

Amended version adopted June 12, 2010.

SANDIA HEIGHTS HOMEOWNERS ASSOCIATION
BYLAWS

ARTICLE I. NAME

The name of this non-profit association, incorporated in the State of New Mexico, shall be the Sandia Heights Homeowners Association (hereinafter referred to as "SHHA" or "Association"). Its office shall be located at such places as the SHHA Board of Directors (the "Board") may designate. Its duration shall be until it is dissolved.

ARTICLE II. OBJECT

The purposes of the Sandia Heights Homeowners Association (SHHA) are to promote the common interests and welfare of its members of record located in the Sandia Heights Development of the County of Bernalillo, New Mexico, and to administer and enforce covenants, including those relating to the architectural appearance of the development.

ARTICLE III. MEMBERS

Section 3.1 Membership in the Association. Membership in SHHA (the Association) shall be limited to homeowners and landowners (if not a corporation or developer) in the Sandia Heights Development described in the Developer's Master Plan dated November 16, 1976, and recorded in the office of the Bernalillo County Clerk, and any other Units or properties that may be added to Sandia Heights from time to time. In general, Sandia Heights is defined as that area which is bounded on the north by the units in Sandia Heights North, and Sandia Heights North (east of Rd 333), on the east by the Wilderness Boundary, on the south by Simms Park Road Northeast, and on the west by Tennyson Street Northeast. Membership in the Association shall be effective upon payment of dues.

Section 3.2 Voting Rights. On matters upon which voting by the membership is required, each household that has paid its dues shall be entitled to one vote, irrespective of the number of properties owned in Sandia Heights.

Section 3.3 Dues. The amount of dues shall be fixed from time to time by the Board to carry out the purposes and defray the expenses of the Association. Members shall be notified of any proposed dues increase at least sixty (60) days prior to any scheduled Board vote thereon.

ARTICLE IV. OFFICERS

Section 4.1 Officers. The Officers of the Association shall be a President, Vice President, Secretary and a Treasurer. No person may hold more than one office at a time, no person shall serve as an Officer unless that person shall have been a Director for one or more years unless no qualified member is willing to serve, and no person shall serve more than two (2) consecutive years in the same office or until the successor is elected, or unless an additional year has been approved by a vote of three-fourths (3/4) of the Board present and voting. The Board may redefine the powers and duties of each Officer except as otherwise provided in these Bylaws or by New Mexico law.

Section 4.2 Election of Officers. The election of Officers-elect shall be conducted at the April meeting by a majority vote of a quorum of the Board. The Officers-elect shall take office immediately following the end of the June Annual meeting. Each person elected as an Officer shall continue in office through the next Annual Meeting after his taking office. Vacancies of officers shall be filled by a majority vote of a quorum of the Board subject to other conditions of these Bylaws regarding length of service on this Board. Any new officer shall complete the term of the replaced officer.

Section 4.3 Appointment of Additional Officers. The Board, at any meeting, may appoint additional Officer(s) and shall define their duties in writing. Their term of office and position shall terminate at the end of the next Annual Meeting unless the new Board decides to continue the position(s).

Section 4.4 President. The President shall be the chief executive officer of the Association and shall have general authority and responsibility over the affairs and property of the Association and its Directors and employees and shall generally perform all activities incident to the office of President permitted by law. The President shall preside at meetings of the Members and of the Board and shall have such other powers and duties as may be assigned by the Board. The President, aside from his voting membership on the Executive Committee, shall be a non-voting member of all committees and, along with the Treasurer, shall have the authority to execute the Association's financial documents.

Section 4.5 Vice President. The Vice President shall perform any of the duties of the President at his/her request or in his/her absence or disability. When so acting, the Vice President shall have all the powers of and be subject to all restrictions upon, the President as established in these Bylaws.

Section 4.6 Treasurer. The Treasurer shall act under the supervision of the President and Board and shall have charge of, and be responsible for, all funds of the Association including dues and shall be responsible for keeping accurate and adequate records of the assets, liabilities and financial transactions of the Association. The Treasurer shall deposit all Association funds in the name of the Association in such banks, trust companies or other depositories designated in Section 6.6 of these Bylaws. The Treasurer shall resolve questions of membership and eligibility for voting by investigating and reviewing ownership evidence and membership records as requested by the President or Board. The Treasurer shall disburse the funds of the Association based upon proper vouchers for such disbursements and shall perform all the duties incident to the office of Treasurer and such other duties as may be designated by the President or Board. The Treasurer shall be responsible for filing all financial and related reports and shall provide the Board with the status of the budget upon request and at the Annual Meeting. If requested by the Board, the Treasurer shall provide a record of all bank statements, expenditures and receipts for an audit to be performed prior to the Annual Meeting by such persons appointed by the Board.

Section 4.7 Secretary. The Secretary shall keep the minutes of all meetings of the Members and Board. The Secretary shall see that all notices are given in accordance with these Bylaws and as required by law, shall be responsible for the books, records and papers of the Association

relating to its incorporation, and shall see that all reports, statements and other documents required by law are properly filed, except to the extent that financial documents may be kept and filed by the Treasurer. The Secretary shall perform the duties normally incident to the office of Secretary.

Section 4.8 Removal of an Officer for Cause Other Than Unexcused Absences. Directors who are also Officers may only be removed by the Board.

ARTICLE V. ASSOCIATION MEETINGS

Section 5.1 Annual Meeting. An Annual Meeting of the Association shall be held on the second Saturday in June of each year for the presentation of reports to the membership from the outgoing officers and Committee chairs, for the election of new Directors, and for the transaction of such other business as may come before the Association. All members shall be notified of the time and place of the Annual Meeting no later than 14 days prior to such meeting.

Section 5.2 Special Meetings of the Association

5.2.1 Calling a Special Meeting. Special meetings of the Association may be called by the President, three members of the Executive Committee, four members of the Board or upon the signed and dated petition presented to the President by at least forty (40) Association Members. The purpose of the meeting shall be stated in the written request. No other business except that stated shall be conducted at the Special Meeting.

5.2.2 Notification Requirements. Board members and general members shall be notified of the purpose, time and place, insofar as possible, no later than thirty (30) days before such special meeting, assuming that an emergency notification is not called for. Such notification shall be through usual means, including email notice to the Board and notification on the Association website for the general membership, and other means as approved by the Board.

Section 5.3 Quorum Requirements. All Association meetings as described above shall require the presence of at least twenty-five (25) voting members including a quorum of the Board to transact business.

ARTICLE VI. BOARD OF DIRECTORS

Section 6.1 Director Qualifications. Election/Appointment to the Board requires being a property owner within Sandia Heights and a member of the SHHA.

Section 6.2 Responsibility. Any person who agrees to serve on the Board, as a condition of such service, agrees to be knowledgeable about and abide by the New Mexico Non-Profit Corporation Laws, the Bylaws of Sandia Heights Homeowners Association, regulations of Bernalillo County which affect residents of Sandia Heights and any and all Resolutions Still in Effect (motions) passed by the Board. The Board shall maintain a list of all Resolutions Still in Effect (except those which are not ongoing). The Board shall also develop and maintain a list of Policies and Procedures. Such lists shall be provided to all Directors within 30 days of election /appointment.

There shall also be central copies of such lists in the office for Board use. The Office shall have a copy of the New Mexico Non-Profit Corporate Laws available for use within the office by any Director.

Section 6.3 Management. The affairs and properties of the Association shall be managed by the Board of Directors, its Executive Committee, and Standing Committees. Officers, individual Directors and Committees shall have only such powers that are specifically delineated within these Bylaws, Board approved Committee Charters or as specifically assigned by the Board or Executive Committee.

Section 6.4 Number of Directors. The Board shall consist of a minimum of fourteen (14) Directors. To the extent possible, there shall be at least one Director from each of the twelve established Districts within Sandia Heights. The identification of Districts and the Units comprising them shall be that shown in the annual Directory of Residents or as established by Board motion. The number of Directors may be adjusted between fourteen (14) and twenty-five (25) as determined necessary by the Board to efficiently and effectively carry out the business of the Association, but in no case shall there be less than fourteen (14) nor more than twenty-five (25) Directors. Any decrease in the number of Directors shall not obviate the desire to have at least one Director from each of the twelve (12) Districts within Sandia Heights.

Section 6.5 Annual Board Nominations.

6.5.1 Nominating Process. No later than February of each year, the Board shall determine which Officer positions need to be filled. No later than March of each year, the Nominating Committee shall determine how many Director positions will need to be filled, and will present a slate of qualified candidates for positions to the Board at the April Board meeting, with the slate of qualified candidates published at least thirty (30) days before the annual meeting. The Nominating Committee shall verify that all candidates are willing and able to serve.

6.5.2 Nominations by the Membership. Nominations may also be made in writing by any member, and presented to the Nominating Committee no later than two (2) months before the annual meeting. The presence of candidates nominated by members shall not affect the number of Directors to be elected.

Section 6.5.3 Candidate Statements. Nominees shall submit a short statement/bio that will be published prior to the election.

Section 6.6 Election of Directors. New Directors shall be elected by the Association members at the annual meeting and take office at the end of the annual meeting. Directors shall be elected by a plurality of votes cast by the members and, except as otherwise may be provided in these Bylaws, may hold office for two (2) terms in succession or until their successors have been elected or longer, if the term limitation is waived by a three-fourths (3/4) vote of the Board present and voting. A term is three (3) years. To the extent possible, the terms of the Directors shall be staggered so that approximately one third (1/3) of the Directors shall be elected each year. Nominations "from the floor" are not permitted.

Section 6.7 Board Meetings. All meetings of the Board shall normally be open meetings. Any member of the Board may request that certain Board meetings or portions of meetings be closed if this is required to protect the privacy of individuals or to discuss matters in Executive Session. The topic of discussion in such closed meeting or portions thereof shall be noted in the Board's Meeting minutes.

Section 6.8 Special Board Meetings. Special Meetings of the Board may be called at any time by the President or at the request of no less than one-fifth (1/5) twenty (20) percent of other Directors. The purpose(s) of such Special Meeting shall be stated; no other business except that stated shall be conducted at such Special Meeting.

Section 6.9 Time, Place and Notification of Board Meetings. All Board meetings shall be held within Bernalillo County. Notice of all Board meetings shall be provided personally, by mail or e-mail to each Director no less than seven (7) days before such meeting. Announcement at the previous Board meeting shall be considered sufficient notice for Directors; however, Directors not present at such previous meeting shall be notified by the methods given above. The time and location of all regularly scheduled Board meetings shall be made available to all Association Members through publication in the Association's newsletter and on the Association website no later than seven (7) days before such meeting.

Section 6.10 Quorum Requirements. A quorum of the Board, which is required for the legal transaction of any Board actions, shall consist of a majority of the number of Directors existing immediately prior to the start of the meeting.

Section 6.11 Business Transactions. The President shall establish an agenda and procedures for the conduct of any regular Board meeting. Any business permitted by New Mexico Non-Profit Corporate Law and Association Bylaws and Resolutions still in effect may be transacted at Board meetings.

Section 6.12 Voting. Except as may be otherwise provided in these Bylaws, a majority vote of the quorum present, including proxies, shall be required for motions that have been previously publicized to the Board no later than two (2) days before a board meeting; otherwise a 2/3 vote shall be required, except for motions that are simple in nature and do not violate the 2/3 rule (example: adjournment may be decided by a majority vote).

Section 6.13 Resignation and Removal of Directors.

6.13.1 Resignation. A Director may resign at any time. A Director who is also a chair of a committee may remain in the chair position *pro tem* until a successor is elected, when the resignation is not related to any removal for cause. Any Director who resigns during the year shall not be entitled to serve on the Board prior to the next Annual Meeting. Directors who anticipate missing at least three Board meetings should consider resigning prior to the meeting(s) in question or not run for the board until a later time when they can commit to the director responsibilities.

6.13.2 Removal of a Director by the Board for Cause Related to Absences. A Director may be removed for cause by three-fourths (3/4) vote of the Board present at a meeting at which there is a quorum. The term “cause” shall include absence from three (3) regular meetings (excluding annual meeting) of the Board in a year (July through June) unless excused by the President. The unexcused absences of a director as specified above or failure to respond to communication from the President regarding same shall be deemed a resignation.

Section 6.13.3 Removal of a Director (non officer)by the Board or Membership. For cause other than absences, the Association shall follow procedures in accordance with the New Mexico Non-Profit Corporation Act and as specified in *Robert’s Rules of Order Newly Revised* (current edition).

Section 6.14 Addition/Replacement of Directors. The Board may vote to replace any Director who has resigned or who has been removed. The Board shall determine the term to be served by the new Director; if such term is less than one (1) year, this period shall not count towards term limits. The Board may also vote to install additional Directors as may be needed, up to a total of twenty-five (25) Board members, and shall specify the length of term to be served, up to a maximum thirty-six (36) months term less the months from the prior Annual Meeting.

Section 6.15 Compensation. No Director shall receive compensation for service on the Board. The Board may authorize the Treasurer to reimburse actual expenses incurred by any Director in connection with the performance of duties. A written explanation of the incurred expenses along with receipts must be submitted to the Treasurer.

Section 6.16 Indemnification. Any person made a party to any action, suit or proceeding by reason of fact that he or she is or was an Officer or Director, or who is or was an SHHA member appointed as an additional non-board member of any SHHA-appointed committee, or employee of the Association or of any corporation who served as an Officer or Director at the request of the Association, shall be indemnified by the Association against damages and reasonable expenses, including attorney’s fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such person is liable as a Director or employee of the Association under the Laws of New Mexico. The foregoing right of indemnification shall be deemed exclusive of any other rights to which any such Director or employee may be entitled as a matter of law.

ARTICLE VII. COMMITTEES

Section 7.1 Standing Committees General Procedures. Standing Committees are those established under this section of these Bylaws. Standing Committees shall have all the authority of the Board within the limits of their written charters, which must have Board approval, except that the Board may set spending limits for each committee which, if about to be exceeded, require Board pre-approval.

7.1.1 Committee Members. A standing committee may be comprised of both Board (2 minimum) and non-Board (called a volunteer) members. All non-Board members (volunteers) must be members of the Association and current in their dues.

7.1.2 Architectural Control Committee Composition Special Status. The ACC may need to acquire outside expertise to conduct business and is, therefore, not subject to the restrictions regarding non-Board members.

7.1.3 Directors' Participation on Committees. All Directors except for the President shall serve on at two (2) Standing Committees. The chairman of any standing committee shall be a Board member. All Standing Committees shall elect their own chairman, although the Executive Committee may appoint an interim chairman as necessary.

7.1.4 Committee Work and Reports. Any official actions taken by a Standing Committee require a majority vote of its members present where a quorum is present. A committee recommendation affecting the Board or Association must be presented in the form of a motion to the Board in its report at a Board meeting. Decisions and actions of Standing Committees shall be reported at each Board meeting, either by the chair or someone appointed by the chair in the chair's absence, with a written report submitted to the Secretary for the Association records. Committee actions (excluding those of the Architectural Control Committee) may be subject to Board approval. The chairman of each Standing Committee shall prepare a year-end summary report for presentation at the Annual Meeting, highlighting activities for the period since the last annual meeting, and a longer report for the Official Record Book.

Section 7.2 Standing Committee List.

7.2.1 Executive Committee. The elected Officers plus the Chairmen of the Architectural Control Committee and Covenant Support Committee shall constitute the Executive Committee. The President may appoint additional Board members to the Executive Committee, either temporarily as business warrants or for the duration of the current Board term. The President shall preside over meetings of the Executive Committee, which may be called into session by the President or a majority of Executive Committee members. The Executive Committee shall be authorized to conduct such routine business of the Association as it may deem necessary and expedient between meetings of the Board. When necessary for the legal representation of the Board, its Officers and Committees, or the Association and its employees, the Executive Committee shall authorize the retention of outside legal counsel. The Executive Committee shall appoint the members of other duly constituted committees if not specified otherwise within these Bylaws.

7.2.2 Finance Committee. The Finance Committee shall arrange for an annual internal financial review of the Association's financial records and accounts, conducted by a committee consisting of at least one board member and two other members, appointed by the Board. The Finance Committee shall recommend, and the Board shall approve, the type of internal review to be conducted. The methodology and results of the review will be reported to the Board when completed and to the Members at the Annual Meeting. The Finance Committee shall comply with State Statutes regarding official audits.

7.2.3 Architectural Control Committee. The Architectural Control Committee shall consist of a minimum of five (5) SHHA members, at least two (2) of whom must be Board members, excluding ex-officio members. For each Unit in Sandia Heights for which the ACC has responsibility, it shall perform the duties and functions set forth in the applicable Units' covenants relating to the approval or disapproval of plans for new construction and exterior changes to existing buildings and property as well as other functions set forth in its charter. At least one member of the ACC, who must be a Board member, shall serve concurrently on the Covenant Support Committee.

7.2.4 Covenant Support Committee. The Covenant Support Committee (CSC) - shall consist of a minimum of five (5) Board members, excluding ex officio members. For each Unit in Sandia Heights for which CSC has responsibility, the Board authorizes it to take necessary and appropriate actions to enforce the Unit covenants as set forth in its charter, as well as other functions as may be set forth in its charter.

7.2.5 Community Service and Membership Committee. The Community Service and Membership Committee shall consist of a minimum of three (3) Board members excluding ex officio members. It shall be responsible for activities which enhance a sense of community and perform such other duties and functions as set forth in its charter.

7.2.6 Communications and Publications Committee. The Communications and Publications Committee shall consist of a minimum of two (2) Board members, excluding ex officio members, and shall be responsible for the publication of the newsletter, the Annual Directory of Residents, the website, and such other duties and functions as set forth in its charter.

7.2.7 Parks and Safety Committee. The Parks and Safety Committee shall consist of a minimum of three (3) Board members excluding ex officio members and shall be responsible for overseeing park issues, working with Bernalillo County on traffic, road and safety related matters such as proper visibility along roadways, making recommendations to the Board and appropriate legislators, and such other duties and functions as are set forth in its charter.

7.2.8 Nominating Committee. The Nominating Committee shall consist of a minimum of three (3) and no more than four (4) members. The Vice President shall be the chair and two of the members shall be board members.

Section 7.3 Other Standing Committees. The Board may create other Standing Committees and appoint at least two (2) Board members and non-Board members as necessary, with such powers, duties and functions as the Board shall specify. A new Standing Committee must have a function that is expected to continue to support the business of the Association.

Section 7.4 Special Committees. The Board may create Special Committees to perform a specific task, with such powers, duties, and functions as the Board shall specify. A Special Committee shall consist of two or more Board members, in addition to non-Board members, who shall perform the task, give interim reports as appropriate, submit a final report, and then cease to exist.

Section 7.5 Special Status of Architectural Control Committee. Although the Architectural Control Committee is herein defined as a Standing Committee of SHHA, it is also a separate entity deriving its powers from the various Units' Declaration of Restrictions, dating to the direct transfer of responsibilities from the prior ACCs. It should be understood that should SHHA (for unknown reasons) cease to exist, the ACC would continue to exist.

Section 7.6 Special Tasks. The President or Board may assign specific tasks to one or more individuals, who must be members of the Association, but need not be members of the Board. The individual(s) will report to the President or Board as necessary or as requested.

ARTICLE VIII. MISCELLANEOUS PROVISIONS

Section 8.1 Fiscal Year. The fiscal year shall run from January 1 through December 31 in each year.

Section 8.2 Execution of Contracts. The Board, in writing, may authorize any Officer, Director or employee to execute any contract or other instrument in the name of or on behalf of the Association. The President, with the consent of the Executive Committee, may execute any contract or instrument on behalf of the Association up to monetary limits which may be set by the Board; contracts or instruments over this amount require Board pre-approval. All contracts or instruments not meeting these requirements shall have no power to bind the Association.

Section 8.3 Loans. No loan shall be contracted on behalf of the Association unless authorized in writing by the Board.

Section 8.4 Commercial Paper. All checks, drafts and other orders for payment of money out of funds of the Association, and all notes and evidences of indebtedness of the Association shall be executed on behalf of the Association as provided in these Bylaws or by such agent as the Board may authorize in writing.

Section 8.5 Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board may select or the Treasurer may select with Board approval.

Section 8.6 Notices. Any notices required to be given under these Bylaws may be waived in writing by the person entitled to such notice.

Section 8.7 Prior Actions in Effect. All motions, resolutions and policies passed by prior Boards shall be carried forward upon ratification of these Bylaws unless they are determined to materially conflict with these Bylaws; if a conflict is determined, the conflicting motion shall be declared null and void and may be replaced as necessary by the Board.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised (RONR)* shall govern the proceedings of the Association

ARTICLE X. AMENDMENT OF BYLAWS

Section 10.1 The Board may amend these Bylaws or any portions thereof. Changes shall take effect upon ratification by a majority vote of the required number of Association Members (as defined in Section 5.3) at a membership meeting which includes this stated purpose and which has had proper notice. Any member in good standing may submit in writing to the Board a proposed amendment at any time throughout the year.

Section 10.2 Punctuation, Grammar, Article and Section Numbers. The Secretary is authorized to correct punctuation, grammar, article and section numbers, and cross-references, and to make such other technical and conforming changes, including spelling, as may be necessary to reflect the intent of the amendments made to these bylaws.

ADOPTION OF BYLAWS

The foregoing Bylaws have been duly adopted on _____.

SANDIA HEIGHTS HOMEOWNERS ASSOCIATION

By: _____ Date: _____
President

By: _____ Date: _____
Secretary