business to be considered, shall be given to each Member entitled to vote by mail at his or her address as it appears on the records of the corporation, not less than ten (10) nor more than fifty (50) days before the date of the meeting. The notice shall be deemed to be delivered when deposited in the mail addressed to the Member at his address as it appears in the records of the Association with postage therein prepaid.

Section 4. **Quorum:** The presence of Members or of proxies entitled to cast 50% of all votes shall constitute a quorum. If the required quorum is not present another meeting may be called and the required quorum at the subsequent meeting shall be one half (1/2) of the required quorum at the preceding meeting. Notice of the subsequent meeting need not be given if the place, date and hour are announced at the adjourned meeting.

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 transfer by the Member of his or her Lot.

ARTICLE IV

Directors

Section 1. **Number:** The number of Directors shall be no fewer than three. The Directors shall be elected at the annual meeting of Members and each Director shall be elected to serve until his or her successor shall be elected and is qualified to serve on the Board.

Section 2. **Term:** The term of office of a Director shall be one year.

Section 3. **Increase in number:** The number of Directors may be increased by the amendments of these By Laws by the affirmative vote of a majority of the Directors and the affirmative vote by the majority of the Members at the annual meeting or at a special meeting called for that purpose, and by like vote the additional Directors may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualified.

Section 4. **Compensation:** No Director shall receive compensation for any services he or she may render as such to the Association. Any Director may be reimbursed for his or her actual expenses incurred in the performance of their duties.

Section 5. **Removal:** Any Director may be removed from the Board of Directors, with or without cause, by a vote of the Members holding a majority of the votes. In the event of death, resignation or removal of a Director, his or her successor shall be selected by the remaining Directors and shall serve until their successors are elected and qualified.

Section 6. **Resignations:** Any Director, Member of a committee or other office may resign at any time. Such resignation shall be in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 7. **Vacancies:** If the office of any Director, Member of a committee or other office becomes vacant, the remaining Directors in the office, through less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy, and to hold office for the unexpired term and until his successor shall be duly chosen.

Section 8. **Action without meeting:** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action a written consent thereto is signed by all Members of the Board, and such written consent is filed with the minutes of proceedings of the Board.

Section 9. **Powers of the Board of Directors:** The Board of Directors shall have the powers to:

- A. Exercise for the Association all powers, duties and authority vested or delegated to this Association.
- B. Employ a manager, an independent contractor, or such other employees as the Board of Directors deems necessary, and to prescribe their duties.

Section 10. **Duties of the Board of Directors:** It shall be the duty of the Board of Directors to:

- A. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members.
- B. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

- C. Fix the amount of the assessment and increase the assessment when deemed necessary by a vote of 75% of the Members, or by the Federal Cost of Living Index Rate.
- D. Send written notice of each assessment to every Member.
- E. Enforce the lien against any Lot for which the assessment is unpaid and is overdue.
- F. Meet as necessary to carry out their prescribed duties.

ARTICLE V

Officers and their duties

- Section 1.** **Enumeration of Officers:** The officers of this Association shall be a President, Vice-President, Secretary and Treasurer plus 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 of Directors following each annual meeting of the Association 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 or she shall chose to resign or is removed or otherwise be dis-qualified to serve.
- Section 4.** **Resignation and Removal:** Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time giving written notice to the Board, the President or 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 5.** **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 he or she replaces.
- Section 6.** **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.

Section 7. **Duties:** The duties of the officers are as follows:

President: The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board are carried out, shall sign all approved leases, mortgages, deeds and other written instruments and perform such other duties as may be required by the Board.

Vice-President: The Vice-President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and perform such other duties as may be required by the Board.

Secretary: The Secretary shall record the votes and keep the minutes of meetings and proceedings of the Board and of the Association. 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 may be required by the Board.

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 of Directors, keep proper books of account and shall perform other duties as may be required by the Board.

ARTICLE VI

Liability

The Directors, Officers, Employees, and Members of the Association shall not be personally liable for the Association's obligations.

ARTICLE VII

Assessments

Each Member is obligated to pay an assessment, which when delinquent is secured by a lien upon the Lot against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, a late charge fixed by the Board shall be imposed and added to the amount of the assessment along with interest not greater than law will provide. The annual initial assessment will be determined at the initial meeting of the Board of Directors.

ARTICLE VIII

Amendments

These By Laws may be amended by action of the Board of Directors. In case of any conflict between the Articles of Incorporation and these By Laws, the Articles shall prevail, and in the case of any conflict between the Declaration and these By Laws, the Declaration shall prevail.

ARTICLE IX

Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the thirty first (31) day of December of every year, except for the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we being all of the Directors of the Elk Ridge Landowners' Association, Inc. have hereunto set our hands this 12th day of August, 1996.

John Aldyhi
Director

Edith Aldyhi
Director

Melvin Hudson
Director

Melvin Hudson
President

Edith Aldyhi
Secretary