
BYLAWS OF
EDGEMONT HOMEOWNERS ASSOCIATION, INC.
a New Mexico Non-Profit Corporation

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BY-LAWS OF
EDGEMONT HOMEOWNERS ASSOCIATION

Article One – Name and Location

The name of the Association is **Edgemont Homeowners Association**, hereinafter referred to as the “Association”. The principal office of the corporation shall be located at 6300 Escondido, El Paso, Texas 79912, but meetings of members and directors may be held at such places within Dona Ana County, New Mexico or El Paso County, Texas, as may be designated by the Board of Directors.

Article Two – Definitions

2.01 “Association” shall mean and refer to **EDGEMONT HOMEOWNERS ASSOCIATION, INC.**, a New Mexico Non-Profit corporation, its successors and assigns.

2.02 “Properties” shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

2.03 “Common Area” shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

2.04 “Lot” shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

2.05 “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 part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

2.06 “Covenants” shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the County Clerk of Dona Ana County, New Mexico.

2.07 “Member” shall mean and refer to those persons entitled to membership as provided in the Covenants.

Article Three – Corporate Charter and Bylaws

3.01 Purpose

The purpose of the Corporation as stated in the Articles of Incorporation is to transact any lawful business for which Non-Profit Corporations maybe incorporated under the New Mexico Non-Profit Act. The Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for management, maintenance, preservation and architectural control of the residential lots and common area within that certain tract of property described as:

Lots 1-8, Block A; Lots 1-16, Block B; Lots 1-16, Block C; Lots 1-16, Block D; Lots 1-18, Block E; Lots 1-19, Block F; Lots 1-19, Block G; Lots 1-22, Block H; Lots 1-12, Block I, Lots 1-38, Block J; Lots 1-28, Block K; Lots 1-8, Block L; Lots 1-8, Block M; Lots 1-8, Block N; Lots 1-20, Block O; Lots 1-10, Block P; Lots 1-15, Block Q, Lots 1-4, Block R; Lots 39-54, Block S; and Lots 5-12, Block T of EDGEMONT SUBDIVISION, PHASE, I, II and III, a Subdivision in Sunland Park, Dona Ana County, New Mexico, according to the plat or map thereof filed at Plat Book 22, Pages 431-435, Plat Records, Dona Ana County, New Mexico.

3.02 Registered Agent and Office

The address of the Registered Office provided in the Articles of Incorporation, as duly filed with the State Corporation Commission of New Mexico is: _____.

The name of the Registered Agent of the Corporation at such address, as set forth in its Articles of Incorporation is: National Registered Agents, Inc.

The Registered Agent or Office may be changed by filing a Statement of Change of Registered Agent or Office or Both with the State Corporation Commission and not otherwise. Such filing shall be made promptly with each change. Arrangements for each change in Registered Agent or Office shall ensure that the Corporation is not exposed to the possibility of a default judgment. Each successive Registered Agent shall be of reliable character and well informed of the necessity of immediately furnishing the papers of any lawsuit against the Corporation to its attorneys.

3.03 Business Office

The address of the principal business office of the Corporation is hereby established as: 6300 Escondido, El Paso, Texas 79912.

The Corporation may have additional business offices within the States of New Mexico or Texas as the Board of Directors may from time to time designate.

3.04 Amendment of Bylaws

The Bylaws may be amended by a majority vote of the Board of Directors. Once adopted, the amendment or new Bylaws should be executed by two authorized officers of the Corporation. The Bylaws in effect for the corporation shall be maintained at the Corporation's principal office and shall be subject to inspection and copying by any member or the public. The Corporation may charge a reasonable fee for copying its Bylaws, not to exceed \$1.00 per page.

Article Four – Directors and Directors' Meetings

4.01 Action by Consent of Board Without 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. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

4.02 Telephone Meetings and Votes by E-Mail

Subject to the notice provisions required by these Bylaws and by the Business Corporation Act, Directors may participate in and hold a meeting by means of conference call or similar communication by which all persons participating can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. The members of the Board may also vote by e-mail on issues presented to them by the President of the Board.

4.03 Place of Meetings

Meetings of the Board of Directors shall be held at a convenient location for the members of the Board in the States of New Mexico or Texas.

4.04 Regular Meetings

Regular meetings of the Board of Directors shall be held monthly without notice, or so often as is necessary 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 the meeting shall be held at the same time on the next day which is not a legal holiday.

4.05 Call of Special Meeting

Special meetings of the Board of Directors shall be held when called by the President of the Corporation or by any two Directors, after not less than three (3) days' notice to each member.

Meetings provided for in these Bylaws shall not be invalid for lack of notice if all persons entitled to receive notice consent to the meeting in writing or are present at the meeting and do not object to the notice given. Consent may be given either before or after the meeting.

Upon providing notice, the Secretary or other officer sending notice shall sign and file in the Corporate Record Book a statement of the details of the notice given to each Director. If such statement should later not be found in the Corporate Record Book, due notice shall be presumed.

4.06 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.

4.07 Adjournment and Notice of Adjourned Meetings

A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated hour on a stated day. Notice of the time and place where an adjourned meeting will be held need not be given to absent Directors if the time and place is fixed at the adjourned meeting. In the absence of a quorum, a majority of the Directors present may adjourn to a set time and place if notice is duly given to the absent members, or until the time of the next regular meeting of the Board.

4.08 Conduct of Meetings

At every meeting of the Board of Directors, the President, or in the President's absence, a Vice President designated by the President, or in the absence of such designation, a Chairman chosen by a majority of the Directors present, shall preside. The Secretary of the Corporation shall act as Secretary of the Board of Directors' meetings. When the Secretary is absent from any meeting, the Chairman may appoint any person to act as Secretary of that meeting.

4.09 Powers of the Board of Directors

The Board of Directors shall have power to:

(a) Adopt and publish rules and regulations governing the use of the Common Area 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 Corporation. Such rights may also be suspended after notice and hearing, for a

period not to exceed 60 days for infraction of published rules and regulations;

(c) Exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of the Bylaws, the Articles of Incorporation or the Covenants;

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ a manager, an independent contractor or such other employees as they deem necessary and to prescribe their duties.

4.10 Duties

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, or at any special meeting when such statement is requested in writing by one-fourth (1/4th) of the members who are entitled to vote;

(b) Supervise all officers, agents and employees of this Corporation and to see that their duties are properly performed;

(c) As more fully provided in the Covenants to:

- (1) Fix the amount of the annual and/or monthly assessment against each lot at least thirty (30) days in advance of each annual and/or monthly assessment period;
- (2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual and/or monthly assessment period; and
- (3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after 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 an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain adequate liability and hazard insurance on Property owned by the Corporation;

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

(g) Cause the Common Area to be maintained.

4.11 Board Committees

The Board of Directors may designate an executive committee and one or more other committees to conduct the business and affairs of the Corporation to the extent authorized. The Board shall have the power at any time to change the powers and membership of, fill vacancies in, and dissolve any committee. Members of any committee shall receive such compensation as the Board of Directors may from time to time provide. The designation of any committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

4.12 Transactions with Interested Directors

Any contract or other transaction between the Corporation and any of its Directors (or any corporation or firm in which any of its Directors are directly or indirectly interested) shall be valid for all purposes notwithstanding the presence of that Director at the meeting during which the contract or transaction was authorized, and notwithstanding the Director's participation in that meeting. This section shall apply only if the contract or transaction is just and reasonable to the Corporation at the time it is authorized and ratified, the interest of each Director is known or disclosed to the Board of Directors, and the Board nevertheless authorizes or ratifies the contract or transaction by a majority of the disinterested Directors present. Each interested director is to be counted in determining whether a quorum is present, but shall not vote and shall not be counted in calculating the majority necessary to carry the vote. This section shall not be construed to invalidate contracts or transactions that would be valid in its absence.

4.13 Nomination

Nomination for election to the Board of Directors shall be made by the Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors 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 of Directors 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.

4.14 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 Covenants. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

4.15 Number of Directors

The number of Directors of this Corporation shall be seven (7). No Director need be a resident of New Mexico or a member. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws. Any decrease in the number of Directors shall not have the effect of shortening the tenure which any incumbent Director would otherwise enjoy.

4.16 Term of Office

Directors shall be entitled to hold office until their successors are elected and qualified. Election for all director positions, vacant or not vacant, shall occur at each annual meeting of the members and may be held at any special meeting of members called specifically for that purpose.

4.17 Removal of Directors

Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Corporation. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of the predecessor.

4.18 Vacancies

Vacancies on the Board of Directors shall exist upon the occurrence of any of the following events: (a) the death, resignation, or removal of any Director; (b) an increase in the authorized number of Directors; or (c) the failure of the members to elect the full authorized number of Directors to be voted for at any annual, regular, or special member's meeting at which any Director is to be elected. Vacancies other than those caused by an increase in the number of Directors shall be filled by the members at the next annual meeting or at a special meeting called for that purpose. Upon the resignation of a Director tendered to take effect at a future time, the Board or the members may elect a successor to take office when the resignation becomes effective.

4.19 Compensation

No Director shall receive compensation for any service he may render to the Corporation. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

4.20 Indemnification of Directors and Officers

As provided in Article Seven of the Articles of Incorporation of this Corporation, the Board of Directors shall authorize the Corporation to fully indemnify any Director or officer or former Director or officer of the Corporation made a party to any proceeding by reason of the fact that said person to be indemnified is or was a Director or officer of the Corporation. This indemnity from the Corporation to all of its Directors and officers or former Directors and officers shall be to the fullest extent authorized by Section 53-8-26 NMSA 1978, as now in existence and as may hereafter be amended.

In no event shall any Director or officer of the Corporation or former Director or officer of the Corporation be liable to the Corporation or its members for monetary damages for any act or omission in that officer or Director's capacity as an officer or Director of the Corporation, except to the extent otherwise provided by a statute of the State of New Mexico.

As may be provided in the Bylaws of the Corporation, the Board of Directors of the Corporation shall have the power to further define the requirements and limitations for the Corporation to indemnify Directors, officers or others related to the Corporation. In the event of a conflict between the Corporation's Bylaws and the Articles of Incorporation, the Articles of Incorporation shall control.

4.21 Insuring Directors, Officers and Employees

The Corporation may purchase and maintain insurance on behalf of any Director, officer, employee or agent of the Corporation, against any liability asserted against that person or the Corporation.

Article Five – Members' Meetings

5.01 Annual Meetings

Annually, at a date designated by the Board of Directors, a special meeting of the members shall be held at a location convenient to Edgemont either within the estates, Dona Ana County, New Mexico or El Paso County, Texas.

5.02 Notice of Meetings

The President, the Secretary, or the officer designated by the Board of Directors calling a member's meeting, shall give notice or cause it to be given, in writing to each Director and to each member entitled to vote at the meeting at least 30 but not more than 60 days before the date of the meeting. Such notice shall state the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called. Such written notice may be given personally, by mail, or by other means including e-mail. Meetings provided for in these Bylaws shall not be invalid nor the action taken therein invalid for lack of notice of all persons entitled to notice consent to the meeting in writing or are present at the meeting in person or by proxy and do not object to the notice given. Consent may be given either before or after the meeting. Notice may be waived by written waiver signed either before or after the meeting by those persons attending and voting.

5.03 Proxies

A member may vote either in person or by proxy executed in writing by the member or his or her duly authorized attorney in fact. Unless otherwise provided in the proxy or by law, each proxy shall be revocable and shall not be valid after 11 months from the date of its execution.

5.04 Voting by Voice or Ballot

Elections for Directors need not be by ballot unless a member demands election by ballot before the voting begins.

5.05 Conduct of Meetings

Meetings of the members shall be chaired by the President, or, in the President's absence, a Vice President designated by the President, or, in the absence of such designation, any other person chosen by a majority of the members of the Corporation present in person or by proxy and entitled to vote. The Secretary of the Corporation, or, in the Secretary's absence, an Assistant Secretary, shall act as Secretary of all meetings of the members. In the absence of the Secretary or Assistant Secretary, the Chairman shall appoint another person to act as Secretary of the meeting.

5.06 Special Meetings

A special members' meeting may be called at any time by: (a) the President; (b) the Board of Directors; or (c) one or more members owning ten (10) lots. Such meeting may be called for any purpose. The party calling the meeting may do so only by written request sent by registered mail or delivered in person to the President or Secretary. The officer receiving the written request shall within ten (10) days from the date of its receipt cause notice of the meeting to be

sent to all the members entitled to vote at such a meeting. If the officer does not give notice of the meeting within ten (10) days after the date of receipt of the written request, the person or persons calling the meeting may fix the time of the meeting and give the notice. The notice shall be sent pursuant to Section 3.04 of these Bylaws. The notice of a special members' meeting must state the purpose or purposes of the meeting and shall be limited only to those purposes plainly stated in the notice notwithstanding any other provisions herein.

Article Six - Officers and Their Duties

6.01 Enumeration of Officers

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

6.02 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 members.

6.03 Term

The officers of this Corporation shall be elected annual by the Board of Directors and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

6.04 Special Appointments

The Board may elect such other officers as the affairs of the Corporation 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.

6.05 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 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.

6.06 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/she replaces.

6.07 Multiple Offices

The office of the Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices to section 6.04 of this Article.

6.08 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 leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

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 other duties as may be required by him/her by the Board.

Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meeting of the Board and of the members; keep appropriate current records showing the members of the Corporation together with their addresses; and shall perform such other duties as required by the Board.

Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Corporation; keep proper books of account; cause an annual audit of the Corporation books to be made by a public accountant at the completion of each fiscal year; 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.

Article Seven – Corporate Books and Records

The books, records and papers of the Corporation 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 Corporation shall be available for inspection by any member at the principal office of the Corporation, where copies may be purchased at reasonable cost.

Article Eight – Assessments

As more fully provided in the Covenants, each member is obligated to pay to the Corporation annual and special assessments which are secured by a continuing lien upon the property 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, the assessment shall bear interest from the date of delinquency at the rate of 12% per annum and the Corporation may begin an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his lot.

Article Nine – Miscellaneous Provisions

9.01 Corporate Seal

The Board of Directors, if desired, shall prescribe a suitable seal for the Corporation.

9.02 Amendments

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 Covenants and these Bylaws, the Covenants shall control.

9.03 Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of each year, except that the first fiscal year shall begin on the date of incorporation.

9.04 Notice of Waiver

Any notice required by law or by these Bylaws may be waived by execution of a written waiver of notice executed by the person entitled to the notice. The waiver may be signed before or after the meeting.

Certification

We, the undersigned, do hereby certify:

That we are officers of the EDGEMONT HOMEOWNERS ASSOCIATION, INC. and are authorized by the Board of Directors to sign these Bylaws.

Director

Director