

BY-LAWS  
OF  
THE SOL Y LOMAS HOME OWNERS' ASSOCIATION

ARTICLE I  
Name and Office

Section 1. Name. The name of this Corporation is The Sol Y Lomas Home Owners' Association.

Section 2. Office. The address of this Corporation's principal office in the State of New Mexico is 200 West Marcy, Suite 129, Santa Fe, New Mexico 87501.

ARTICLE II  
Membership

Section 1. Members. There shall be one and only one class of membership of this organization. Any and all persons or other entities who own or hereafter acquire title in and to any of the land within Sol Y Lomas Units One through Six, as set forth in detail in the Building Restrictions and Restrictive Covenants, filed of record with the Santa Fe County Clerk, are automatically members of The Sol Y Lomas Home Owners' Association, as set forth in said Building Restrictions and Restrictive Covenants.

Section 2. Dues. Each member shall pay annual dues as approved by the members at each Annual Meeting.

Section 3. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote by the members of this corporation.

Section 4. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

ARTICLE III  
Meetings of Members

Section 1. Annual Meeting. The Annual Meeting of the members of this Corporation shall be held on the third Tuesday of January at such time and place as the Board of Trustees shall designate, beginning with the year 1983, for the purpose of electing Trustees and for the purpose of transacting such other business as may come before said Annual Meeting. If the election of Trustees shall not be held at the date designated herein for the Annual Meeting, the Board of Trustees shall cause the election to be held at a Special Meeting of the members as soon thereafter as may be convenient.

Section 2. Special Meetings. Special Meetings of the members may be called by the President, the Board of Trustees, or not less than twenty-five members of this Corporation.

Section 3. Place of Meeting. The Board of Trustees may designate any place within the City of Santa Fe, New Mexico, as the place of the meeting for any Annual or Special Meeting. Places and times for meetings should be as convenient as possible for the members of this Corporation.

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Section 4. Notice of Meeting. Written notice stating the place, date and hour of any meeting of members shall be delivered personally or by mail to each member not less than seven (7) days prior to the date of such meeting. Notices of Special Meetings shall include the purpose(s) for which the meeting is called. The President may permit a meeting to be held with less than seven (7) days' notice if required by emergency conditions.

Section 5. Quorum. Members holding one-fifth (1/5) or fifty (50) persons, whichever is less, of the votes entitled to be cast on any matter to be voted upon, represented in person or by proxy, shall constitute a quorum at any Annual or Special Meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

Section 6. Proxies. A member entitled to vote at any meeting of members may vote by written proxy.

Section 7. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a General or Special Meeting at which a quorum is present shall be necessary for the adoption of any matter to be voted upon, provided, however, that a vote by and through the mail; upon Resolution of the Board of Trustees, subject to other terms hereof, shall be proper.

#### ARTICLE IV Board of Trustees

Section 1. Number of Trustees. The Board of Trustees shall consist of not less than five nor more than nine Trustees, the exact number to be determined by the Board of Trustees from time to time.

Section 2. Terms. At the initial meeting of the members, one-half of the initial Trustees shall be elected for a term of one (1) year; the other one-half of the initial Trustees shall be elected for a term of two (2) years. Thereafter, one-half of the Board of Trustees shall be elected at each Annual Meeting for a term of two (2) years.

Section 3. Meetings. The Board of Trustees shall meet quarterly at such time(s), date(s) and place(s) as it shall determine by resolution of the Board of Trustees. The Board of Trustees may meet at such other times as the President or any three (3) Trustees shall call a meeting. The Secretary shall give notice of such meetings, pursuant to Article III, Section 4, to the Trustees upon receipt of notification from the President or such three (3) Trustees that such meeting has been called.

Section 4. Quorum. One-half (1/2) of the number of Trustees shall constitute a quorum for a transaction of business at a regular or special meeting. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

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Section 5. Powers of Trustees. All corporate power of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be supervised by, the Board of Trustees. Without limiting the generality of the foregoing, the Board of Trustees shall have the following powers: To conduct and manage the affairs and business of the Corporation, and to make all policy decisions as well as to promulgate such rules and regulations consistent with law, the Articles of Incorporation and these By-Laws as they may deem appropriate, and to take such action as may be necessary and proper to enforce the covenants and restrictions of the Building Restrictions of and for Sol Y Lomas Units One through Six, acting as the Board of Trustees or as the Architectural Committee, as designated in said Building Restrictions.

Section 6. Vacancies. Any vacancy or vacancies in the Board of Trustees resulting from the death, incapacity, resignation, expiration of the term of office, removal or otherwise, shall be filled by majority vote of the remaining Trustees then in office even though less than a quorum. A Trustee so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office or until his successor has been chosen at the next Annual Meeting and shall have qualified whichever date shall come later. Any Trusteeship to be filled by any reason of an increase in the number of Trustees shall be filled by an election at any Annual or at a Special Meeting of Trustees called for that purpose.

Section 7. Removal. A Trustee may be removed from the Board for cause, by the vote of a majority of the Trustees at a Board meeting called expressly for that purpose.

Section 8. Adjournment. In the absence of a quorum at any meeting of the Board of Trustees, the majority of the Trustees present may adjourn the meeting from time to time until the time fixed for the next regular meeting of the Board. Notice of the time and place of holding an adjourned meeting shall be given to absent members in the manner provided in Section 4 of Article III of these By-Laws.

Section 9. Vote. Each Trustee shall be entitled to one vote and one vote only at any and all meetings of Trustees on each matter submitted to the Trustees' vote. In no event shall voting by proxy be permitted at any Trustees' meeting except as specifically provided for by these By-Laws or the Articles of Incorporation.

Section 10. Compensation. The Trustees shall receive no compensation for their services as such, but by appropriate resolution of the Board of Trustees may be reimbursed for the expense of attending each Board meeting, and each meeting of any committees, unless otherwise provided by these By-Laws.

Section 11. Written Consents. Any action required to be taken by the Board of Trustees may be taken without a meeting, if all the members of the Board shall individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Trustees.

Section 12. Committees. The Board of Trustees, by resolution adopted by a majority of the full Board of Trustees, may designate committees of three (3) or more Members, of whom shall be a Trustee. In all such cases the recommendations of such committees shall be subject to the approval of the Board of Trustees.

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Section 13. Employees as Trustees. Trustees are eligible to be employees of the Corporation and receive fair and adequate compensation for their services as employees. Payment for such services shall not be deemed inconsistent with Section 9 of this Article.

Section 14. Conference Telephone Calls. Any emergency action required to be taken by the Board of Trustees may be taken through the use of a conference call, if a majority of the Board but not less than four (4) Trustees, are participants in that telephone call. Such conference telephone calls shall be deemed to be meetings of the Board of Trustees and the act of the majority of the Trustees participating in such meetings where all current Trustees are participants shall be the act of the Board of Trustees. If such conference call is deemed to be a regular meeting of the Board of Trustees as provided in Section 3 of Article IV of these By-Laws, no prior notice is needed other than the standing resolution authorizing such meeting.

Section 15. Assessments. The Board of Trustees shall have the authority to ask the Members for contributions or assessments to defray expenses of operating this Corporation, including but not limited to those activities set forth in Article VIII.

#### ARTICLE V Officers

Section 1. Officers. There shall be a President, a Vice-President, Secretary and Treasurer of the Corporation elected by the Trustees from their number at the first meeting of the Board. The President shall preside at all meetings of the Board of Trustees and perform such other duties as may be directed by the Board.

Section 2. Election. The Board of Trustees shall elect all officers of the Corporation from the Board of Trustees for terms of one (1) year, or until their successors are elected and qualified, at the annual meeting each year.

Section 3. Removal. An officer may be removed from office for cause, by the vote of a majority of the Trustees then serving.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Trustees. The voting procedure to fill the vacancy in any office shall be the same as to fill the vacancy of a Trusteeship as stated in Section 6 of Article IV of these By-Laws.

Section 5. President. The President shall be chief executive officer of the Corporation and shall in general supervise all the business and affairs of the Corporation.

Section 6. The Vice-President. The Vice-President shall preside at any meeting of the Board of Trustees at which the President does not preside, and shall perform such duties as from time to time may be assigned to him by the President or by the Board of Trustees.

Section 7. Secretary. The Secretary shall keep a record of the minutes of the proceedings of the meetings of the Trustees

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and Members; and shall give notice as required in these By-Laws of all such meetings. He/she shall have custody of all books, records and papers of the Corporation except when any of such shall be in charge of the Treasurer or some other person authorized to have such custody. He/she shall have authority to attest instruments of the Corporation. He/she shall perform all duties incident to the office of Secretary and such other duties as may be from time to time assigned to him/her by the President or the Board of Trustees.

Section 8. Treasurer. The Treasurer shall have custody of the funds and securities of the Corporation and see that they are deposited in such banks or trust companies as the Board of Trustees shall designate. He/she shall have custody of the books of the Corporation and see that therein is entered regularly a full and accurate account of all monies received and disbursed by the Corporation, together with such other reports as he/she may from time to time be called upon to do by the Board of Trustees.

Section 9. Assistants. The Board of Trustees may designate such assistants to the officers as it shall desire. Assistant secretaries and assistant treasurers thus authorized and appointed by the Board of Trustees may sign such instruments as the Secretary and Treasurer respectively might lawfully sign.

Section 10. Other. Any two or more offices may be held by the same person, except the offices of President, Vice-President and Secretary.

#### ARTICLE VI Fiscal Year

The Fiscal Year of this Corporation shall begin on the first day of January of each year and shall end on the thirty-first day of December of each year.

#### ARTICLE VII Contributions

The Board of Trustees shall accept any contributions and assessments made pursuant to Article IV, Section 15, in order to defray the operating expenses of this Corporation, including but not limited to any costs and expenses incurred by the Corporation which arise out of or are connected with the Building Restrictions and Restrictive Covenants which run with the land owned by the members.

#### ARTICLE VIII Contracts, Checks, Deposits and Gifts

Section 1. Contracts. The Board of Trustees may authorize any officer or officers of this Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Corporation. Such authority may be general or confirmed to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issue in the name of this Corporation shall be signed by such officer or officers of this Corporation and in such manner as

shall be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer.

Section 3. Deposits. All funds of this Corporation shall be deposited from time to time to the credit of this Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4. Gifts. The Board of Trustees may accept on behalf of this Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of this Corporation.

ARTICLE IX  
Books and Records

This Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees and committees having any of the authority of the Board of Trustees and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of this Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X  
Indemnity

This Corporation shall indemnify each Trustee and officer of this Corporation, and their heirs, legal representatives and assigns, against expenses and liabilities reasonably incurred in connection with any action, suit or proceedings in which such trustee or officer is involved or made a party by reason of being or having been such. The foregoing right of indemnification shall not be exclusive of other rights to which any trustee or officer may be entitled as a matter of law and shall include reimbursement of any amount and expenses paid or incurred in settling any such action, suit or proceeding when such settlement has been approved by the Board of Trustees.

ARTICLE XI  
Amendments

Section 1. Amendments. The Board of Trustees may add to, amend or repeal these By-Laws or the Articles of Incorporation by affirmative vote of the majority of all Trustees at the Annual Meeting or any special meeting called, provided the notice of such meeting states the proposed amendment, alteration or repeal, and further provided that notice of proposed amendments shall be given to members in the same manner as prescribed in Article III, Section 4.

APPROVED by a majority of the members of this Corporation at their meeting on January 18, 1983.

Date January 19, 1983

Maurice Lierz  
MAURICE LIERZ  
Initial Presiding Officer

Attest:

Kimball Udall Jan 19, 1983  
Date  
KIMBALL R. UDALL  
Initial Secretary

SECRETARY RECORDED 92/21/2919

**FIRST AMENDMENT TO THE  
BY-LAWS  
OF  
THE SOL Y LOMAS HOMEOWNERS' ASSOCIATION**

The Bylaws of the Sol y Lomas Homeowners' Association are hereby amended as follows. All other terms and provisions of the existing Bylaws not otherwise amended hereby shall control:

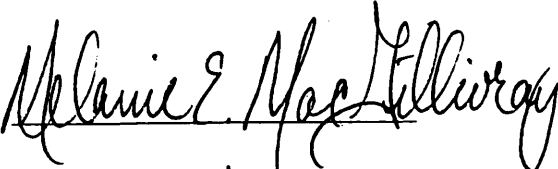

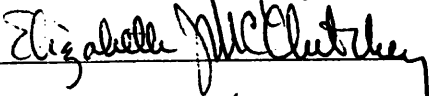


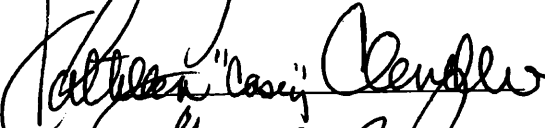

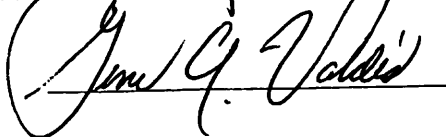
ARTICLE II  
Membership

Section 1. Members. There shall be one and only one class of membership of this organization. Any and all persons or other entities who own or hereafter acquire title in and to any of the land within Sol y Lomas Units One through Nine, as set forth in detail in the Building Restrictions and Restrictive Covenants, filed of record with the Santa Fe County Clerk, are automatically members of the Sol y Lomas Homeowners' Association, as set forth in said Building Restrictions and Restrictive Covenants.

ARTICLE III  
Meetings of Members

Section 5. Quorum. A majority of the Members in attendance at any Annual or Special Meeting shall constitute a quorum.

APPROVED by a majority of the Board of Trustees of the Sol y Lomas Homeowners' Association at their annual meeting on January 17, 2004.

REC'D CLERK RECORDED 02/21/2019

**SECOND AMENDMENT TO  
THE BY-LAWS  
OF  
SOL y LOMAS HOMEOWNER ASSOCIATION**

The By-laws of the Sol y Lomas Homeowner Association are hereby amended as follows. All other terms and provisions of the existing By-laws and the First Amendment to the By-laws not otherwise amended hereby shall control:

**ARTICLE I**  
**Name**

**Section 1. Name.** The name of this Corporation is Sol y Lomas Homeowner Association.

**ARTICLE II**  
**Membership**

**Section 1. Members.** There shall be one and only one class of membership of this organization. Any and all persons or other entities who own or hereafter acquire title in and to any of the land within Sol y Lomas Units One through Six as set forth in detail in the Building Restrictions and Restrictive Covenants, filed of record with the Santa Fe County Clerk, are automatically members of the Sol y Lomas Homeowner Association as set forth in said Building Restrictions and Restrictive Covenants.

**Section 2. Dues.** For each lot owned within the Subdivision, there are annual dues required to be paid to the Association, as approved by the members at the Annual Meeting.

**Section 3. Voting Rights.** There shall be only one (1) vote per lot entitled to be cast in the affairs of the Association.

**ARTICLE III**  
**Meetings and Members**

**Section 1. Annual Meeting.** The Annual Meeting of the members of this Corporation shall be held on a date in January at such time and place as the Board of Trustees shall designate, beginning with the year 2019, for the purpose of electing Trustees and for the purpose of transacting such other business as may come before said Annual Meeting. If the election of Trustees shall not be held at the date designated herein for the Annual Meeting, the Board of Trustees shall cause the election to be held at a Special Meeting of the members as soon thereafter as be convenient.

**Section 4. Notice of Meeting.** Written notice stating the place, date and hour of any meetings of members shall be delivered personally, by mail or by e-mail or by posting the notice on the Sol y Lomas Homeowner Association Website, to each member not less than seven (7) days



prior to the date of such meeting. Notices of Special Meetings shall include the purpose(s) for which the meeting is called. The President may permit a meeting to be held with less than seven (7) days' notice if required by emergency conditions.

**Section 6. Proxies.** A member entitled to vote at any meeting of members may vote by written proxy delivered personally, by mail, or by e-mail.

**Section 7. Manner of Acting.** A majority of the votes entitled to be cast on a matter to be voted upon by members present or represented by proxy at a General or Special Meeting at which a quorum is present shall be necessary for the adopting of any matter to be voted upon, provided, however, that a vote by and through the mail, or by and through e-mail upon Resolution of the Board of Trustees, subject to other terms hereof, shall be proper.

**ARTICLE IV**  
**Board of Trustees**

**Section 2. Terms.** At the Annual Meeting of the members, or a Special Meeting of Trustees called for that purpose, Trustees shall be elected for a term of two (2) years.

**Section 3. Meetings.** The Board of Trustees shall meet at least quarterly at such time(s), dates(s) and places(s) as it shall be determined by resolution of the Board of Trustees. The Board of Trustees may meet at such other times as the President or any three (3) Trustees shall call a meeting. A notice of such meetings, pursuant to Article III, Section 4, will be given to the Trustees upon receipt of notification from the President or such three (3) Trustees that such meeting has been called.

**Section 5. Powers of Trustees.** All corporate power of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be supervised by, the Board of Trustees. Without limiting the generality of the foregoing, the Board of Trustees shall have the following powers: To conduct and manage the affairs and business of the Corporation, and to make all policy decisions as well as to promulgate such rules and regulations consistent with law, the Articles of Incorporation and these By-Laws as they may deem appropriate, and to take such action as may be necessary and proper to enforce the covenants and restrictions of the Building Restrictions of and for Sol y Lomas Units One through Six, acting as the Board of Trustees or as the Architectural Review Committee, as designated in said Building Restrictions.

**Section 6. Vacancies.** Any vacancy or vacancies in the Board of Trustees resulting from the death, incapacity, resignation, expiration of the term of office, removal or otherwise, shall be filled by a majority vote of the remaining Trustees then in office even though less than a quorum. A Trustee so elected to fill a vacancy shall be elected for a two (2) year term. Any Trusteeship to be filled by any reason of an increase in the number of Trustees shall be filled by an election at any Annual or at a Special Meeting of Trustees called for that purpose.

**Section 10. Compensation.** The Trustees shall receive no compensation for their services as such.

**Section 11. Written Consents.** Any action required to be taken by the Board of Trustees may be taken without a meeting if all the members of the Board shall individually or collectively consent in writing or e-mail to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consent or e-mail shall have the same force and effect as a unanimous vote of the Trustees.

**Section 13. Employees as Trustees.** Trustees are not eligible to be employees of the Corporation.

**Section 14. Emergency Action.** Any emergency action required to be taken by the Board of Trustees may be taken through the use of a conference call, if a majority of the Board but not less than four (4) Trustees, are participants in that conference telephone call, or by e-mails received from a majority of the Board but not less than four (4) Trustees ("e-mail meetings"). Such conference telephone calls or e-mail meetings shall be deemed to be meetings of the Board of Trustees and the act of the majority of the Trustees participating in such meetings where all current Trustees are participants shall be the act of the Board of the Trustees. If such conference call or e-mail meeting are deemed to be a regular meeting of the Board of Trustees as provided in Section 3 of Article IV of these By-Laws, no prior notice is needed other than the standing resolution authorizing such meeting.

## **ARTICLE V** **Officers**

**Section 2. Election.** The Board of Trustees shall elect all officers of the Corporation from the Board of Trustees for a term of two (2) years, or until their successors are elected at the annual meeting of each year.

**Section 7. Secretary.** The Secretary, or any officer authorized by the Secretary, shall keep a record of the minutes of the proceedings of the meetings of the Trustees and Members; and shall give notice as required in these By-Laws of all such meetings. The Secretary, or any officer authorized by the Secretary, shall have custody of all books, records and papers of the Corporation except when any of such shall be in charge of the Treasurer or some other person authorized to have such custody. He/she shall have authority to attest instruments of the Corporation. He/she shall perform all duties incident to the office of Secretary and such other duties as may be from time to time assigned to him/her by the President or the Board of Trustees.

**Section 8. Treasurer.** The Treasurer shall have custody of the funds of the Corporation and see that they are deposited in a bank as the Board of Trustees shall designate. He/she shall have custody of the books of the Corporation and see that therein is entered regularly a full and accurate account of all monies received and disbursed by the Corporation, together with such other reports as he/she may from time to time be called upon to do by the Board of Trustees.

**ARTICLE VIII**  
**Contracts, Checks, Deposits and Gifts**

**Section 2. Checks, Drafts, etc.** All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of this Corporation shall be signed by such officer or officers of this Corporation and in such manner as shall be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer.

**Section 3. Deposits.** All funds of this Corporation shall be deposited from time to time to the credit of this Corporation in a bank as the Board of Trustees may select.

**ARTICLE IX**  
**Books and Records**

This Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees and committees having any of the authority of the Board of Trustees and shall keep at its registered or principal office or in other places as designated by the Trustees, a record giving the names and addresses of the members entitled to vote. All books and records of this Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

**APPROVED** by a majority of the Board of Trustees of the Sol y Lomas Homeowner Association at the Annual Meeting on January 26, 2019.

  
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Mary Jacklyn Dulle, Secretary.

SEC. CLERK RECORDED 42/21/2019

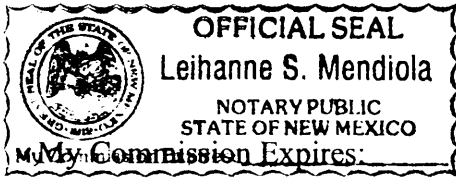
STATE OF NEW MEXICO )  
 ) ss.  
COUNTY OF SANTA FE )

On this 21<sup>st</sup> day of February, 2019, before me a Notary Public in and for the State and County aforesaid, personally appeared Mary Jacklyn Dulle, Santa Fe, NM 87505.

Mary Jacklyn Dulle  
Mary Jacklyn Dulle, Secretary

on 21<sup>st</sup> February 2019

**SUBSCRIBED AND SWORN** to before me on the day, month and year first above set forth.



March 19, 2022

[Signature]  
Notary Public

COUNTY OF SANTA FE )  
STATE OF NEW MEXICO ) ss

BYLAWS  
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I Hereby Certify That This Instrument Was Filed for Record On The 21ST Day Of February, 2019 at 12:04:34 PM And Was Duly Recorded as Instrument # 1879363 Of The Records Of Santa Fe County

Witness My Hand And Seal Of Office  
Geraldine Salazar  
Deputy Christine Ortiz County Clerk, Santa Fe, NM



SEC. CLERK RECORDED 02/21/2019

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