

TUNE DRIVE ROAD MAINTENANCE ASSOCIATION

BY-LAWS

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ARTICLE I

NAME AND LOCATION

The name of the corporation is Tune Drive Road Maintenance Association Inc., hereinafter referred to as the "Association." The principal point of contact of the corporation is P.O Box 698, El Prado, NM, 87529.

ARTICLE II

DEFINITIONS

"Tune Drive Road Maintenance Association" shall mean and refer to the Bylaws and Incorporation recorded on Mar 21, 2023, 2023, in Book 1160, Pages 898, as Document No. 469383, records of Taos County.

"Tune Drive Properties" shall mean and refer to the properties accessed by the use of Tune Drive, El Prado, New Mexico.

"Lot" shall mean and refer to any parcel located within the "Tune Drive Properties.

"Improved Lot" shall mean and refer to any Lot that is improved with a residence or building that has received a certificate of occupancy.

"Unimproved Lot" shall mean and refer to any Lot that does not have a residence or building which has a certificate of occupancy.

"Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot, but excluding those having such interest merely as security for the performance of an obligation.

"Tune Drive" shall refer to the road leading from Highway 64, going north for approximately 5 miles within the Stagecoach Neighborhood. It is a private, two lane, dirt road affected by the weather (rain, snow, ice) and traffic. It becomes bumpy and washboarded between gradings. The speed limit is 25 MPH and is passible at this speed or lower.

"Association" shall mean and refer to Tune Drive Road Maintenance Association, Inc., its successors and principles.

"Member" shall mean and refer to every person having a parcel of property that uses Tune Drive to access his or her property.

"Member in Good Standing" shall mean a member of the association who has consistently contributed funds for the maintenance of Tune Drive.

"Maintenance" is all reasonable repairs, grading, rolling, material and improvements. It also includes snow removal, maintenance of signage and administrative costs for Tune Drive.

"Assessment" is the annual amount requested by the Association to each Lot owned by a Member for costs related to the Association's expenses for the Maintenance and administration of Tune Drive.

" Road and Utility Maintenance Agreement" is a legal document requiring Lot Owners to contribute \$10/acre a year to maintenance of Tune Drive. It is a reference or attachment to some Lot Owners deed.

“Stagecoachhills.com” is the website of the Stagecoach Hills Neighborhood Association. It contains important information about the association, neighborhood, land ordinance, events and road associations.

ARTICLE III

MEMBERSHIP

Every person or entity who is a record owner of a fee interest (or those persons who collectively own a fee interest) or a person or entity who is an owner by virtue of a contract of purchase of record of a Lot and uses Tune Drive to access their Lot is a Member of the Association. The foregoing is not intended to include persons or entities holding an interest as security for the performance of an obligation. Membership is appurtenant to and may not be separated from ownership of any Lot.

ARTICLE IV

VOTING RIGHTS OF MEMBERS

Section 1. Each Member who is a Member in Good Standing shall have one vote regardless of the number of Lots owned.

Section 2. When more than one person holds an interest in a Lot, the percentage voting right associated with such Lot shall be exercised as they among themselves determine, but in no event shall fractions of a vote or more than one vote be cast with respect to any Lot. Where there is more than one owner of a Lot, the several record owners of such Lot shall be required to designate

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the particular owner who shall cast the vote appurtenant to that Lot. If the several owners of any Lot are unable or unwilling to designate a particular owner to vote, then the membership appurtenant to that Lot shall not be entitled to vote on any Association affairs until such designation is made. In the event a real estate installment contract of purchase is executed upon any Lot, where the contract purchaser has the right of possession to the land and therefore equitable title thereto, the contract purchaser, and not the contract seller, shall be the Member holding the voting right, unless an agreement between the contract seller and contract purchaser provides to the contrary. In order for a Member to be a Member in Good Standing, the buyer of the property must have contributed to the maintenance funds of Tune Drive or the seller must have contributed to the funds to maintain Tune Drive during the current year.

ARTICLE V

MEETING OF MEMBERS

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Section 1.

Annual meetings of the Members shall occur once a year in January. Subsequent regular annual meeting of the Members shall be held in the same month of each year thereafter. Meetings of Members may occur virtually as permitted by New Mexico law.

Section 2.

Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written request of the Members who are entitled to vote.

Section 3.

Written notice of each meeting of the Members shall be given by or at the direction of the secretary or person authorized to call the meeting, via email and posted on stagecoachhills.com, at least thirty (30) but not more than sixty (60) days before such meeting, sent to the Member's email address last appearing in the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, if the meeting is to be virtual, the manner in which access to and participation in the meeting. In the case of a special meeting, the notice shall state the purpose of the meeting.

Section 4.

The presence at the meeting of Members entitled to vote, or of proxies entitled to vote, shall constitute a quorum for any action.

Section 5.

At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary at least twenty-four (24) hours prior to the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Only Members in Good Standing can vote.

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ARTICLE VI

BOARD OF DIRECTORS

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Section 1.

A Board of three to five Directors that includes Officers shall manage the affairs of this Association. Each shall be a Member of the Association or an agent for a Member of the Association pursuant to a written designation for this purpose.

Section 2.

The Directors of the Association are the persons signing these Bylaws. Their terms shall commence upon ratification of this agreement by the County of Taos, NM. The Directors will serve a two-year term. Directors may be reelected to serve more than one term. They may resign at any time with thirty (30) days notice to the Association.

Section 3.

Board Meetings will be held as needed and Directors who miss more than two Board Meetings in a calendar year will be asked to resign for cause.

Any Director may be suggested for removal from the Board, with or without cause or by Members in Good Standing of the Association. The vote for the removal may occur at any annual or special meeting. The Director will be removed with fifty-one (51) percent of the vote of those Members in Good Standing who attend the meeting.

In the event of death, resignation, or removal of a Director, his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

Section 4.

No Director shall receive compensation for any service he or she may render to the Association. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

Section 5.

The Directors shall not be liable to the Members for any mistake of judgment, negligence, or otherwise except in the event of willful misconduct or malfeasance. The Association shall indemnify and hold harmless each of the Directors (including the initial Directors appointed in the Articles of Incorporation) against all contractual liabilities to others arising out of contracts made by the Board of Directors on behalf of the Association and its Members, and in connection with any acts performed pursuant to the Articles of Incorporation. However, this paragraph does not apply to any contract, agreement or liability which have arisen or been incurred prior to the date on which the Association shall have been incorporated by the State of New Mexico.

Section 6.

The Directors can suggest changes to the bylaws. They must notify Members of the suggested changes and seek approval at the Annual Meeting or special meeting called for this purpose. Approval by fifty-one (51%) of Members in Good Standing attending the meeting, or sending in their vote to the President twenty-four (24) hours prior to the meeting, will constitute approval of the changes.

ARTICLE VII

NOMINATION AND ELECTION OF DIRECTORS

Section 1.

Nominations for election of members to the Board of Directors shall be made from the floor at every annual meeting of the Members. The current Directors of the Association of these Bylaws are identified on the signature lines below for the Directors.

Section 2.

The next nomination and election of Directors shall take place at a meeting of the Members held following the ratification of these Bylaws and then every two years at the annual meeting thereafter. All Directors, including Officers, of this Association shall be elected by the Members in Good Standing and each shall hold office for two (2) years unless he or she shall sooner resign, or shall be removed, or otherwise be disqualified to serve. At such election, the Members in Good Standing or their proxies may cast votes as they are entitled to exercise under Article IV of these Bylaws. The person or persons receiving the largest number of votes shall be elected.

ARTICLE VIII

MEETINGS OF DIRECTORS

Section 1.

Regular meetings of the Board of Directors shall be held at such place and hour as may be fixed from time to time by resolution of

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the Board. Notice will be given by email and any Member can attend. No meeting shall be held outside Taos County, New Mexico, without unanimous consent of all Directors. Meetings can be virtually conducted.

Section 2.

Any two Directors can hold special meetings of the Board of Directors when called by the president of the Association, or after not less than three (3) days notice to each Director. If a Director cannot attend a meeting, they will give notice to the president. Meetings can be virtually conducted.

Section 3.

A majority of the number of Directors present in person or in proxy shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present in person and in proxy, at a duly held meeting at which a quorum is present, shall be regarded as the act of the Board.

Section 4.

Members of the Board of Directors or of any committee designated thereby shall be entitled to participate in a meeting of the Board or committee. Meeting can be virtually conducted.

Section 5.

The Directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE IX

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1.

The Board of Directors shall have the power to:

- A. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Members by other provisions of these Bylaws or the Articles of Incorporation.
- B. Fix, levy and collect payment of an assessment from Members for funds sufficient to accomplish the purposes of the Association; provided notice of each assessment has been given by email or first class mail at least thirty (30) days prior to its due date. Those Lot owners who have the Road and Utilities Maintenance Agreement referenced or attached to their deeds are legally required to contribute \$10/acre per year to maintain Tune Drive. They may donate additional funds, equaling the assessment value, in order to maintain Tune Drive.
- C. Suspend the voting rights of a Member in Good Standing during any period in which the Member in Good Standing has not contributed to the funds to maintain Tune Drive for two consecutive years. The owner of the Lot becomes a Member only.
- D. Obtain a lien against a member personally obligated to pay dues because they have the Road and Utilities Maintenance Agreement referenced or attached to their deed if dues are not paid within two (2) years after the due date. In such event, the prevailing party shall be entitled to reasonable attorney's fees and costs.

E. Obtain a legal lien against a member personally if an assessment has not been paid by a Member who does not have the Road and Utilities Maintenance Agreement referenced or attached to their deed, had been continually using Tune Drive to access their property and has not contributed to it's maintenance for two (2) years or more. In such event, the prevailing party shall be entitled to reasonable attorney's fees and costs.

F. Issue, or to cause any appropriate officer to issue, upon demand by any Member, a email or letter setting forth whether or not any assessment or dues has been paid. If the email or letter states an assessment or dues has been paid, such email or certificate shall be conclusive evidence of such payment.

Section 2.

It shall be the duty of the Board of Directors to:

A. 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, or any special meeting when such statement is requested in writing by a Members in Good Standing.

B. Supervise all officers and agents of this Association, and to see that their duties are properly performed.

C. Issue, or cause any appropriate officer to issue, upon demand by any Member, an email or letter setting forth whether or not any assessment or dues has been paid. If an email or letter states an assessment has been paid, such email or letter shall be conclusive evidence of such payment.

ARTICLE X

OFFICERS AND THEIR DUTIES

Section 1. The Officers of this Association are president, vice president, secretary and treasurer, all of whom shall be members of the Board of Directors and such other officers as the Board may from time to time by resolution create.

The current Officers of the Association are identified on the signature lines below for the Directors. A Director may hold more than one office.

Section 2. The next nomination and election of Officers and Directors shall take place at a meeting of the Members held following the ratification of these Bylaws then every two years thereafter at the annual meeting.

Section 3. At each election, Members in Good Standing or their proxies may cast as many votes as they are entitled to exercise under Article IV of these Bylaws. The person or persons receiving the largest number of votes shall be elected. The Officers and Directors of this Association shall hold office for two (2) years unless he or she shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. The Board may elect such other Officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time determine.

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Section 5. The Board of Directors may remove any Officer from office with or without cause. Any Officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect thirty (30) days after 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 6. 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 7. The duties of the Officers are as follows:

PRESIDENT: The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out and shall sign all written instruments.

VICE-PRESIDENT: The vice-president shall act in the place and stead of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

SECRETARY: The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; 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 email addresses, and shall perform such other duties as required by the Board.

TREASURER: The treasurer shall invoice, receive, and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

Section 8. Officers, as members of the Board of Directors, shall be indemnified for any act they may perform on behalf of the Association.

Section 9. As with all members of the Board, no Officer shall receive compensation for any service he or she may render to the Association. And, as with any Director an Officer may be reimbursed for his or her Board actual expenses incurred in the performance of his or her duties that were approved by the Board.

ARTICLE XI

BOOKS AND RECORDS

All financial and other records, as defined in §47-16-5 of the New Mexico Homeowner Association Act shall be made available to Members as provided in that Act.

ARTICLE XII

ASSESSMENTS

Section 1. The Board of Directors shall determine the Assessment for costs related to maintenance of Tune Drive and obtain approval at the Annual Meeting. Assessments for Improved and Unimproved Lots will be determined yearly and presented at the Annual Meeting for approval. Once approval is obtained, the assessments become the requested amount for the current year.

If The Road and Utilities Maintenance Agreement is referenced or attached to the deed of a Lot owner, they are legally obligated to \$10/acre, but may donate the assessment as a voluntary donation.

Assessments collected by the Association shall be used to provide for the reasonable Maintenance, administrative costs and attorney fees incurred in the collection of Assessments and dues and defense of the Association.

ARTICLE XIII

MISCELLANEOUS

Section 1. These Bylaws may be amended at a regular or special meeting of the Members by a vote of a majority of Members in Good Standing present in person or by proxy; provided, however, that the power to amend aforesaid shall not authorize any amendment (1) authorizing the alteration of the requirement that all Members assent in writing to the dissolution of the Association, or (2) altering the right of each Lot owner to membership in the Association with rights appurtenant thereto.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

Section 3. The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

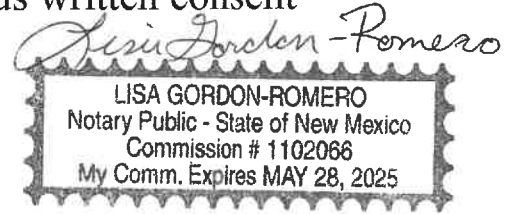
Section 4. The Association will not engage in prohibited political or legislative activities.

Section 5. If dissolution of the corporation is required at some point in time, the assets will be dedicated to the Stagecoach Hills Neighborhood Association, another Non-Profit organization.

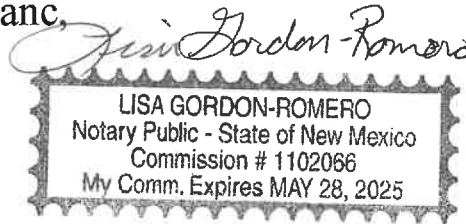
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IN WITNESS WHEREOF, we bring all the Directors of the Tune Drive Road Maintenance Association have hereby adopted the foregoing Bylaws of the Association by unanimous written consent as shown by our signatures below,

this 21 day of MARCH, 2023.



Julie M. LeBlanc Julie LeBlanc,
Director and President, Secretary and Treasurer



Hank King Hank King,
Director and Vice-President

Brian Boyd,
Director

Signed before me,
March 21, 2023

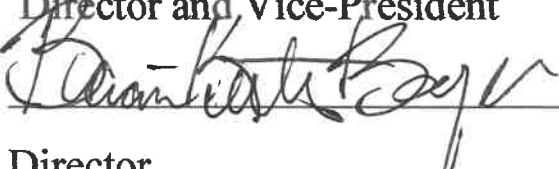
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IN WITNESS WHEREOF, we bring all the Directors of the Tune Drive Road Maintenance Association have hereby adopted the foregoing Bylaws of the Association by unanimous written consent as shown by our signatures below,

this 8 day of March, 2023.

Julie LeBlanc,
Director and President, Secretary and Treasurer

Hank King,
Director and Vice-President



Brian Boyd,
Director

Signed before me this 8 days
March 2023.

