

Sandia Heights Homeowners Association

Proposed Revised Bylaws

ARTICLE I. Name

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").

ARTICLE II. Purpose

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.

The Association is responsible for enforcing the Unit Covenants¹ 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.

ARTICLE III. Lot Owners, Covenants, and Community Standards.

Section 3.1 Definition of Lot Owners.

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.

Section 3.2 Covenants and Community Standards.

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.

Section 3.3 Owner Responsibilities.

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.

ARTICLE IV. Members

Section 4.1 Membership Requirements.

Members in the Association shall be lot owners within Sandia Heights who are current in the payment of dues.

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.

Section 4.2.1 Member Decorum.

¹ Declaration of Covenants, Conditions, and Restrictions shall hereinafter be referred to as the "Covenants."

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 *Robert's Rules of Order Newly Revised* (current edition).

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.

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.

Section 4.5 Dues.

Each member household pays one set of dues, regardless of the number of lots owned in Sandia Heights.

ARTICLE V. Officers

Section 5.1 Officers.

The Officers of the Association shall be a President, Vice President, Secretary, and Treasurer.

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.

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.

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.

Section 5.5 Vacancies.

If the President is unable to complete a full term, the Vice President shall serve as President *pro tem*.

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.

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 *Official Record Book*.

Section 5.6.1 President.

The President is the chief executive officer of the Association and shall:

- 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.

Section 5.6.2 Vice President.

The Vice President shall:

- 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.

Section 5.6.3 Treasurer.

The Treasurer is the chief financial officer of the Association and shall:

- 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.

Section 5.6.4 Secretary.

The Secretary shall:

- 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 *Official Record Book*.
- 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.

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.

ARTICLE VI. Association Meetings

Section 6.1 Annual Meeting.

Association Meetings include all members. Board Meetings are covered in Article VII.

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.

Section 6.2 Special Meetings.

6.2.1 Calling a Special Meeting.

A Special Meeting of the Association may be called by:

- 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.

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.

Section 6.3 Quorum Requirements.

A quorum for any Annual or Special Meeting of the Association shall consist of both:

- at least twenty-five (25) member households, and
- a majority of the Board of Directors.

Section 6.4 Meeting Format.

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.

Section 6.5 Meeting Order and Decorum.

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.

ARTICLE VII. Board of Directors

Section 7.1 Director Qualifications.

All Directors serving on the Board are volunteers and must be members of the Association.

Section 7.2 Responsibilities.

All Directors shall act in the best interests of the Association and its members.

Directors shall:

- 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.

The Board may communicate with members through passive and active methods.

- 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 7.4 Management.

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.

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.

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.

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.

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.

Section 7.6 Composition.

The Board shall contain fifteen (15) Director positions.

At least eleven (11) Director positions must be filled to conduct business.

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.

Section 7.7 Interim Directors.

Section 7.7.1 Replacement Interim Directors.

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.

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.

Upon appointment, Interim Directors are full voting Directors with authority to vote on all Board matters.

Section 7.8 Nominations.

7.8.1 Nominating Process.

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.

7.8.2 Nominations by the Membership.

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.

Section 7.9 Election of Directors.

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:

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 7.10 Board Meetings.

The Board shall meet monthly. The Annual meeting may take the place of a February meeting. Meetings are normally open to the membership.

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.

Section 7.10.1 Executive Sessions.

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.

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.

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.

Section 7.10.2 Meeting Decorum.

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 7.11 Special Board Meetings.

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.

Only the business stated in the notice may be conducted.

Section 7.12 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 7.13 Voting.

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.

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.

Proxy and absentee voting by Directors is not permitted.

Section 7.14 Resignation or Removal of a Director.

Section 7.14.1 Resignation.

A Director may resign at any time with written notice to the President.

A Director who is also a committee chair may remain in the chairperson *pro tem* position, not to exceed four (4) months. The replacement chair shall be appointed by the Board.

Any Director who resigns is not eligible to serve on the Board again for a period of twelve (12) months.

Section 7.14.2. Removal of a Director.

A Director may be removed with or without cause by a three-quarters (3/4) vote of the Board present.

For purposes of this section, cause may include, but is not limited to:

- 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.

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 *Robert's Rules of Order Newly Revised* (current edition).

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.

Section 7.15 Prior Board Actions in Effect.

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.

ARTICLE VIII. Committees

Section 8.1 Standing Committees.

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.

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.

Section 8.2 The Architectural Control Committee (ACC).

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.

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.

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.

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.

Section 8.2.5. Survival of Covenant Authority.

The ACC derives authority from recorded Unit covenants, which remain even if the Association were dissolved.

Section 8.3 Special Committees.

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.

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.

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.

Section 8.4.2. Chair Appointment.

The Board appoints the Committee Chair by majority vote of the Board present.

Section 8.4.3. Composition of Standing Committees.

Unless otherwise stated in these Bylaws or by the applicable covenants:

- 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.

Section 8.4.4. Standing Committees exercising Delegated Board Authority.

A Standing Committee exercising Delegated Board Authority must contain two (2) or more Directors.

Section 8.5. Annual Review of Committee Membership.

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.

Section 8.6. Removal and Vacancies.

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.

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.

Vacancies due to removal, resignation, or disqualification shall be filled by the Board in the same manner as original appointments.

Section 8.7. Committee Operations.

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 *Official Record Book*.

Section 8.8. Committee Meetings.

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.

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 8.10. Standing Committee 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.

Section 8.10.1. Executive Committee (EC).

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.

Section 8.10.2. Finance Committee (FC).

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.

Section 8.10.3. Architectural Control Committee (ACC).

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.

Section 8.10.4. Covenant Support Committee (CSC).

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.

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.

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.

Section 8.10.5. Community Service and Membership Committee (CSM).

The CSM welcomes new residents, strengthens member engagement, organizes community activities, including the annual meeting, and performs duties set forth in its charter.

Section 8.10.6. Communications and Publications Committee (CPC).

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.

Section 8.10.7. Environment and Safety Committee (ESC).

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.

Section 8.10.8. Nominating Committee (NC).

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.

The NC recruits candidates for Board vacancies, maintains the Board succession matrix, and performs duties set forth in its charter.

ARTICLE IX. Financial Management.

Section 9.1 Fiscal Year.

The fiscal year of the Association shall be January 1 through December 31.

Section 9.2. Dues.

Dues shall be established by the Board, by majority vote of the Board present, to support the purposes and expenses of the Association.

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.

Section 9.3. Financial Authority and Signatures.

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.

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.

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.

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.

Section 9.3.1. Indebtedness.

All notes of indebtedness issued by the Association must be approved by a three-quarters (3/4) vote of the Board present.

Section 9.4. Deposits.

All Association funds shall be deposited in financial institutions approved by the Board.

Section 9.5. Compensation and Expense Reimbursement.

No volunteer shall receive compensation for services.

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.

Section 9.6. No Personal Inurement.

No part of the net earnings or assets of the Association shall inure to the benefit of any Director, Officer, committee member, or volunteer.

The Association may, however, pay reasonable compensation for authorized professional or contractual services, and incur expenditures in furtherance of its nonprofit purposes.

Section 9.7. Indemnification.

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.

The Board may authorize additional indemnification by resolution.

Section 9.8. Budget.

The Treasurer, in coordination with the Finance Committee, shall prepare a proposed annual budget for Board review at its November meeting.

The Board shall adopt the budget, by majority vote of the Board present, at its December meeting.

The adopted budget shall be made available to all members.

ARTICLE X. Dissolution.

Dissolution plan shall follow the New Mexico Nonprofit Corporation Act.

Section 10.1 Authority to Dissolve.

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.

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.

No existing or former member, director, officer, or committee member may receive directly or indirectly any portion of a distribution of any asset.

ARTICLE XI. Compliance and Parliamentary Authority.

Section 11.1 Compliance.

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 most recent edition of *Robert's Rules of Order Newly Revised* (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.

ARTICLE XII. Amendments and Revisions of the Bylaws.

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 12.1 Authority to Amend.

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.

Section 12.2 Notice.

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.

Section 12.3 Member Proposals.

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 12.4 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.