

# Amended Bylaws of The Tanoan Community East Association, Inc.

Albuquerque, New Mexico

## ARTICLE I NAME AND LOCATION

The name of the corporation is THE TANOAN COMMUNITY EAST ASSOCIATION, INC., hereinafter referred to as the "Association", located in Albuquerque, Bernalillo County, New Mexico. Meetings of Owners and Directors shall be held at such places as may be designated by the Board of Directors.

## ARTICLE II SEAL

The corporate seal of the Association shall be in circular form and shall bear the name of the Association and such other language as is required by the laws of the State of New Mexico.

## ARTICLE III DEFINITIONS

Association. The term "The Association" shall mean and refer to The Tanoan Community East Association, Inc., its successors and assigns.

Board. The term "Board" shall mean the Board of Directors of The Association.

Book of Resolutions. The term "Book of Resolutions" shall mean and refer to the document containing rules and regulations and policies of the Association, as the same may be from time to time amended. The contents of the Book of Resolutions may be kept in electronic form, but shall always be accessible in paper form if requested by an Owner.

Common Area. The term "Common Area" shall mean any real property owned or controlled by The Association intended for the common use and enjoyment of The Association Owners. In addition, the Common Area may include for the purposes only of requiring the Association's upkeep and maintenance of such area, any berm, planter area, and green strip within the subdivision and adjacent to any street or public right of way.

Improvements. The term "Improvements" shall include but not be limited to buildings, sheds, utility buildings, roads, driveways, parking areas, fences, retaining walls, stairs, decks, hedges, windbreaks, poles, antennas, signs, utility or communication installations (whether above or underground), landscaping, retaining structures, waterways, and any structures and excavations of any type or kind.



Lot. The term "Lot" shall mean any numbered or lettered lot within the Tanoan Community East shown on any subdivision map.

Notice. The term "Notice" shall mean a notice delivered pursuant to Article IX of these *Bylaws*.

Owner. The term "Owner" shall mean the person or persons owning the legal title or the equitable owner as purchaser under a real estate contract, but excluding any person holding an interest in the Lot only as a security interest. For purposes of compliance with the requirements of the Master Restrictions and other rules and regulations the term "Owner" shall include the family, invitees, licensees, tenant, subtenant and licensees of any Owner. However, such designation shall not give any such person any rights as a Member of the Association.

Owner in Good Standing. The term "Owner in good standing" shall mean any owner (whether residing or not in Tanoan East) whose financial obligations to the Association are fully paid and up to date. This includes, but is not limited to, the absence of delinquent maintenance assessments, late charges, interest, and citation penalty assessments to the owner.

Planning Committee. The term "Planning Committee" shall mean the committee created pursuant to the Article 4 in the *Tanoan Community East Master Restrictions* entitled "Planning Committee" and Article XII hereof.

Planning Committee Rules. The term "Planning Committee Rules" shall mean rules adopted by the Planning Committee pursuant to authority given to them by the *Tanoan Community East Master Restrictions* and these *Bylaws* and approved by the Board of Directors.

The Properties. The term "The Properties" or "The Property" shall mean and refer to all real property which becomes subject to the *Tanoan Community East Master Restrictions*, together with such other real property as may from time to time be annexed thereto under the provisions of Article 2 of the *Tanoan Community East Master Restrictions*.

Record; Recorded. The term "Record" or "Recorded" shall mean, with respect to any document, that the document shall have been recorded in the Office of the Recorder of the Bernalillo County.

Street. The term "Street" shall mean and refer to any public street, public highway or other public thoroughfare shown on a subdivision map, or any land now or hereafter subject to these Restrictions or contiguous to the real property designated on any of said maps, no matter how designated.

Subdivision Rules. The term "Subdivision Rules" shall mean the rules made by the Board pursuant to the authority granted by the *Tanoan Community East Master Restrictions* or the *Articles of Incorporation* or *Bylaws* of The Association as they are from time to time amended and approved.

The Tanoan Community East. The term "The Tanoan Community East" shall mean all the property subject to or made subject to *The Tanoan Community East Master Restrictions*.

**ARTICLE IV**  
**PARLIAMENTARY RULES**

Except as may be modified by Board resolution, Robert's Rules of Order (current edition) shall govern the conduct of Association proceedings when not in conflict with New Mexico law, the *Articles of Incorporation*, the *Tanoan Community East Master Restrictions* or these *Bylaws*.

**ARTICLE V**  
**BOARD OF DIRECTORS**

Section 1. Composition. The affairs of the Association shall be managed by a Board of no fewer than three (3) and no more than seven (7) Directors, Owners of the Association in good standing. Not less than six (6) weeks prior to subsequent annual meetings, the Board of Directors shall determine the number of Directors.

Section 2. Term. All Directors shall be elected by the Owners for terms of three (3) years, with "years" of service defined by the date of the Annual Meeting of Owners at which elections for Directors is held. Directors may be re-elected for a second term, but in no event shall a Director serve on the Board for more than six (6) consecutive years, as defined above. Spouses or co-habitants within Tanoan East may not serve simultaneously on the Board of Directors at any time.

Section 3. Enumeration of Offices. The officers of this Association shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create, who shall at all times be members of the Board of Directors.

Section 4. Election and Term of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Owners. The officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 5. Duties of Officers. The duties of the officers are as follows:

- a) President. The President shall preside at all meetings of the Board of Directors and of The Association, and shall be designated as Chairman of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all mortgages, leases, deeds and other written instruments, and shall co-sign all promissory notes and contracts as the Board may approve from time to time.
- b) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such duties as may be required of him 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 Resolutions; keep the corporate seal of The Association and affix it on all papers requiring said seal; serve notices to Owners as provided in Article IX; keep appropriate current records showing the Owners of The Association together with their addresses; and shall perform such other duties as required by the Board.

- d) Treasurer. The Treasurer shall cause all monies of The Association to be deposited in appropriate accounts and disbursed therefrom as directed by resolution of the Board of Directors; shall co-sign any promissory notes and contracts; keep proper books of account; cause an annual audit or review of The Association books to be made by a certified public accountant at the completion of each full fiscal year; and shall be the chief officer responsible for the preparation of an annual budget and a statement of income and expenditures to be presented to the Board and to the membership at its regular annual meeting.

Section 6. Multiple Offices. The offices of President and Secretary may not be held by the same person. Unless otherwise precluded by a shortage of Directors, no two offices shall be held by the same person, with the exception of the offices of Secretary and Treasurer.

Section 7. Resignation and Removal of Officers. Any officer may be removed from office with cause by the Board. The Board will provide the officer with a thirty day notice of intent to vote on his or her removal, documenting the cause for such action. 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 8. Officer 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 replaces.

Section 9. Resignation and Removal of Directors. The unexcused absence of an elected Director from three (3) consecutive regular meetings of the Board shall be deemed a resignation. Any elected Director may be removed from the Board, with or without cause, by a majority vote of the Owners of the Association. "Unexcused absence" shall mean absence without reasonable cause and without prior notice to the Board of Directors.

Section 10. Vacancies. In the event of death, resignation or removal of an elected Director, his successor may, at the discretion of the Board, be selected by the remaining elected Directors to serve for the unexpired term of his predecessor.

Section 11. Compensation. No Director shall receive compensation for any service he may render to the Association as a Director. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties. No Director may be an employee of the Association, nor may he or she be either directly or indirectly under contract with the Association while serving on the Board of Directors.

**ARTICLE VI**  
**POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. Powers. The Board of Directors shall have power to:

- a) Exercise for The Association all powers, duties and authority vested in or delegated to this Association by law, the Articles of Incorporation, and the *Tanoan Community East Master Restrictions* and not reserved to the membership by other provisions of these *Bylaws*, the *Articles of Incorporation*.
- b) Employ a manager and other employees, independent contractor(s) or such.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- a) Cause the Common Areas to be maintained in good, clean, attractive and sanitary condition, order and repair.
- b) Adopt and publish rules and regulations, including fees, if any, governing the use of the Common Area and facilities and the personal conduct of the Owners and their guests thereon, and to include these in the Subdivision Rules or Book of Resolutions.
- c) After appropriate notice and opportunity for hearing, suspend an Owner's voting rights and all other privileges subject to the procedures and limitations stipulated in the Tanoan Community East Master Restrictions and The Tanoan Community East Subdivision Rules.
- d) Cause to be kept a complete record of all its corporate affairs, including the Book of Resolutions, and make such records available for inspection by any Owner or his agent. The contents of the Book of Resolutions may be kept in electronic form, but shall always be made accessible in paper form if requested by an Owner.
- e) Supervise all officers, agents and employees of the Association and see that their duties are properly performed.
- f) Issue upon demand by any Owner a certificate or statement setting forth whether or not his assessment has been paid and giving evidence thereof for which a reasonable charge may be made.
- g) Designate depositories for Association funds, designate those officers, agents and/or employees who shall have authority to withdraw funds from such accounts on behalf of The Association, and cause such persons to be bonded, as it may deem appropriate.
- h) Develop a proposed annual budget and, at a regularly scheduled Board meeting, approve the annual budget by a two-thirds (2/3) vote of the Directors.

- i) By a two-thirds (2/3) vote of the Directors, fix annual general and special assessments for Lots at an amount sufficient to meet the obligations imposed by the *Tanoan Community East Master Restrictions*, subject to the limitation imposed therein.
- j) Annually set the date(s) assessments are due, decide what, if any, interest rate is to be applied to assessments which remain unpaid thirty (30) days after they become due.
- k) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of the due date of the annual assessment or first installment thereof.
- l) Cause an action at law to be brought against the Owner personally obligated to pay a past due balance, after notification as specified in the Collection Policy; and
- m) Impose penalty assessments after notice and opportunity for hearing.

## **ARTICLE VII**

### **ELECTION OF DIRECTORS**

Section 1. Time of Election. Vacant or expiring positions for Directors shall be filled by vote of the Owners during the annual meeting of Owners.

Section 2. Method of Nomination. Candidates for election to the Board must be Owners in good standing. Such candidates shall file a Petition for Candidacy, signed by not less than ten (10) Owners, with the Elections Committee at least thirty (30) days before the annual meeting. Not more than forty-five (45) days nor less than twenty (20) days prior to the annual meeting, a Board of Directors meeting shall be held at which time nominations for membership on the Board of Directors shall be certified. The Elections Committee shall present for Board approval the nomination of all candidates possessing the qualifications for becoming members of the Board of Directors and who have submitted the proper Petition for Candidacy. Subject to Board confirmation of qualifications and Petition for Candidacy, all nominated individuals shall be included on the ballot for election. The Elections Committee shall provide all Owners with a list of all bona fide candidates and a proxy form not less than ten (10) days before the annual meeting. Nominations from the floor at the annual meeting shall not be accepted.

Section 3. Method of Election. The election of Directors shall be by secret ballot of Owners subject only to such reasonable procedures as may be implemented to preclude duplicate votes and/or voting by unqualified persons. Owners may cast, in respect to each vacancy, one (1) vote for each Lot owned. Cumulative voting is not permitted. Each Owner may vote for Directors in person or by proxy. Those candidates receiving a plurality of votes cast shall be elected.

## **ARTICLE VIII**

### **MEETINGS OF OWNERS**

Section 1. Annual Meeting. Regular annual meetings of the Owners shall be held during the same calendar month each year at a time to be established by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Owners may be called at any time by the President or by the Board of Directors, or upon written request of one-tenth (1/10) of the Owners.

Section 3. Quorum. The quorum for meetings where action by Owners is required by the Tanoan Community East Master Restrictions shall be the presence of Owners in person or by proxy who are entitled to cast fifteen percent (15%) of the votes. If the required quorum is not forthcoming at the meeting, the meeting may be adjourned to another time no sooner than one (1) week and not later than one (1) month from the date, or such meeting may be continued for a period of not to exceed forty-eight (48) hours to obtain a quorum. Should a quorum not be present at any meeting, the quorum requirement shall be reduced by half for the subsequent adjourned meeting.

Section 4. Proxies. Each Owner 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 after eleven (11) months.

Section 5. Notice. Not less than thirty (30) nor more than seventy-five (75) days prior to the annual meeting, the Board of Directors shall cause to be delivered to each Owner (determined on the date of such notice) giving notice of the following:

- a. The day, time, and place of the Board of Directors meeting at which nominations for office shall be submitted and at which a discussion will be had as to all other issues to be voted on.
- b. The day, time, and place of the annual meeting.
- c. A description of all other matters (if any) to be voted on that have been identified as of the date the notice is transmitted.

Section 6. Other Matters. Other matters, if any, shall be brought to the floor at the annual meeting by motion and seconded favoring adoption of each individual matter. Discussion of the items shall then be conducted in accordance with the rules of parliamentary procedure adopted by the Board of Directors.

## **ARTICLE IX**

### **NOTICE**

Notice required by the Declaration, the Articles of Incorporation or these Bylaws shall be provided in writing by mailing a copy of such notice, first class postage prepaid, to the Owner at the address last appearing on the books of the Association, or supplied by such Owner for the purpose of notice.

Notice of meetings or a referendum where action by Owners is required shall be provided to such Owners at least thirty (30) days and not more than seventy-five (75) days prior

to such meeting or referendum. Notice of all other meetings of Owners shall be provided to Owners at least fifteen (15) days before such meeting. Notice of meetings or referenda shall specify the place, day and hour. In the case of a special meeting, the notice shall state the purpose of the meeting. In the case of a referendum, the notice shall include the matter(s) to be voted upon.

## **ARTICLE X** **MEETINGS OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special Meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) 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.

Section 4. Executive Sessions. All meetings of the Board shall be open to Owners or their representatives, except the President may call the Board into executive session on matters of personnel, on matters dealing with specific Owners other than the visiting Owner, or for hearings on infractions of published rules and regulations. Any action taken by the Board in executive session shall be recorded in the minutes of The Association, with the pertinent names and/or addresses redacted.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Email or other electronic approval shall be considered "consent in writing" for this purpose. However, actions taken by email or other electronic voting must be unanimous, and must be reaffirmed at the next meeting of the Board of Directors and entered into the minutes. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## **ARTICLE XI** **COMMITTEES**

Section 1. Elections Committee. The Board shall appoint an Elections Committee no later than two (2) months prior to the annual meeting date. The Committee shall consist of a Chairman who may not be a Director and at least four (4) Owners, none of whom shall be candidates for office. It shall be the duty of the Committee to provide supervision of the nomination and election of Directors in accordance with procedures adopted by the Board and placed in the Book of Resolutions.

Section. 2. Other Committees. The Board shall appoint such other committees it deems appropriate to carry out its purpose.



**ARTICLE XII**  
**PLANNING COMMITTEE**

Section 1. Composition. The Planning Committee shall be appointed by the Board of Directors and shall comprise a Chairman, and two (2) or more Owners. A quorum for Planning Committee action shall be three (3) Owners. Spouses or co-habitants within Tanoan East may not serve simultaneously on the Planning Committee at any time.

Section 2. Duties. It shall be the duty of the Planning Committee to regulate the external design, appearance, location and maintenance of the Properties and of improvements thereon and to regulate such uses of property, as described in the Declaration. In furtherance thereof, the Planning Committee shall:

- a) Review written applications of Owners and of The Association for Improvements or additions to Lots, Living Units.
- b) Review written proposals by the Board of Directors for alterations or improvements of Association common areas or assets.
- c) In accordance with the Bylaws and Book of Resolutions, monitor Lots for compliance with architectural standards and approved plans for alteration; and
- d) Adopt architectural and landscaping standards; and
- e) Adopt procedures for the exercise of its duties and enter them in the Book of Resolutions after approval by the Board of Directors.

Section 3. Procedures. The Planning Committee shall formulate general procedures and submit them for confirmation to the Board of Directors. Such procedures shall be considered adopted policy of The Association unless rejected by a two thirds (2/3) vote of the Board of Directors within thirty (30) days of the date of submittal. The adopted guidelines and procedures shall be incorporated in the Book of Resolutions and the Planning Committee shall act in accordance with such guidelines and procedures.

Section 4. Failure to Act. In the event the Planning Committee fails to approve, or modify or disapprove in writing a correctly filed application within thirty (30) days, approval will be deemed granted.

Section 5. Appeal. An applicant may appeal an adverse Planning Committee decision to the Board of Directors who may reverse or modify such decision by a two-thirds (2/3) vote of the Directors.

**ARTICLE XIII**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each officer and director of The Association, in consideration of his services as such, shall be indemnified by The Association to the extent permitted by law against expenses and liabilities reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, which he may be a party by reason of being or having been a director or officer of The Association. The foregoing right of indemnification shall not be exclusive of any other rights to which the director or officer or person may be entitled by law, or agreement, or vote of the Owners or otherwise.

**ARTICLE XIV**  
**FISCAL YEAR**

The fiscal year of The Association shall be established by the Board.

**ARTICLE XV**  
**AMENDMENT**

Section 1. These *Bylaws* may be amended:

- a) By a vote of two-thirds (2/3) of the Directors at any meeting of the Directors duly called for that purpose, provided notice of the meeting and the proposed amendments has been given to the Owners at least fifteen (15) days prior to the meeting, or
- b) At the annual meeting of the Owners, by a vote of a majority of the votes of the Owners who are voting in person or by proxy. Amendments shall become effective upon adoption.

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 *Tanoan Community East Master Restrictions* shall control.

**ADOPTION**

IN WITNESS WHEREOF, the Directors of the TANOAN COMMUNITY EAST ASSOCIATION, INC. have hereunto adopted these Bylaws, this 16<sup>th</sup> day of June, 2014.

**THE TANOAN COMMUNITY EAST ASSOCIATION, INC.**

**ATTEST:**

  
\_\_\_\_\_  
**James Kirkpatrick**  
President  
Board of Directors

  
\_\_\_\_\_  
**Doug Bosomworth**  
Secretary  
Board of Directors

