BY-LAWS

OF

LAS VENTANAS A LOS ORGANOS

PROPERTY

OWNERS

ASSOCIATION, INC.

Original Dated 12-1-2001

First Revision – October 13, 2005

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INDEX FOR BY-LAWS

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ARTICLE I

IDENTITY

Section 1 Association Name: These are the By-Laws for the Las Ventanas A Los Organos Property Owners Association, Inc., of a subdivision located in the County of Dona Ana, the City of Las Cruces, in the State of New Mexico. Members of the Property Owners Association shall be the record title Owners of all lots within Las Ventanas subdivision.

Section 2 Purpose: The primary purpose of this Association shall be to repair, maintain and manage the Public Areas within the community, to enforce the Declaration of Protective Covenants and the Rules adopted by the Board of Directors.

Section 3 Declaration: "Declaration" means all Protective Covenants filed for the subdivision of Las Ventanas A Los Organos. The Declaration has been filed and recorded for Phase 1 in Book 307, page 1-17 in the County Clerk's Office, Dona Ana County, New Mexico.

ARTICLE II

MEMBERSHIP

Section 1 Class of Membership: The Association shall have one class of membership:

All Owners, as defined above under Association identity

Section 2 Member Voting Rights:

Members holding an interest in any one lot shall collectively be entitled to one vote for said lot. The vote for each lot shall be exercised by the owners thereof as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

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Section 3 Votes may be case in person or by proxy. Votes by proxy shall be recognized only when the proxy is signed by the record owner or by the person designated by a Certificate of Appointment.

ARTICLE III

MEMBER MEETINGS

Section 1 Member meetings shall be as follows:

a) All members shall be notified in writing and/or electronically of the time and place of any meeting. Meeting notices are to be sent not less than ten days and not more than forty-five days prior to the meeting.
b) The Annual Property Owners' meeting shall be held on or about December 1st of each year for the purpose of electing Directors and transacting any business authorized by the members.
c) A Special Owners' meeting shall be held whenever called for by the President of the Board of Directors, requested by a majority of the Board of Directors or if requested in writing by one-third of the voting members.
d) A quorum shall consist of one- third of the total number of members. If a quorum is not present, members who are present shall adjourn the meeting for at least ten days, after which a notice of the new date shall be given pursuant to subparagraph (a..) above. A quorum at the subsequent Property Owners' meeting shall consist of one- fifth of the members. Meeting notices will continue to be sent out until a quorum is present.

Section 2 If a lot is owned by one person, the right of that person to vote at a Property Owners' meeting shall be established by the record title to the lot. If a lot is owned by more than one person, or is under lease, the person entitled to cast the vote shall be designated by a Certificate of Appointment signed by all owners of record of that lot and filed with the

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Secretary of the Board of Directors. If a lot is corporate owned, the person entitled to cast the vote of that lot shall be designated by a Certificate of Appointment signed by the President of that corporation. Such certificates shall be valid until revoked or until suspended by a subsequent certificate or until a change in the record of ownership of the lot.

ARTICLE IV

DIRECTORS

Section 1 Management of Property Owners' Association: Las Ventanas Property Owners' Association shall be managed by an elected Board of Directors.

Section 2 Board Composition: The Board of Directors shall be composed of not less than three and not more than seven people elected by and from among the membership. The directors shall determine the exact number (which shall be an odd number) at the time of the election of the directors There will be a staggered Board, consisting of Class I directors elected for a two-year term in the even years, and Class II directors elected for a two-year term in odd years. Class I and II directors will be determined by the Board of Directors.

Section 3 Election of Directors. Directors shall be elected at each Annual Owners' Meeting. A Nominating Committee shall be appointed by the President, which shall then be approved by the Board of Directors, not later than three months prior to the election. The Nominating Committee shall recommend candidates for election or re-election to the Board of Directors. Nominations from the members at large must be in writing and submitted to the Nominating Committee one month prior to the election each year. The Nominating Committee shall submit the names of the proposed directors to the members of the Association in the notice of the Annual Meeting. No nominations will be accepted from the floor nor no person shall hold office who has not indicated his or her willingness to serve. The election shall be by ballot and a plurality of votes cast, each person voting being entitled to cast their vote for each of the nominees as there are vacancies to be filled.

Section 4 Terms of Office: Each Director in their particular class shall be elected for a term of two years.

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Section 5 Removal of a Director: A Director may be removed with approval of two-thirds of the votes of all association members at a Special Owners' Meeting called for that purpose. Thedirectors, at the same meeting shall fill the vacancy created by the removal.

Section 6 Vacancies in the Board: Vacancies that occurprior to the Annual Meeting shall be filled by the remaining Directors.

ARTICLE V

DIRECTORS' MEETINGS

Section 1 Directors' Meeting shall be as follows: Regular Meetings of the Board of Directors shall be scheduled by a majority of the Directors. Notice of the regular meetings shall be given to each Director at least three days prior to the date for such a meeting.

Section 2 Special Meetings: Special Meetings of the Board of Directors may be called by the President or at the request of any Director. Notice of Special Meetings shall be given to each Director three days prior to the date named for such a meeting.

Section 3 A Quorum shall consist of: A majority of the entire Board of Directors shall constitute a quorum. If less than a quorum is present for any meeting, those Directors present may adjourn until a quorum is present. When a quorum is present the decisions and actions by a majority of those present shall constitute the acts of the Board of Directors.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1 Duties to the Property Owners' Association: All the powers, duties and obligations of the Owners that exist under the Protective Covenants, Conditions and Restrictions of the Las Ventanas a los Organos Subdivision shall be exercised exclusively by the Board of Directors.

Section 2 Any decisions by the Board of Directors shall be subject only to approval by the members of the Association when such approval is specifically required.

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ARTICLE VII

<u>OFFICERS</u>

Section 1 Executive Officers of the Association: The Executive Officers shall be as follows:

a) President: Shall be the Chief Executive Officer of the Association and of the Board of Directors. He/she shall have all of the powers and duties that are normally vested in the Office of the President, including, but not limited to, the power to appoint committees from the membership when required.

b) Secretary: Shall be the Recording Officer of the Association and of the Board of Directors. He/she shall attend to all necessary notices, keep records of the Association and the Board of Directors and shall exercise the powers of the President in the absence of the President.

c) Treasurer: Shall be the Financial Officer of the Association and of the Board of Directors. He/she shall be in charge of the funds and expenditures of the Association, shall keep the financial books of the Association in good order and perform all other duties related to the Office of Treasurer.

d) The Board of Directors shall determine any other officer positions, including duties.

e) Officers and Directors: Shall receive no compensation for the performance of their duties.

ARTICLE VIII

<u>FINANCES</u>

Section 1 Accounting: Funds and expenditures of the Association shall be credited and charged to accounts under the following classifications as shall be appropriate:

Section 2 "Current Expenses:" All funds and expenditures to be made within the fiscal year that are budgeted, including a reasonable allowance for contingencies shall be considered "current expenses." The fiscal year shall be the calendar year. The balance in this fund at the end of the fiscal year shall be set aside as a reserve to be used for any contingencies and expenses that may arise.

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Section 3 Reserved Funds: The balance in the reserve fund shall be used to meet the financial obligations of the Property Owners' Association rather than imposing additional assessments upon the members. The reserve funds shall include funds for maintenance items that occur less frequently than annually as well as funds for repair or replacement required because of damage, depreciation or obsolescence.

Section 4 Capital Improvements: This fund shall be established and shall include the funds to be used for capital expenditures for any additional improvements that the Property Owners' Association members deem necessary.

Section 5 Expenditures: Expenditures of funds shall include adoption by the Board of Directors of the Property Owners' Association of a budget and provisions for limitations for expenditures.

Section 6 Budgets: The Board of Directors shall adopt a budget for each fiscal year and shall include the proposed assessments required to defray all of the expenses and costs of the accounts contained in the above paragraphs. Copies of the budget and proposed assessments shall be transmitted to each member prior to the Annual Association Meeting. If the budget requires amending, a copy of the amended budget shall be given to each member within fifteen days of its adoption by the Board.

Section 7 Limitations: No expenditure for any capital addition or improvement having a total cost in excess of $2,500 shall be made without the prior approval of the members at a Special Meeting called for that purpose by the Board of Directors.

Section 8 Emergencies: The Board of Directors may designate an emergency situation; i.e., flooding, wind damage, rock wall erosion, vandalism, etc., and approve an appropriate amount up to $5,000 to meet the particular emergency.

Section 9 Nonprofit Purpose: No Director, officer, member or contractual employee of the Property Owners' Association, or any private individual, shall receive at any time, any of the earnings or funds of the Association: provided that this shall not prevent the payment to any such person of reasonable compensation for services rendered, and no such person shall be entitled to share in the distribution of any of the Association's assets should dissolution of the Property Owners' Association occur. (At dissolution, excess assessments may be refunded to the lot owners and all other assets transferred to other institutions as determined by the members of the Association prior to dissolution).

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ARTICLE IX

ASSESSMENTS

Section 1 Assessments and Liabilities: Assessments shall be made against each voting member, for each voting member's share of the budget and shall be made on or before December 1st for the calendar year to follow. Each voting member's liability for assessment shall commence upon the date of the member closing on the purchase of a lot in the Subdivision and shall be prorated for the initial year. Any increase in assessments during the fiscal year must be approved by a two-thirds majority of the Association members, in person or by proxy, at a Special Meeting called by the Board of Directors. Any proposed increase in assessments must be presented to all members with an explanatory letter that must accompany the notice of Special or Annual Meeting. See Article III Section 1 regarding Notices.

Section 2 Assessment Lien: Assessments levied upon lots shall be a perpetual lien upon said lots until such assessments and any interest, penalties and charges which may accrue thereon shall have been paid or the conditions occur hereinafter provided. Any such liens shall be subordinate to the lien of any trust deed or mortgages. Sale or transfer of any lot shall not affect the assessment lien. However, the sale or transfer of any lot which is subject to any trust deed or mortgage or any proceedings resulting from a default on the trust deed or mortgage and hand in lieu of foreclosure thereof, shall extinguish the lien of such assessments as to payments thereof which became due prior to such sale or transfer. No such sale or transfer shall relieve such lot from liability for any assessments thereafter becoming due or from the lien thereof.

Section 3 Due and Payable: Assessments shall be due and payable on January 2nd of the year for which the assessment applies, or, in the case of prorated assessment within thirty days of the billing of the assessment. Such assessments shall be due and payable in one increment. If the Board of Directors increases the assessment during the fiscal year because of lack of funds to meet expenses, such additional assessments shall be due and payable in full within thirty days of the billing of the assessment.

Section 4 Deposition of Assessments: Assessment or additional assessments shall be deposited by the Treasurer into an account or accounts at a bank to be designated by the Board of Directors. Withdrawal of funds from such accounts shall be made only by checks signed by two persons so authorized by the Board of Directors.

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Section 5 Effects of Nonpayment of Assessments: Remedies of the Association: Any assessment or additional assessment which is not paid when due shall be considered delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear delinquency charge at the rate of $5.00 per month. If a member is delinquent, the Board of Directors may, not less than fifteen days after the mailing of a notice to the member by Certified Mail, declare such member in default and the Association may bring an action at law against the owner personally to collect the assessment or any additional assessments. The owner is obligated to pay the same or foreclosure of the lien against the property and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the common area or abandonment of his lot.

ARTICLE X

GENERAL PROVISIONS

Section 1 Amendments: These By-Laws may be amended by the members of the Association during the first twenty (20) years from the date of the original Declaration which was December 18, 2001, by an instrument signed by the owners of not less than sixty (60) percent of the lots and thereafter by an instrument signed by the owners of not less than fifty (50) percent of the lots.

Section 2 Amendments to the By-Laws: These By-Laws may be amended by including in the notice of any Board Meeting, the subject matter of the proposed amendment that will be considered by the Board of Directors, except for Article IX – Assessments.

Section 3 Resolution to Adopt Amendment: Any voting member may make a resolution to adopt an amendment. An amendment shall be adopted for recommendation to members of the Association, only if approved by a majority of voting members at a Board meeting.

Section 4 Amendment Shall Not: No amendment shall discriminate against any member. No amendment shall limit the stated powers and duties of the Board of Directors. No amendment shall materially alter the Design Standards, effect the sale of any lot or lots in the Subdivision and no amendment shall affect the provision concerning the absence of liability for the Board of Directors.

Section 5 Adoption of an Amendment by the Association members: The President and Secretary shall certify a copy of an amendment that has been approved by the voting members and shall be in full force and effect only when recorded in the Office of the County Clerk of Dona Ana County in the State of New Mexico.

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Section 6 Enforcement: The Association or any owner shall have the right to enforce the covenants and restrictions by any proceeding at law or in equity against any person or persons violating or attempting to violate any covenant or restriction, either to restrain violation or to recover damages and to enforce any lien created by these By-Laws. Failure by the Association or any owner to enforce any covenant or restriction herein contained shall in no event be deemed a waiver of the right to do so thereafter.

The foregoing is adopted as the By-Laws of the Property Owners' Association and the Board of Directors of Las Ventanas a los Organos Subdivision by the undersigned Board of Directors within said subdivision and shall be attached to and recorded in the Office of the County Clerk of Dona Ana County in the State of New Mexico.

Las Ventanas a los Organos Property Owners Association (LVOPOA) Board of Directors:

Edward J. Dombrowski, President ______________

Dominique DeSpain, Secretary ______________

Tiffany Blecha, Treasurer ______________

Gregory D. Powe, Director ______________

Domonic Silva, Director ______________

STATE OF NEW MEXICO)

ss.

DONA ANA COUNTY)

The foregoing instrument was acknowledged before me this 30th day of November, 2005 by Edward J. Dombrowski, Dominique DeSpain, Tiffany Blecha, Gregory D. Powe and Domonic Silva, Directors of Las Ventanas a Los Organos Subdivision in the County of Dona Ana, in the State of New Mexico.

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Notary Public

OFFICIAL SEAL
JACOB H. SIMS
NOTARY PUBLIC - STATE OF NEW MEXICO
My commission expires: November 25, 2007

State of New Mexico
County of Dona Ana, ss
RECEPTION NO. 42148
I hereby certify that this instrument was filed for recording and duly recorded on
DEC 5 2005
at 3:24 o'clock P M
Book 666 Page 1968-1978
of the Records of said County.
Rita Torres, County Clerk
BY: ______________ DEPUTY

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