

WILLOWOOD HIGHLANDS LANDOWNERS' ASSOCIATION, INC.

BYLAWS

Preamble

These new bylaws replace all existing bylaws and amendments, effective the date this document is filed with the County Clerk of Catron County, New Mexico.

Article 1 - Name and Location

The name of the corporation is Wildwood Highlands Landowners' Association, Inc.

The principal office of the corporation is located at the residence of the Secretary of the Association.

Article 2 - Definitions

Section 2.1 "Association", shall mean and refer to Wildwood Highlands Landowners' Association, Inc., its successors and assigns.

Section 2.2 "Board", means the Board of Directors of the Association.

Section 2.3. "Declaration" shall mean and refer to the Declaration of Restrictive Covenants of Wildwood Highlands, a Subdivision, located in Catron County, New Mexico, as filed with the County Clerk of Catron County and executed by Henry D. Wellborn.

Section 2.4. "Member" shall mean the owner or owners of a Lot, as listed in the records of the Association, which records shall be updated:

- at the start of each year, from the records of the Catron County assessor, and
- upon receipt from a new owner of official confirmation of a change of ownership.

Section 2.5. "Member in good standing" shall mean the owner or owners of a Lot, as listed in the records of the Association, who are:

- not delinquent in payment of an assessment,
- not currently cited by an active resolution of the Board for violation of the Declaration, and,
- not currently cited by an active resolution of the Board for actions endangering the health, safety, or welfare of any or all members.

Article 3 - Meeting of Members

Section 3.1 Annual Meetings: Annual meetings of Members, for the election of directors, and for such other business as may be stated in the notice of the meeting, or as may properly come before the meeting, shall be held on the third Saturday in May at 10:00 AM of each year.

Annual meetings shall be held at the Principal office of the Association, unless otherwise determined by a resolution of the Board of Directors, and set forth in the notice of the meeting.

Section 3.2 Special Meetings: Special meetings of the Members may be called at any time by the President, or by a majority of the Board of directors, or by Members in good standing having one third of the votes entitled to be cast at such meeting.

Section 3.3 Location of Meetings: Meetings of members and directors may be held at such places within the State of New Mexico as designated by the Board of Directors.

Section 3.4 Notice of Meetings: Notice of the meeting, stating the place, date, and time, and the general nature of the business to be considered, shall be given to each member, in writing by mail at his address as it appears on the records of the corporation. Such notice shall be mailed not less than thirty (30) days before the date of the meeting.

If the member is a member in good standing, then a ballot shall be included with the Notice of Meeting, along with a copy of the procedures for authenticating and counting ballots.

Section 3.5 Voting Rights: Members in good standing are entitled to one (indivisible) vote per lot. The vote for each lot may be cast as the owners of the lot jointly decide.

Section 3.6 Quorum: The presence of Members in good standing, or of ballots mailed in by Members in good standing, entitled to cast 50% of all votes shall constitute a quorum.

If the required quorum is not present, another meeting may be called and the required quorum at the subsequent meeting shall be one half (1/2) of the required quorum at the preceding meeting.

Notice of the subsequent meeting need not be given if the place, date and hour are announced at the adjourned meeting.

Section 3.7 Ballots

Section 3.7.1 Ballot Description

The ballot included with the Notice of Meeting shall contain:

- the names of those members who have been nominated for the positions of director;
- a means of indicating the voter's choices for the directors being elected;
- any proposed increase in the annual assessment that exceeds the Federal Cost of Living Index Rate;
- a means of indicating the voter's approval or rejection of any such proposed increase;
- any proposed amendments to the bylaws;
- a means of indicating the voter's approval or rejection of each proposed amendment;
- any proposed actions of the Board of Directors on behalf of the Association which the Board wishes the members to endorse in advance, and;
- a means of indicating the voter's approval or rejection of each proposed action.

The ballot shall display, at the bottom of the ballot, a detachable ballot control number that contains the meeting date and the lot number.

Section 3.7.2 Voting: Ballots may be cast in person at the annual meeting, or mailed to the Secretary of the Association. Ballots received by the Secretary in advance of the general meeting will remain sealed until the meeting has been called to order and will be cast by the President at the meeting.

The procedure for casting ballots shall be as follows:

- The voter shall fold (and optionally staple) the ballot so that the voter's choices are hidden, but the ballot control number is visible.
- The voter shall present the ballot to the Secretary.
- The Secretary shall verify that the ballot control number is on the list of authorized ballot control numbers, and cross it off the list.
- The Secretary shall detach the ballot control number, and return the folded ballot to the voter.
- The voter shall place the folded ballot in the ballot box.

Section 3.8 Proxies: No proxies will be recognized for voting on any matter considered at the annual meeting, or at a special meeting.

Article 4 – Directors

Section 4.1 Number: The number of directors shall be not more than five.

Section 4.2 Election of Directors: All Directors must be members in good standing. Directors shall be elected at the annual meetings of Members, two directors being elected at the meeting held in even-numbered years and three directors being elected at the meeting held in odd-numbered years. The candidate with the largest number of votes, the candidate with the second largest number of votes, and (in odd-numbered years) the candidate with the third largest number of votes shall be elected Directors. Ties shall be broken by flipping a coin. No lot may be represented by more than one member on the board at any given time.

Section 4.3 Term: Each Director will serve a term of two (2) years unless he chooses to resign, or is removed with cause, or is otherwise disqualified to serve. Each Director shall serve until his successor shall be elected and is qualified to serve on the board.

Section 4.4. Nomination: A member in good standing may be nominated for the position of Director by the submission of nomination papers to the Secretary of the Association, not less than forty (40) days before the date of the annual meeting. The nomination papers shall be signed and dated by the nominee, and signed and dated by members in good standing having two or more of the votes entitled to be cast at the annual meeting. Incumbent Directors whose term will expire at the upcoming annual meeting shall automatically be nominated unless they file a written notice declining the nomination with the Secretary of the Association at least forty (40) days before the date of the annual meeting.

Section 4.5 Change in Number: The number of Directors may be increased or decreased by amendment of these Bylaws at an annual meeting, or at a special meeting. If so amended, the new number of Directors shall become effective at the next annual meeting.

Section 4.6 Compensation: No Director nor immediate family member of a Director shall receive compensation for any service he may render as such to the Association. Any Director may be reimbursed for his actual expenses incurred in the performance of his duties by resolution of the Board.

Section 4.7 Removal: Any Director may be removed from the Board, with or without cause, at the annual meeting or at a special meeting, by an affirmative vote of members in good standing having a majority of the votes entitled to be cast at such meeting.

Section 4.8 Resignations: Any Director, Member of a committee, or Officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

Section 4.9 Vacancies: If the office of any Director, Member of a committee or Officer becomes vacant through death, resignation, or removal, the remaining Directors in office, through less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy, and to hold office for the unexpired term and until his successor shall be duly chosen.

Section 4.10 Powers of the Board of Directors

Section 4.10.1 The Board of Directors shall have the power to exercise for the Association all powers, duties and authority vested or delegated to this Association.

Section 4.10.2 The Board of Directors shall have the power to employ a manager, an independent contractor, or such other employees as the Board of Directors deems necessary, and to prescribe their duties.

Section 4.11 Duties of the Board of Directors

Section 4.11.1 The Board of Directors shall cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members.

Section 4.11.2 The Board of Directors shall supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

Section 4.11.3 The Board of Directors shall fix the amount of the assessment.

An increase in the amount of the assessment by the Federal Cost of Living Index Rate may be effected by a resolution of the Board of Directors.

An increase in the amount of the assessment in excess of the Federal Cost of Living Index Rate must be proposed by the Board, and approved at the annual meeting, by an affirmative vote of members in good standing having two thirds or more of the votes entitled to be cast at such meeting.

Section 4.11.4 The Board of Directors shall give notice of the assessment to each member, electronically by e-mail to his e-mail address as it appears on the records of the corporation, not less than twenty-five (25) days before the due date for payment of the assessment, or in writing by mail at his address as it appears on the records of the corporation, not less than twenty (20) days before the due date for payment of the assessment.

Section 4.11.5 The Board of Directors shall file a lien against any lot for which the payment of an assessment has been delinquent for a year.

Article 5 - Officers and Their Duties

Section 5.1 Enumeration of Officers: The officers of this Association shall be a President, Vice President, Secretary, Treasurer and Member At Large

Section 5.2 Election of Officers: The election of the officers of this Association shall take place at the first meeting of the Board of Directors following each annual meeting of the Association Members. All officers must be members of the Board of Directors.

Section 5.3 Term: The officers of this Association each shall hold office for the term of his directorship, unless he chooses to resign, or is removed with cause, or is otherwise disqualified to serve.

Section 5.4 Resignation and Removal: Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time by giving written notice to the Board, the President or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.5 Vacancies: A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 5.6 Multiple Offices: No person shall simultaneously hold more than one office.

Section 5.7. Duties of the Officers

Section 5.7.1 Duties of the President: The President shall:

- preside at all meetings of the Board of Directors,
- see that orders and resolutions of the Board are carried out,
- sign all approved leases, mortgages, deeds and other written instruments, and
- exercise and perform such other duties as may be required by the Board.

Section 5.7.2 Duties of the Vice-President: The Vice-President shall

- act in the place and stead of the President in the event of his absence, inability, or refusal to act, and
- exercise and perform such other duties as may be required by the Board.

Section 5.7.3 Duties of the Secretary: The Secretary shall:

- record the votes and keep the minutes of meetings and proceedings of the Board and of the Association,
- serve notice of meetings of the Board and of the Members,
- keep appropriate current records showing the Members of the Association together with their addresses and e-mail addresses,
- serve as the registered agent of the association, and
- exercise and perform such other duties as may be required by the Board.

Section 5.7.4 Duties of the Treasurer: The Treasurer shall:

- receive and deposit in appropriate bank accounts all monies of the Association,
- disburse such funds as directed by resolution of the Board of Directors,
- keep proper books of account, and
- exercise and perform such other duties as may be required by the Board.

Section 5.7.5 Duties of the Member At Large: The Member at Large shall:

- exercise and perform such duties as may be required by the Board.

Article 6 – Assessments

Section 6.1 - Obligation: The owner of each Lot is obligated to pay an annual assessment for the Lot.

Section 6.2— Due Date: The due date for payment of the assessment is January 31st of each year.

Section 6.3 - Delinquency: When a payment of an assessment is not received by the due date, the payment shall be deemed delinquent.

Section 6.4 - Late Fee: A late fee will be charged each month that a payment is delinquent, starting the first month after the payment is due.

Section 6.5 - Interest: Interest, at a rate not greater than the law will provide, will be charged each month that a payment is delinquent, starting the first month after a lien has been filed.

Section 6.6 - Liens: The Association may file a lien upon a Lot to secure delinquent payments, late fees, costs of filing and releasing the lien, and interest charges.

Section 6.7 –Amount: As approved at the annual meeting in May 2006, the assessment for each Lot, effective January 1st, 2007, shall be \$60.00 per year.

Article 7 – Amendments

Section 7.1 – Proposal: An amendment may be proposed by:

- a resolution of the Board of Directors, approved by a majority of the Board, or
- members in good standing having five or more of the votes entitled to be cast at the annual meeting.

A proposed amendment must be filed with the Secretary of the Association not less than forty (40) days before the date of the annual meeting. The proposers may provide a statement, of not more than 100 words, in support of the proposed amendment, for inclusion with the Notice of Meeting. The Board of Directors may also provide a statement, of not more than 100 words, for or against the proposed amendment, for inclusion with the Notice of Meeting. The board reserves the right to edit material deemed patently offensive.

Section 7.2 - Approval: To be approved at an annual meeting, or at a special meeting, a proposed amendment must receive an affirmative vote of members in good standing having two thirds or more of the votes entitled to be cast at such meeting.

Section 7.3 - Precedence: In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall prevail, and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall prevail.

Article 8 - Fiscal Year

The fiscal year of the Association shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December of every year.

Wildwood Highlands Landowners' Association, Inc.

By Thomas A. Cook
Thomas A. Cook, President

SECRETARY'S CERTIFICATION

I, John F. Schaefer, Sr., Secretary of the Wildwood Highlands Landowners' Association, Inc., certify that the above Bylaws were unanimously approved by the Directors of the Wildwood Highlands Landowners' Association, Inc. at their regular meeting on December 9, 2007, and that such approval is recorded in the minutes of said meeting.

John F. Schaefer

John F. Schaefer, Sr., Secretary, Wildwood Highlands Landowners' Association, Inc.

STATE OF NEW MEXICO SS.

County of Catron

SUBSCRIBED and SWORN to me on December 17 th, 2007

My commission expires 4-5-2009

Candy Weller-Baugh
Notary Public