

EXISTING		REVISED
Bylaws ARTICLE I. Name	Changes	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.	<ul style="list-style-type: none"> Deleted location of office, which is more appropriate for Procedures. Moved dissolution to its own Article X and added requirements. 	The name of this nonprofit association, incorporated under the Nonprofit Corporation Act in the State of New Mexico, shall be the Sandia Heights Homeowners Association (hereinafter referred to as "Association").
Bylaws ARTICLE II. Purpose		Bylaws ARTICLE II. Purpose
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.	Modified to improve alignment with Articles of Incorporation.	<p>The purposes of the Sandia Heights Homeowners Association are to advance the common interests, well-being, and quality of life of the lot owners of record within the Sandia Heights Development.</p> <p>The Association is responsible for enforcing the Unit Covenants that preserve the natural, architectural, and environmental integrity of Sandia Heights. The Association also collaborates with the Architecture Control Committee, which administers and maintains Unit Covenant design standards and guidelines.</p> <p>1 Declaration of Covenants, Conditions, and Restrictions hereinafter shall be referred to as the "Covenants."</p>
		Bylaws ARTICLE III. Lot Owners, Covenants, and Community Standards.
Section 3.1 (a) 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.	<ul style="list-style-type: none"> Modified to establish explicit recognition of recorded covenants governing Sandia Heights units and clarifies owner obligation to comply. Moved membership requirements to Article IV 	<p>Section 3.1 Definition of Lot Owners.</p> <p>Lot owners are homeowners, landowners, or other legally recognized entities holding title to property in Sandia Heights. Sandia Heights is defined as the area bounded on the north by the Sandia Pueblo and the Cibola National Forest, on the east by the National Wilderness boundary, on the south by Simms Park Road NE, and on the west by Tennyson Street NE.</p> <p>Section 3.2 Covenants and Community Standards.</p> <p>All lots within Sandia Heights are subject to recorded Unit Covenants that run with the land and bind all owners and occupants. These Covenants establish design, character, and use standards that help preserve the distinctive environment of Sandia Heights.</p> <p>Section 3.3 Owner Responsibilities.</p>

		Lot owners shall read and understand the Unit Covenants applicable to their lot(s) to ensure that their property and all occupants comply with Covenant requirements and standards.
Bylaws ARTICLE III. Members		Bylaws ARTICLE IV. Members
Section 3.1 (b) Membership in the Association shall be effective upon payment of dues.	<ul style="list-style-type: none"> • Modified to clarify member definition • Inserted new member responsibilities regarding Assoc. rules and complying with Code of Conduct • Inserted new definition of member benefits 	<p>Section 4.1 Membership Requirements. Members in the Association shall be lot owners within Sandia Heights who are current in the payment of dues.</p> <p>Section 4.2 Member Responsibilities. In addition to the responsibilities set forth in the Unit Covenants applicable to their lot(s), members shall also ensure that their property and its occupants comply with any duly adopted Association rules.</p> <p>Section 4.2.1 Member Decorum. Members are responsible for complying with the Association's Code of Conduct for Residents at all Association meetings and events. If any member fails to comply with the Code of Conduct or disrupts Association proceedings, the Board or the President may impose sanctions as provided in the Association's internal procedures, consistent with <i>Robert's Rules of Order Newly Revised</i> (current edition).</p>
		<p>Section 4.3 Member Benefits. Members may serve on the Board of Directors and Association committees, submit projects to the Architectural Control Committee (ACC) at no cost, submit covenant violation complaints, vote on matters requiring member approval, and receive other benefits as may be established by the Board from time to time.</p>
<u>Section 3.2 Voting Rights.</u> 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.	<ul style="list-style-type: none"> • Modified to improve consistency with member definition • Included absentee voting 	<p>Section 4.4 Voting Rights. Each member household is entitled to one vote, regardless of the number of lots owned. Absentee voting is permitted, as defined by internal procedures adopted by the Board.</p>
<u>Section 3.3 Dues.</u> 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 thirty (30) days prior to any scheduled Board vote thereon.	Modified to align with member definition. Moved information about setting dues and their purpose and notice about increases to Section 9.2	<p>Section 4.5 Dues. Each member household pays one set of dues, regardless of the number of lots owned in Sandia Heights.</p>

EXISTING		REVISED
Bylaws ARTICLE V. Officers	Changes	Bylaws ARTICLE V. Officers
<p><u>Section 4.1 Officers.</u> 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, 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.</p>	<ul style="list-style-type: none"> • Inserted new qualification requirements for President/Vice President • Modified term to be two-year with optional one-year extension • Deleted discretionary “Board may redefine duties” clause to preserve officer role clarity. 	<p>Section 5.1 Officers. The Officers of the Association shall be a President, Vice President, Secretary, and Treasurer.</p> <p>Section 5.2 Qualifications. To qualify for the office of President or Vice President, an Association member shall have served on the Board of Directors for at least one (1) year, unless this requirement is waived by a three-quarters (3/4) vote of the Board present.</p> <p>Section 5.3 Term of Office. The term of office for all Officers is two (2) years. The Board may, by a three-quarters (3/4) vote of the Board present, extend an Officer’s term by one (1) additional year.</p>
<p><u>Section 4.2 Election of Officers.</u> The election of Officers-elect shall be conducted at the December meeting by a majority vote of a quorum of the Board. The Officers-elect shall take office immediately following the end of the February Annual meeting. Each person elected as an Officer shall continue in office through the next Annual Meeting after 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.</p>	<p>Inserted:</p> <ul style="list-style-type: none"> • Nominating Committee role • Information on President vacancy and established clear timeframe for filling vacancies. 	<p>Section 5.4. Nomination and Election. The Nominating Committee shall present the proposed officer slate at the November Board meeting. Officers shall be elected at the December Board meeting by a majority ballot vote of the Board present. Newly elected Officers shall assume office at the close of the Annual meeting.</p> <p>Section 5.5 Vacancies. If the President is unable to complete a full term, the Vice President shall serve as President <i>pro tem</i>. Any vacant officer position shall be filled within thirty (30) days by a majority vote of the Board present to complete the current term of the officer.</p>
<p><u>Section 4.3 Appointment of Additional Officers.</u> 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).</p>	<p>Deleted section to streamline governance and avoid ad-hoc positions.</p>	<p><i>Omitted.</i></p>
	<p>Inserted new general statement of common officer duties and reporting requirements.</p>	<p>Section 5.6 Duties. Officers shall perform the duties prescribed by these Bylaws, Board-approved documents, and other governing documents. All Officers shall present a report at each monthly Board meeting and an annual summary report at the Annual Meeting. Each full report shall be filed in the <i>Official Record Book</i>.</p>

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<p><u>Section 4.4 President.</u> 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.</p>	<p>Inserted:</p> <ul style="list-style-type: none"> • Clarity on executive authority • Oversight of paid staff 	<p>Section 5.6.1 President. The President is the chief executive officer of the Association and shall:</p> <ul style="list-style-type: none"> • Chair the Executive Committee with full voting rights. • Oversee and direct the work of paid administrative staff. • Serve as the official spokesperson for the Association. • Exercise general executive authority over the affairs and property of the Association and perform all duties incident to the office of President or assigned by the Board. • Serve as a non-voting, ex-officio member of all committees except the Nominating Committee and shall not be counted toward committee quorum. • Execute financial documents of the Association along with the Treasurer.
<p><u>Section 4.5 Vice President.</u> 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.</p>	<p>Modified to include Nominating Committee chair and Board member training.</p>	<p>Section 5.6.2 Vice President. The Vice President shall:</p> <ul style="list-style-type: none"> • Support the President and assume leadership duties in the President's absence or at the President's request. • Serve as the chair of the Nominating Committee and engage the Committee when Board vacancies arise. • Oversee the training and orientation of all new Board members.
<p><u>Section 4.6 Treasurer.</u> 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.</p>	<p>Inserted Finance Committee leadership role</p> <p>Modified:</p> <ul style="list-style-type: none"> • Clarified financial oversight role • Aligned responsibilities with nonprofit financial standards. 	<p>Section 5.6.3 Treasurer. The Treasurer is the chief financial officer of the Association and shall:</p> <ul style="list-style-type: none"> • Oversee the financial health of the Association, including the care and custody of all Association funds and records. • Chair the Finance Committee. • Prepare and present regular financial reports to the Board and an annual financial report to the membership. • Oversee the preparation and timely filing of required state and federal financial and tax filings. • Oversee annual financial reviews as required by Board policy or law.

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Bylaws ARTICLE V. Officers	Changes	Bylaws ARTICLE V. Officers
<p><u>Section 4.7 Secretary.</u> 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 final review of the SHHA newsletter as the Executive Committee's designee. The Secretary shall perform the duties normally incident to the office of Secretary.</p>	<p>Inserted:</p> <ul style="list-style-type: none"> • Document retention Specific timing of notification <p>Modified: moved review of GRIT to procedures</p>	<p>Section 5.6.4 Secretary. The Secretary shall:</p> <ul style="list-style-type: none"> • Ensure the Association's records are accurate and preserved. • Establish proper procedures for handling all official communications and documentation. • Ensure that the minutes of all meetings of the members and the Board are taken and recorded in the <i>Official Record Book</i>. • Ensure all governing documents and official documents are properly filed, retained, and destroyed per retention requirements. • Maintain an up-to-date listing of the Association's community and governing documents. • File official documents with the appropriate State and County offices. • Ensure that the agenda for each Board meeting is published on the Association website no later than three (3) business days before the meeting.
<p><u>Section 4.8 Removal of an Officer for Cause Other Than Unexcused Absences.</u> Directors who are also Officers may only be removed by the Board.</p>	<ul style="list-style-type: none"> • Modified: More detail on why and how to remove, including voting threshold • Inserted new referral to 7.14 to also remove as a Director 	<p>Section 5.7 Removal of an Officer. An Officer may be removed from their Officer position, with or without cause, by a three-quarters (3/4) vote of the Board present. Removal from an Officer position does not remove the individual as a Director unless the Board also acts under Section 7.14.</p>

EXISTING		REVISED
ARTICLE V. Association Meetings	Changes	ARTICLE VI. Association Meetings
Section 5.1. Annual Meeting	Inserted:	Section 6.1 Annual Meeting.
An Annual Meeting of the Association shall be held on a Saturday in February 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.	<ul style="list-style-type: none"> Clarified that “Association Meetings” refer to membership meetings (not Board meetings) Increased notice period from 14 to 30 days for consistency with other sections and improved member transparency 	<p>Association Meetings include all members. Board Meetings are covered in Article VII.</p> <p>An Annual Meeting of the Association shall be held on a Saturday each February for the election of Directors, the presentation of reports, and the transaction of other business that may properly come before the membership. Notification of the time, place, and agenda shall be provided to all members not less than thirty (30) days prior to the meeting.</p>
Section 5.2 Special Meetings of the Association		Section 6.2 Special Meetings.
5.2.1 Calling a Special Meeting		6.2.1 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.	<ul style="list-style-type: none"> Modified: Lowered the member petition requirement from 40 to 25 households to increase accessibility Added notice requirement from 5.2.2 	<p>A Special Meeting of the Association may be called by:</p> <ul style="list-style-type: none"> the President, any three (3) members of the Executive Committee, any four (4) Directors, or a written petition of at least twenty-five (25) member households. <p>Notice of the time, place, and purpose of the meeting shall be provided to all members no less than thirty (30) days prior to the meeting. Only the business stated in the notice shall be conducted.</p>
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.	Moved notification requirements to new Section 7.3, which defines active and passive communication methods for notification.	
5.3 Quorum Requirements		Section 6.3 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.	Modified to be consistent with new member definition.	<p>A quorum for any Annual or Special Meeting of the Association shall consist of both:</p> <ul style="list-style-type: none"> at least twenty-five (25) member households, and a majority of the Board of Directors.
		Section 6.4 Meeting Format.
	Inserted Section to increase flexibility by allowing for electronic or hybrid meetings.	Association meetings may be held in person or via any method allowing real-time communication, including electronic means, providing that every participating member may hear and be heard.

EXISTING		REVISED
ARTICLE V. Association Meetings	Changes	ARTICLE VI. Association Meetings
		Section 6.5 Meeting Order and Decorum.
	Inserted new Section with reference to Section 4.2.1 Member Decorum applicable to all meetings	The President shall have the authority to maintain order and decorum at all Association meetings and may take actions as are reasonably necessary to ensure the orderly conduct of business as described in Section 4.2.1.

EXISTING		REVISED
ARTICLE VII. Board of Directors	Changes	ARTICLE VII. Board of Directors
Section 6.1 Director Qualifications.		Section 7.1 Director Qualifications.
Election/Appointment to the Board requires being a property owner within Sandia Heights and a member of the SHHA.	Modified to emphasize that directors must be members and are volunteers and to remove the duplicate statement that member also be a property owner.	All Directors serving on the Board are volunteers and must be members of the Association.
Section 6.2 Responsibility.		Section 7.2 Responsibilities.
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 New Mexico Homeowners Act, 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 and the New Mexico Homeowners Act available for use within the office by any Director.	Modified to remove detailed items that should be in the Board Handbook and in the Procedures and to emphasize principle-based accountability and fiduciary responsibilities.	All Directors shall act in the best interests of the Association and its members. Directors shall: <ul style="list-style-type: none"> • Follow the Association's governing documents and applicable laws, including the New Mexico Nonprofit Corporation Law. • Assume accountability and fiduciary responsibilities for the Association. • Put the Association's interests above personal or private interests and avoid conflicts of interest. • Attend meetings regularly and serve on at least one standing committee. • Be informed, prepared, and thoughtful in making decisions for the community.
		Section 7.3 Communication with Members.
	Inserted new Section to be very specific on methods of communication from several Articles <ul style="list-style-type: none"> • Distinguishes between passive and active notice methods • Referred to later in Bylaws. 	The Board may communicate with members through passive and active methods. <ul style="list-style-type: none"> • Passive communication includes articles and notices published in the Association newsletter or postings to the Association website and is appropriate for non-critical notifications. • Active communication includes USPS mailings and electronic mailings. USPS mailings are required for notifications that have significant impact on a majority of lot owners.
Section 6.3 Management.		Section 7.4 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.	Modified to use active voice.	The Board of Directors, assisted by its Standing and Special Committees, shall manage the affairs of the Association. Officers, Directors, and committees shall have only those powers specifically delineated in the Article of Incorporation, various Covenants, these Bylaws, the Board-approved committee charters, or expressly assigned by the Board or Executive Committee.
		Section 7.4.1 Special Task Management.

EXISTING		REVISED
ARTICLE VII. Board of Directors	Changes	ARTICLE VII. Board of Directors
	Moved from old Section 7.6	The Board may assign specific tasks to one or more individuals who must be members of the Association but are not required to be Directors. The individuals shall report to the President or Board as necessary or as requested.
		Section 7.5 Board Structure and Staggered Seats.
	<ul style="list-style-type: none"> • Inserted new section that introduces the concept of Director positions and staggered seats and defines new terms • Clarified that terms stay with the seat, not the individual • Board will maintain staggered terms for annual uniformity 	<p>The Board consists of Director positions, each seat carrying its own three-year term cycle. Each Director is elected or appointed to a specific seat, and that seat's term expiration date does not change due to turnover.</p> <p>To promote continuity, the Board shall maintain a staggered structure so that, to the extent practicable, approximately one-third (1/3) of all seats expire each year. The Board shall maintain an internal assignment of seats to preserve these staggered terms and to support vacancy appointments.</p> <p>A Director may serve no more than two (2) full consecutive terms, not including interim service of less than one (1) year. A term limitation may be waived for an individual Director by a three-quarters (3/4) vote of the Board present at a regular meeting.</p>
Section 6.4 Number of Directors.		Section 7.6 Composition.
The Board shall consist of a minimum of eleven (11) Directors. The number of Directors may be adjusted between eleven (11) 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 eleven (11) nor more than twenty-five (25) Directors.	Modified to replace the current maximum Board size of 25 to 15, which is more practical and effective	<p>The Board shall contain fifteen (15) Director positions.</p> <p>At least eleven (11) Director positions must be filled to conduct business.</p> <p>The Board may, by majority vote of Directors present, fill any vacant Director position within the fifteen-seat structure at any regularly scheduled meeting. Seat assignments and term expirations must be maintained to preserve staggered terms and support vacancy appointments.</p>
	Inserted new Section to divide Interim Directors into two categories and clarify authority.	Section 7.7 Interim Directors.
		Section 7.7.1 Replacement Interim Directors.
	Modified requirement that replacement Interim Directors don't need to be elected by members.	If a Director leaves before the end of the three-year term, the Board may, by majority vote of Directors present, appoint an Interim Director to serve the unexpired portion of that term. A replacement Interim Director does not require election by the membership until the seat's term expires.
		Section 7.7.2 Interim Directors for Previously Unfilled Seats.
	Inserted new section to define when Interim Directors for Unfilled Seats stand for election.	If the Board elects to fill a Director position that was previously authorized under Section 7.5 but intentionally left unfilled and not vacated by the departure of a Director during an active term, the Board shall appoint an Interim Director to serve until the next Annual Meeting when the position shall be included on the ballot as defined in Section 7.9.
		Section 7.7.3 Authority of Interim Directors.

EXISTING		REVISED
ARTICLE VII. Board of Directors	Changes	ARTICLE VII. Board of Directors
	Inserted new section to define authority of Interim Directors that was missing.	Upon appointment, Interim Directors are full voting Directors with authority to vote on all Board matters.
Section 6.5 Annual Board Nominations.		Section 7.8 Nominations.
6.5.1 Nominating Process.		Section 7.8.1 Nominating Process.
No later than October of each year, the Board shall determine which Officer positions need to be filled. No later than November 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 December 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.	Modified section to what is needed, remainder went into procedure.	The Nominating Committee shall notify the membership in October of the number of Director positions that will be open for election. Biographies of qualified candidates shall be published at least thirty (30) days before the Annual Meeting.
6.5.2 Nominations by the Membership.		Section 7.8.2 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.	Modified section to add self-nomination explicitly.	Members may nominate candidates, including self-nominations, in writing no later than two (2) months before the Annual Meeting. Nominations from the floor at the Annual Meeting are not permitted..
6.5.3 Candidate Statements.		
Nominees shall submit a short statement/bio that will be published prior to the election.	Moved to 7.8.1.	
Section 6.6 Election of Directors.		Section 7.9 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, or by the Board at any Board Meeting to fill the remaining term of a resigned Board Member. 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.	Modified: Replaced the prior plurality system with a majority vote • Tied elections to specific seats in the staggered structure and listed who appears on the ballot	At each Annual Meeting, the Members shall elect one Director for each open seat, by majority vote of Members present, including those voting by absentee ballot. The following individuals shall stand for election: <ol style="list-style-type: none"> 1. Director candidates for open Director positions including any Interim Directors appointed to previously unfilled positions; 2. Incumbent Directors seeking election to a second full term; and 3. Replacement Interim Directors whose assigned seat term expires that year. In any given year, the number of open Director positions should comply with the staggered terms defined in Section 7.5. Directors elected at the Annual Meeting take office at the close of the meeting.
Section 6.7 Board Meetings.		Section 7.10 Board Meetings.

EXISTING		REVISED
ARTICLE VII. Board of Directors	Changes	ARTICLE VII. Board of Directors
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 or that Board meetings may be closed as to certain members; if this is required to protect privacy of individuals or to discuss matters in Executive Session as a precautionary measure to protect members at any Board meeting from a perceived or actual threat of physical danger, for safety purposes, or to prevent or germinate perceived disruptive or abusive conduct. The topic of discussion in such closed meeting or portions thereof shall be noted in the Board's Meeting minutes.	<p>Modified to establish and clarify requirements for Board meetings.</p> <p>Moved Executive Sessions in to a separate Section 7.10.1.</p> <p>Eliminated "threat of physical danger"</p>	<p>The Board shall meet monthly. The Annual meeting may take the place of a February meeting. Meetings are normally open to the membership.</p> <p>A schedule of regular meetings shall be published each December for the following year. Notice of date, time, and place of each Board meeting shall be posted on the website. Directors shall receive notice by email not less than seven (7) days before each meeting.</p>
6.7.1 Threat of Physical Danger. Threat of Physical Danger.	Deleted old 6.7.1.	Section 7.10.1 Executive Sessions.
A perceived or actual threat of physical danger included, but is not limited to, perceived or actual verbal or nonverbal action or threats and includes any verbal or nonverbal reference to or action involving any weapon such as a knife, handgun, shotgun, rifle, or bomb, or any verbal or nonverbal reference to or action involving ammunition, where loaded or spent. A decision as to where there is a threat of danger shall be made in good faith after reasonable consideration of the circumstances and the best interest of the members, and the decision can also be made immediately if a threat appears imminent or circumstances are exigent.	<ul style="list-style-type: none"> Deleted references to violence and threats since these are covered in the Association's Code of Conduct, which is referenced in Sections 4.2.1 and Section 7.10.2. Inserted new Section on Executive Sessions to establish conditions and requirements. <p>Added conditions when necessary to contact homeowner</p>	<p>The Board of Directors may enter Executive Session during any regular or special Board meeting at the request of any Board member. Executive Sessions are limited to matters requiring confidentiality, including personnel issues, covenant enforcement, and litigation.</p> <p>The topic to be discussed must be stated and entered into the minutes before entering Executive Session. While the discussion is confidential, any resulting actions or decisions shall be announced in open session and recorded in the meeting minutes.</p> <p>If the Board anticipates making a decision that directly affects a lot owner, the lot owner shall be notified and given the opportunity to be heard prior to the session.</p>
6.7.2 Written Submissions to the Board.		Section 7.10.2 Meeting Decorum.
If a Board meeting (s) is closed to a certain member ("Closed Member") in a situation that is not exigent, the Board will provide the Closed member with written notice that Board meeting(s) are closed to the Closed Member. In an exigent situation, the notice will be sent subsequent to the situation. The Closed Member may provide the Board with a written submission of three pages or less no later than 24 hours prior to any Board meeting regarding Board business, and that submission will be read to the Board by a Board member at the meeting. If the submission does not relate to Board business, the Board may decline to read the submission.	<p>Deleted concept of Closed members.</p> <p>Inserted new Section with reference to Section 4.2.1 Member Decorum applicable to all meetings</p>	The President shall have the authority to maintain order and decorum at all Board meetings and may take such actions as are reasonably necessary to ensure the orderly conduct of business as described in Section 4.2.1.
Section 6.8 Special Board Meetings.		Section 7.11 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.	Modified wording to clarify requirements.	<p>The President may call a Special Board Meeting at any time or shall do so at the written request of at least twenty percent (20%) of the Directors then in office. The President shall notify the members of the purpose of the meeting using active communication per Section 7.3.</p> <p>Only the business stated in the notice may be conducted.</p>

EXISTING		REVISED
ARTICLE VII. Board of Directors	Changes	ARTICLE VII. Board of Directors
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.	<p>Removed requirement for individual notification of Directors for each meeting.</p> <p>Moved requirement to publish meeting schedule on website to Section 7.10.</p>	
Section 6.10 Quorum Requirements.		Section 7.12 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. Directors may participate in a Board meeting in person or by electronic means, such as conference telephone.	Modified to clarify quorum requirements.	A quorum of the Board is a majority of the total number of Directors then serving. Quorum is determined at the beginning of the meeting and, once established, continues for the remainder of the meeting. Directors may participate through any method allowing real-time communication, including electronic means.
Section 6.11 Business Transactions.	Deleted section.	
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.	<p>Moved agenda responsibilities to Secretary in Section 5.6.4.</p> <p>Move requirement to comply with Nonprofit Corporation law to Section 7.2 and Section 11.1.</p> <p>Move requirement to comply with Bylaws to Section 7.2.</p>	
Section 6.12 Voting.		Section 7.13 Voting.
Except as may be otherwise provided in these Bylaws, a majority vote of the quorum present, including proxies and those present via electronic means, 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).	<ul style="list-style-type: none"> Modified: Clarified voting requirements Inserted prohibition on proxy and absentee voting for Board 	<p>Pre-publicized motions included in the meeting materials distributed before the meeting may be adopted by a majority vote of the quorum present, including Directors participating through an authorized electronic format.</p> <p>Motions not included in the pre-meeting materials may only be considered when the matter is exigent or time-sensitive, and adoption requires a two-thirds (2/3) vote of the Board present.</p> <p>Proxy and absentee voting by Directors is not permitted.</p>
Section 6.13 Resignation and Removal of Directors.		Section 7.14 Resignation or Removal of a Director.
6.13.1 Resignation.		Section 7.14.1 Resignation.

EXISTING		REVISED
ARTICLE VII. Board of Directors	Changes	ARTICLE VII. Board of Directors
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.	<ul style="list-style-type: none"> • Inserted new requirement for written notice • Moved consequences of missed meetings to Section 7.14.2. <p>Modified period of ineligibility after resignation</p>	<p>A Director may resign at any time with written notice to the President.</p> <p>A Director who is also a committee chair may remain in the chairperson <i>pro tem</i> position, not to exceed four (4) months. The replacement chair shall be appointed by the Board.</p> <p>Any Director who resigns is not eligible to serve on the Board again for a period of twelve (12) months.</p>
6.13.2 Removal of a Director by the Board for Cause Related to Absences.		Section 7.14.2 Removal of a Director.
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 (March through February) 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.	Combined sections 6.13.2 and 6.13.3 into new Section, which extends causes for removal and adds requirements for notification	<p>A Director may be removed with or without cause by a three-quarters (3/4) vote of the Board present.</p> <p>For purposes of this section, cause may include, but is not limited to:</p> <ul style="list-style-type: none"> • a pattern of absences from regular Board meetings that materially impairs the Director’s ability to fulfill the Director’s duties or the Board’s ability to conduct business; • violations of fiduciary duties; or • conduct inconsistent with the Association’s governing documents or adopted Codes of Conduct. <p>Before removal, the Board shall provide reasonable notice that removal will be considered and afford the Director an opportunity to be heard, in accordance with the Association’s internal procedures and <i>Robert’s Rules of Order Newly Revised</i> (current edition).</p> <p>The Board may issue a written notice to any Director whose attendance or participation has become inconsistent, advising that continued absences or lack of engagement may result in removal from the Board.</p>
6.13.3 Removal of a Director (non-officer) by the Board or Membership.	Deleted section.	
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).	Deleted because nothing in Nonprofit Corp Act mentions Directors, only officers.	
Section 6.14 Addition/Replacement of Directors.		
The Board may vote to replace any Director who has resigned or who has been removed. The term to be served by the new Director shall be the remainder of the term of the Director who is being replaced; 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.	Moved to Section 7.7, which consolidates all nomination and replacement information in one place	

EXISTING		REVISED
ARTICLE VII. Board of Directors	Changes	ARTICLE VII. Board of Directors
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.	Moved to Section 9.5 Article IX consolidates all Financial requirements	
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.	Moved to Section 9.7 Article IX consolidates all Financial requirements	
		Section 7.15 Prior Board Actions in Effect.
	Moved from Section 8.7 because it belongs with other requirements for Board of Directors.	All motions, resolutions, and policies, and current contracts approved or passed by prior Boards remain in effect upon ratification of these Bylaws unless determined to materially conflict with these Bylaws. If a conflict is identified, the conflicting motion shall be declared null and void and may be replaced by the Board as necessary.

EXISTING		REVISED
Bylaws ARTICLE VIII. COMMITTEES	Change(s)	Bylaws ARTICLE VIII. COMMITTEES
Section 7.1 Standing Committees General Procedures.		Section 8.1. Standing Committees.
Standing Committees are those established under this section of these Bylaws, with the Committee name subject to change by the Board, at the discretion of the Committee Chair. Committee meetings may be open or closed, certain portions open or closed, or closed as to certain members; if this is required to protect the privacy of individuals, as a precautionary measure to protect the members at any Committee meeting from a perceived or actual threat of physical danger, for safety purposes, or to prevent or terminate perceived disruptive or abusive conduct. 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.	<ul style="list-style-type: none"> • Modified: Inserted clear definition of Standing Committee that depends on Board authority and operate by charter • Inserted new concept of Standing Committees Exercising Board Authority per the Nonprofit Corp Act • Moved requirements for Committee meetings to Section 8.8 	<p>Standing Committees are permanent committees established by the Board needed to support the ongoing business and mission of the Association. All Standing Committees operate under authority delegated by the Board and within the scope defined in these Bylaws and their Board-approved charters.</p> <p>For purposes of these Bylaws, any Standing Committee that the Board expressly delegates authority to “have and exercise the authority of the Board,” as permitted under the New Mexico Nonprofit Corporation Act, shall be referred to as a Standing Committee exercising Delegated Board Authority. The Board shall conduct an annual review of all Standing Committees to determine whether they should continue, be revised, suspended, or discontinued.</p>
7.1.1 Committee Members.	Deleted section.	
Section 7.1.1	Deleted section.	
Threat of Physical Danger. A perceived or actual threat of physical danger included but is not limited to, perceived or actual verbal or nonverbal actions or threats and includes any verbal or nonverbal reference to or action involving any weapon such as a knife, handgun, shotgun, rifle or bomb, or any verbal or nonverbal reference to or action involving ammunition, whether loaded or spent. A decision as to whether there is a threat of danger shall be made in good faith after reasonable consideration of the circumstances and the best interests of the members, and the decision can also be made immediately if a threat appears imminent or circumstances are exigent.	<p>Deleted “threat of physical danger” section. .</p> <p>Inserted new Section with reference to Section 4.2.1 Member Decorum applicable to all meetings</p>	
7.1.2 Written Submissions to the Committee.		
Written Submissions to the Committee. If a committee meeting(s) is closed to a certain member (“Closed Member”) in a situation that is not exigent, the Committee Chair will provide the Closed Member with written notice that the Committee meeting(s) are closed to the Closed Member. In an exigent situation, the notice will be sent subsequent to the situation. The Closed Member may provide the Committee Chair with a written submission of three pages or less no later than 24 hours prior to a committee meeting regarding Committee business, and that submission will be read to the Committee by the Committee Chair. If the submission does not relate to Committee business, the Committee Chair may decline to read the submission.	<p>Deleted concept of Closed members.</p> <p>Inserted new Section with reference to Section 4.2.1 Member Decorum applicable to all meetings</p>	
		Section 8.2 The Architectural Control Committee (ACC).

EXISTING		REVISED
Bylaws ARTICLE VIII. COMMITTEES	Change(s)	Bylaws ARTICLE VIII. COMMITTEES
	<ul style="list-style-type: none"> • Inserted new Section 8.2 to address ACC authority • Inserted relationship to SHHA • Inserted requirement to notify Board in potentially litigious situations 	<p>Section 8.2.1. Covenant-Derived Authority. The ACC derives certain authority directly from recorded Covenants applicable to specific Units. To the extent such recorded Covenants grant authority to the ACC independent of the Association, the ACC shall exercise that authority in accordance with such Covenants, and nothing in these Bylaws shall be construed to limit or supersede that authority.</p> <p>Section 8.2.2. Duties and Functions. The ACC performs duties assigned under the applicable Unit Covenants, including review and approval of construction and exterior modification applications, and performs additional responsibilities as set forth in its charter.</p> <p>Section 8.2.3. Relationship to the Association. The ACC may also function as a standing committee of the Association for purposes of administrative coordination and support. Operational procedures shall follow Association policies unless they conflict with covenant-based authority.</p> <p>Section 8.2.4. Notice to the Board. The ACC shall inform the Board of any matter that is or may become litigious, or that involves significant homeowner objection or controversy.</p> <p>Section 8.2.5. Survival of Covenant Authority. The ACC derives authority from recorded Unit covenants, which remain even if the Association were dissolved.</p>
		Section 8.3. Special Committees
	Moved from Section 7.4.	The Board may establish special committees to perform specific, time-limited tasks. Each special committee shall have a defined purpose, deliverables, and a specified end date, and shall be dissolved upon submission and acceptance of its report to the Board.
7.1.3 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.	Moved to Section 8.4.1	
7.1.4 Directors' Participation on Committees.	Moved content to other sections.	
All Directors except for the President shall serve on at least one (1) Standing Committee. 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.	Moved requirement to serve on committees to Section 7.2. Moved election of Committee Chairs to Section 8.4.	
	Inserted new elevated Section 8.4 to describe appointments and composition of committees.	<p>Section 8.4. Appointment and Composition. Board approval of Committee Chairs and members shall not interfere with any committee's chartered duties, covenant-based authority, or day-to-day operational decision-making.</p>

EXISTING		REVISED
Bylaws ARTICLE VIII. COMMITTEES	Change(s)	Bylaws ARTICLE VIII. COMMITTEES
	<p>Modified: Created a dedicated subsection for appointment and composition</p> <ul style="list-style-type: none"> • Clarifies that the Board appoints all committee members and Chairs • Defines eligibility, including non-member experts when approved • Standing Committees not exercising Delegated Board Authority now has more flexible composition • Only Committees exercising Delegated Board Authority must contain two or more Directors. 	<p>Section 8.4.1. Eligibility and Appointment. Any adult person residing in a member household may volunteer to serve on a committee, however, committee service is subject to nomination by the Committee Chair and appointment by a majority vote of the Board present. The Board may also approve non-members with relevant expertise.</p> <p>Section 8.4.2. Chair Appointment. The Board appoints the Committee Chair by majority vote of the Board present.</p> <p>Section 8.4.3. Composition of Standing Committees. Unless otherwise stated in these Bylaws or by the applicable covenants:</p> <ul style="list-style-type: none"> • Standing Committees that do not exercise Delegated Board Authority may include any number of Directors or non-Directors, and • Committee Chairs need not be Directors unless specified in their charter. <p>Section 8.4.4. Standing Committees exercising Delegated Board Authority. A Standing Committee exercising Delegated Board Authority must contain two (2) or more Directors.</p>
		Section 8.5. Annual Review of Committee Membership.
	<p>Inserted a new requirement that the Board annually review committee composition and functioning to ensure alignment with charters and the Association's mission</p>	<p>The Board shall conduct an annual review of committee membership to ensure appropriate composition, effectiveness, and alignment with each committee's charter and with the Association's mission. The Board may reappoint, replace, or adjust committee membership as necessary based on this review.</p>
		Section 8.6. Removal and Vacancies.
	<p>Inserted new explicit authority for the Board to remove any committee member</p>	<p>Committee members serve at the pleasure of the Board and may be removed, with or without cause, by majority vote of the Board present. Except in urgent circumstances, the Board shall provide reasonable notice that removal will be considered and allow the member an opportunity to submit comments.</p> <p>Grounds for removal may include conduct inconsistent with the Association's Code of Conduct or actions that impair the committee's ability to carry out its chartered duties.</p> <p>Vacancies due to removal, resignation, or disqualification shall be filled by the Board in the same manner as original appointments.</p>
7.1.5 Committee Work and Reports.		Section 8.7. Committee Operations.

EXISTING		REVISED
Bylaws ARTICLE VIII. COMMITTEES	Change(s)	Bylaws ARTICLE VIII. COMMITTEES
Any official actions taken by a Standing Committee require a majority vote of its members present where a quorum is present, or any action taken by a committee member on behalf of the Committee as provided in the Board approved Committee Charter. 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.	Modified wording to improve clarity and readability.	A committee may take official action only by majority vote at a meeting where a quorum is present. Recommendations to the Board or Association shall be submitted in the form of motions. Committee Chairs shall record minutes of all committee meetings, provide monthly reports to the Board, and prepare a summary report for the Annual Meeting. Committee records shall be included in the <i>Official Record Book</i> . <i>k</i> .
	Inserted new Section 8.8 on Committee Meetings	Section 8.8. Committee Meetings.
	<ul style="list-style-type: none"> • Inserted requirement to notify members about committee meeting schedule • Inserted non members may attend with permission Chairs can restrict attendance • Aligns with open-meeting principles. 	A schedule of regular meetings shall be available to the community; however, meetings or portions of meetings addressing confidential matters, including individual property or owner complaints, may be held in executive session. Residents may attend with permission of the Committee Chair but may be asked to leave when confidential business is discussed or votes are taken.
		Section 8.9. Authority and Limitations.
	<ul style="list-style-type: none"> • Inserted new section on what committees can do • Inserted specific authority of EC • Addresses ambiguity over expenditures and authority 	Committees may research issues, make recommendations, and perform tasks assigned in their charters. Committees may not obligate Association funds, enter into contracts, or bind the Association unless expressly authorized by the Board. Only Executive Committee members, with approval from the President, may communicate with or incur expenses with outside legal counsel.
Section 7.2 Standing Committee List.		Section 8.10. Standing Committee Descriptions.
	Modified to remind that Board-approved Charters state their functions and authority, not to be limited by the following descriptions	Standing committees operate under their Board-approved charters. The descriptions below summarize their core responsibilities but do not limit the authority delegated in their charters.
7.2.1 Executive Committee.		Setion 8.10.1. Executive Committee (EC).

EXISTING		REVISED
Bylaws ARTICLE VIII. COMMITTEES	Change(s)	Bylaws ARTICLE VIII. COMMITTEES
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.	Modified: <ul style="list-style-type: none"> Moved officer duties to officer section Reduced scope, EC only acts on urgent or delegated matters Requires publishing minutes, clarifies quorum and voting 	The Executive Committee is the only Standing Committee designated as exercising Delegated Board Authority. The EC consists of the elected Officers and the Chairs of the Architectural Control Committee and Covenant Support Committee. The President may temporarily appoint additional Board members to the EC when urgent business requires it. The EC may act only on matters expressly delegated to it by the Board and only when such matters cannot reasonably be deferred until the next regular Board meeting. A majority of EC members constitutes a quorum, and actions require a majority vote of the members present. The EC shall publish minutes summarizing matters considered and any proposed actions for reporting to the Board.
7.2.2 Finance Committee.		Section 8.10.2. Finance Committee (FC).
The Finance Committee shall consist of a minimum of two (2) Board members, excluding ex-officio members, and shall be chaired by the Treasurer. 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.	Modified: <ul style="list-style-type: none"> Changed focus of FC to the Treasurer Simplified language for clarity 	The FC assists the Treasurer and staff in financial planning and oversight; conducts the annual internal financial review; reports its methodology and results to the Board and the membership; and performs duties set forth in its charter. The FC shall comply with applicable state audit requirements.
7.2.3 Architectural Control Committee.		Section 8.10.3. Architectural Control Committee (ACC)
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.	<ul style="list-style-type: none"> Modified: <ul style="list-style-type: none"> Removed requirement for 2 Board members because not needed per Nonprofit Corp Act Inserted requirement for Chair to be Director and on EC Moved responsibilities to Section 8.2 	The ACC shall consist of no fewer than five (5) Association members nominated by the ACC Chair and appointed by the Board. The ACC Chair shall be a Board Director and a member of the Executive Committee. At least one ACC member shall serve concurrently on the Covenant Support Committee.
7.2.4 Covenant Support Committee.		Section 8.10.4. Covenant Support Committee (CSC).

EXISTING		REVISED
Bylaws ARTICLE VIII. COMMITTEES	Change(s)	Bylaws ARTICLE VIII. COMMITTEES
The Covenant Support Committee (CSC) - shall consist of a minimum of two (2) 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.	<ul style="list-style-type: none"> • Modified: Removed requirement for 2 Board members because not needed per Nonprofit Corp Act Added minimum number of members • Added scope for early enforcement and Board referral for escalated matters • Added scope of ACC/CSC liaison 	<p>The CSC shall consist of no fewer than five (5) Association members nominated by the CSC Chair and appointed by the Board. The CSC Chair shall be a Board Director and a member of the Executive Committee.</p> <p>The CSC receives and investigates formal complaints of alleged Unit Covenant violations and is authorized to determine complaint validity, communicate findings to homeowners, and pursue resolution of violations consistent with Association policy. Where a matter implicates architectural approval, covenant interpretation, or enforcement authority assigned by applicable Unit Covenants to the Architectural Control Committee (ACC), the CSC shall coordinate through the designated ACC/ CSC liaison to ensure appropriate review or action by the ACC. The CSC performs other duties as set forth in its charter.</p> <p>The CSC does not exercise Board authority; its role is investigatory and advisory. All formal enforcement actions regarding unresolved violations, significant disputes, or matters involving legal or financial risk must be referred to the Board.</p>
7.2.5 Community Service and Membership Committee.		Section 8.10.5. Community Service and Membership Committee (CSM).
The Community Service and Membership Committee shall consist of a minimum of two (2) 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.	Modified: Removed requirement for 2 Board members because not needed per Nonprofit Corp Act	The CSM welcomes new residents, strengthens member engagement, organizes community activities, including the annual meeting, and performs duties set forth in its charter.
7.2.6 Communications and Publications Committee.		Section 8.10.6. Communications and Publications Committee (CPC).
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.	Modified: Removed requirement for 2 Board members because not needed per Nonprofit Corp Act	The CPC oversees Association communications, including publications and the website, with the goal of advancing the common interests of the Association and its residents, and performs duties set forth in its charter.
7.2.7 Environment and Safety Committee.		Section 8.10.7 Environment and Safety Committee (ESC).
The Environment and Safety Committee shall consist of a minimum of two (2) 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.	<ul style="list-style-type: none"> • Modified: Removed requirement for 2 Board members because not needed per Nonprofit Corp Act • Updated scope 	The ESC advises the Board on safety, security, wildfire mitigation, and environmental matters, promotes resident education, collaborates with public agencies, and performs duties set forth in its charter.
7.2.8 Nominating Committee.		Section 8.10.8. Nominating Committee (NC).
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.	Updated scope	<p>The Vice President chairs the NC, which shall consist of three (3) or four (4) Association members appointed in accordance with Section 8.4. The Committee shall include the Vice President and at least two (2) additional Directors.</p> <p>The NC recruits candidates for Board vacancies, maintains the Board succession matrix, and performs duties set forth in its charter.</p>
Section 7.3 Other Standing Committees.		

EXISTING		REVISED
Bylaws ARTICLE VIII. COMMITTEES	Change(s)	Bylaws ARTICLE VIII. 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.	Included in new Section 8.1. Removed requirement for 2 Board members	
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.	Moved to Section 8.3; definition of all types of Committees up front	
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.	Moved to Section 8.2; definition of all types of Committees up front	
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.	Moved to Section 7.4.1 to be grouped with other Board responsibilities.	

EXISTING		REVISED
ARTICLE VIII. MISCELLANEOUS PROVISIONS	Change(s)	ARTICLE IX. FINANCIAL MANAGEMENT
	New ARTICLE to consolidate all Financial Management Sections	
Section 8.1 Fiscal Year.		Section 9.1 Fiscal Year.
The fiscal year shall run from January 1 through December 31 in each year.	Modified to improve clarity.	The fiscal year of the Association shall be January 1 through December 31.
		Section 9.2. Dues.
	<ul style="list-style-type: none"> Moved information about setting dues and their purpose from Section 4.5 <p>Increased notification time.</p>	<p>Dues shall be established by the Board, by majority vote of the Board present, to support the purposes and expenses of the Association.</p> <p>Members shall be provided at least sixty (60) days' notice of any proposed increase and have an opportunity to comment prior to the Board vote.</p>
Section 8.2 Execution of Contracts.		Section 9.3. Financial Authority and Signatures.
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.	Modified wording for clarity.	<p>The President and Treasurer are the primary authorized signers on all Association accounts and financial instruments. Another Officer shall be designated as a backup signer.</p> <p>The Board may, in writing, authorize any Officer, Director or employee to execute a contract or other instruments in the name of or on behalf of the Association.</p> <p>The President, with the consent of the Executive Committee, may execute a contract or other instruments on behalf of the Association up to monetary limits established by the Board. Any contract or instruments exceeding this amount requires Board approval.</p> <p>Any contract or instrument executed without proper authority under this Section may be subject to challenge by the Association and may result in personal liability for the individual(s) executing such contract.</p>
Section 8.3 Loans	Modified title to be more inclusive	Section 9.3.1. Indebtedness.
No loan shall be contracted on behalf of the Association unless authorized in writing by the Board.	Modified to create specific requirement for approval.	All notes of indebtedness issued by the Association must be approved by a three-quarters (3/4) vote of the Board present.
Section 8.4 Commercial Paper.	Removed section because it contains redundant information.	
All checks, drafts and other orders for payment of money out of funds of the Association, and all notes and evidence 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.	Included in Section 9.3. and new Section 9.3.1	
Section 8.5 Deposits		Section 9.4. 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.	Modified to improve clarity.	All Association funds shall be deposited in financial institutions approved by the Board.
		Section 9.5. Compensation and Expense Reimbursement.

EXISTING		REVISED
ARTICLE VIII. MISCELLANEOUS PROVISIONS	Change(s)	ARTICLE IX. FINANCIAL MANAGEMENT
	<ul style="list-style-type: none"> • Moved from old Section 6.15 • Modified to include both Directors and volunteers 	<p>No volunteer shall receive compensation for services.</p> <p>The Treasurer may reimburse reasonable expenses incurred in the performance of official duties, provided such reimbursement complies with Board policy and Association financial procedures and is submitted with prior notice when required.</p>
	Inserted new Section on Personal Inurement	Section 9.6. No Personal Inurement.
	<p>Inserted no one in defined roles can personally profit from Association</p> <p>Inserted Association can pay for legitimate services and expenses that advance its purpose</p>	<p>No part of the net earnings or assets of the Association shall inure to the benefit of any Director, Officer, committee member, or volunteer.</p> <p>The Association may, however, pay reasonable compensation for authorized professional or contractual services, and incur expenditures in furtherance of its nonprofit purposes.</p>
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.	Removed because persons may not waive their rights to notices.	
		Section 9.7. Indemnification.
	<ul style="list-style-type: none"> • Moved from Section 6.16 • Modified to define who is covered explicitly, broaden who is protected, give Board controlled discretion, and reduce financial exposure <p>More consistent with nonprofit best practices</p>	<p>The Association shall indemnify any current or former Director, Officer, committee member, or volunteer against reasonable expenses, costs, and attorneys' fees incurred in connection with the defense of any civil or criminal claim, action, or proceeding, arising from service to the Association, unless that individual is found to have engaged in fraudulent, willful, unlawful, or self-interested conduct.</p> <p>The Board may authorize additional indemnification by resolution.</p>
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.	Moved to new Section 7.14.	
		Section 9.8. Budget.
	Inserted new Section on budgeting process to elevate this important fiscal responsibility.	<p>The Treasurer, in coordination with the Finance Committee, shall prepare a proposed annual budget for Board review at its November meeting.</p> <p>The Board shall adopt the budget, by majority vote of the Board present, at its December meeting.</p> <p>The adopted budget shall be made available to all members.</p>

		REVISED
	Change(s)	ARTICLE X. DISSOLUTION
	Inserted Article on dissolution as recommended by Roberts Rules of Order, Newly Revised.	Dissolution plan shall follow the New Mexico Nonprofit Corporation Act.
		Section 10.1 Authority to Dissolve.
	Inserted authority and requirements for dissolution.	The Association may be dissolved upon the affirmative vote of two-thirds (2/3) of the total membership at a meeting called for that purpose.
		Section 10.2 Distribution of Assets.
	Inserted considerations about distributions of assets upon dissolution.	<p>Upon dissolution, the Board shall pay or settle all debts and obligations, and shall distribute any remaining assets to nonprofit or public entities that will continue to support purposes consistent with the Association's mission as set forth in the Articles of Incorporation, or to one or more qualifying Section 501(c) organizations, in compliance with applicable nonprofit law.</p> <p>No existing or former member, director, officer, or committee member may receive directly or indirectly any portion of a distribution of any asset.</p>

		REVISED
	Change(s)	ARTICLE XI. COMPLIANCE AND PARLIAMENTARY AUTHORITY
		Section 11.1 Compliance.
	Inserted Article on compliance and authority to require conformity with external norms for non-profit corporations.	These Bylaws and all amendments shall comply with applicable New Mexico statutes, including the New Mexico Nonprofit Corporation Act, and, where applicable, the New Mexico Homeowner Association Act.
		Section 11.2 Parliamentary Authority.
The rules contained in the current edition of <i>Robert's Rules of Order Newly Revised</i> (RONR) shall govern the proceedings of the Association.	Modified to clarify and establish hierarchy of requirements.	The most recent edition of <i>Robert's Rules of Order Newly Revised</i> (current revision) shall govern all Association proceedings in all applicable cases, except where it conflicts with the Articles of Incorporation, applicable recorded Covenants, these Bylaws, or any special rules of order adopted by the Association.

EXISTING		REVISED
ARTICLE X. AMENDMENTS AND REVISIONS	Change(s)	ARTICLE XII. AMENDMENTS AND REVISIONS OF THE BYLAWS
	Inserted purpose that includes definition of amendment and revision.	This Article establishes the process by which these Bylaws may be amended, meaning a specific change to one or more provisions, or revised, which is a comprehensive re-examination or replacement of the Bylaws.
Section 10.1		Section 12.1 Authority to Amend.
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 10 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.	Modified voting requirements for revisions and amendments. Moved requirements for notice to new Section 12.2. Moved member proposals to new Section 12.3.	These Bylaws may be amended or revised by a two-thirds (2/3) vote of the members present at any Annual Meeting or any Special Meeting.
	Inserted new Section about Notice.	Section 12.2 Notice.
	Inserted new Section that includes detailed requirements for notices about amendments and revisions.	Proposed amendments or revisions shall be provided to the membership at least thirty (30) days prior to the meeting at which the vote will be taken. Notice will be communicated per Section 7.3.
	Inserted new Section about member proposals.	Section 12.3 Member Proposals.
	Inserted new Section that includes detailed requirements for member-initiated proposed changes and Board response.	Members may submit proposed bylaw changes to the Board in writing at any time. The Board shall consider mission-relevant proposals in a timely manner.
Section 10.2 Punctuation, Grammar, Article and Section Numbers.		Section 12.4 Administrative Changes.
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.	Modified to clarify meaning of administrative changes.	The Secretary is authorized to correct punctuation, grammar, article or section numbers, cross-references, and other administrative errors, provided such corrections do not alter the meaning or intent of the approved provisions.