



THOMPSON RIDGE PROPERTY OWNERS ASSOCIATION

AMENDED BY-LAWS

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AMENDED BY LAWS
of
THOMPSON RIDGE PROPERTY OWNERS ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the non-profit corporation is Thompson Ridge Property Owners Association, hereinafter referred to as the "Association." The principal office of the corporation shall be located at 725 Aspen Drive, Jemez Springs, New Mexico 87025.

ARTICLE II

FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of September and end on the 31st day of August of the following calendar year.

ARTICLE III

ASSOCIATION ASSESSMENTS

Each Thompson Ridge Property Owner is obligated for payment of Association assessments. The amount of the assessment shall be determined and collected on an annual basis by the Association's Board of Directors. The annual assessment shall be used for maintenance of roads and common areas, as well as the Association's operating expenses, including, but not limited to:

liability and hazard insurance, hiring of professionals if needed (i.e. lawyers, accountants, etc.) business transactions by the Board of Directors, publication and distribution of minutes of meetings, maps, Member lists, and any other such expenses as the Board of Directors may deem appropriate.

SPECIAL ASSESSMENTS

In the event the Board of Directors shall be of the opinion additional capital is required, it may, upon receiving the approval of two-thirds (2/3) of the members entitled to vote, either at a regular or special meeting, make a special assessment to secure the necessary funds.

ARTICLE IV

MEETINGS OF THE ASSOCIATION

Section 1. Location. Meetings of the Members may be held at any location within the State of New Mexico or by an electronic meeting platform, as may be designated by the Board of Directors.

Section 2. Annual Meetings. There shall be an annual meeting of the Thompson Ridge Property Owners Association at a time and location or platform designated by the Board of Directors.

Section 3. Special Meetings. Special meetings of the Association may be called by the President or the Board of Directors. At the written request of a majority of the Association's Members in Good Standing, a special meeting shall be called by the President or Secretary. Such written request shall state the purpose of the proposed meeting.

Section 4. Notice of Meetings. Written notice of each Association meeting, annual or special, shall

be given by the Board of Directors. Notice of the meeting stating the time, date and location of the meeting, along with the agenda, shall be delivered to all Thompson Ridge Property Owners, and shall be delivered electronically, hand-delivered, or sent by mail not less than ten (10) days, nor more than fifty (50) days, prior to the date of the scheduled meeting. All notices of any special meeting shall state the purpose or purposes for which the meeting is called. If notice is sent by mail, the notice shall be deemed to be delivered when addressed to an owner at the address as it appears in the Association records and deposited in the United States mail, postage prepaid.

Section 5. Parliamentary Authority. Robert's Rules of Order Newly Revised shall govern any meeting held by the Association or its Board of Directors.

Section 6. Right of Owners to Speak. All Owners shall have the right to attend and speak at all open meetings, but the Board may place reasonable time restrictions on those persons speaking.

Section 7. Closed Portions of Meetings. Any portion of a meeting may be closed only if that portion is limited to consideration of: (a) legal advice from an attorney for the Board or Association; (b) pending or contemplated litigation; or (c) personal, health or financial information about an individual member of the Association, an individual employee of the Association or an individual contractor for the Association.

Section 8. Minutes. The Association shall maintain a written copy of the minutes of all Association meetings, including summaries of all agenda items and formal actions taken.

Section 9. Adjournment. Any motion to adjourn a meeting shall be out of order until the entire order of business has been completed.

ARTICLE V

MEMBERSHIP AND VOTING

Section 1. Definition of Member. Every owner of a lot in Thompson Ridge Estates shall be considered a Member of the Association.

Section 2. Membership Voting Rights. Every owner of a lot which is not delinquent in Association assessment payments shall be considered a Member in Good Standing of the Association. A Member in Good Standing is entitled to vote in person, by written proxy, by written absentee delivered, by hand or by mail, email attachment, or electronic ballot. When two or more persons or entities are titled owners of a lot(s), one person, as designated amongst the owners, is entitled to one vote. When one person is the titled owner of more than one lot, he or she is entitled to one vote. A Member who is not in Good Standing is not entitled to vote.

Section 3. Quorum. A quorum at any meeting of the Association's membership shall consist of one-fourth (1/4) of the property Members entitled to vote, represented either in person, by electronic platform, by written proxy, or by written absentee.

Section 4. Proxies. Any Thompson Ridge Property Association Member in Good Standing may cast his or her vote by written proxy. The proxy shall only apply to the specified meeting and shall be signed, dated, and filed with the Secretary before the meeting is called to order. Every proxy shall be revocable in accordance with N.M.S.A. 47-16-9(B)(2) 1978 and shall automatically cease upon conveyance of the revocation by the voting Member to a Board Member or automatically 11 months after the date of signing. Proxy votes are valid for the purpose of establishing a quorum.

ARTICLE VI

BOARD OF DIRECTORS

NOMINATION; ELECTION; RESIGNATION; REMOVAL; COMPENSATION

Section 1. Positions. The affairs of the Association shall be managed and governed by the Board of Directors, consisting of a President, Vice-President, Secretary, Treasurer, and three (3) additional elected Directors at Large, all of whom must be Association Members in Good Standing.

Section 2. Nomination. Nominations for election to the Board of Directors may be made by current Board members and Association Members in Good Standing prior to or from the floor of the Annual Meeting. All nominations made prior to the Annual Meeting shall be presented to the Secretary of the Association.

Section 3. Election. The Association Members shall elect the Board of Directors by secret written ballot at the Annual Meeting. Ballots shall be counted by a neutral third party or by a committee of volunteers. The volunteers shall be selected or appointed at an open meeting, in a fair manner, by the members of the Board of Directors present at the meeting. The volunteers shall not be Board members and, in the case of a contested election for a board position, shall not be candidates.

Section 4. Compliance with Governing Documents. Within ninety days after being elected or appointed to the Board, each Board member shall certify in writing to the Secretary of the Association that the member: has read the community documents; will work to uphold the community documents and policies to the best of the member's ability; and will faithfully discharge the member's duties to the Association.

Section 5. Term of Office. Each Director of the Association shall hold office for three (3) years or until his or her successor is elected and qualified, unless he or she shall sooner resign, be removed, or otherwise become disqualified to serve.

Section 6. Resignation and Removal. Directors may resign at any time and may be removed, with or without cause, at any annual meeting, or at any special meeting called for that purpose, by a majority vote of the Members entitled to vote. In the event of death, resignation, or removal of a Director, a successor shall be recruited and appointed by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

Section 7. Compensation. No Director shall receive compensation for any service he or she may render to the Association. However, Directors may be reimbursed for actual expenses incurred in the performance of their duties upon the majority approval of such expenses by the Board.

ARTICLE VII

MEETINGS OF DIRECTORS

Section 1. Meetings. Quarterly meetings shall be held by the Board of Directors, and more frequently if the Board so determines. Written notice stating the place or platform, day, and hour of the meeting, and purposes for which the meeting is held, shall be provided to lot owners at least two (2) days in advance. Electronic notice of such meetings shall be considered acceptable.

Section 2. Agenda-Setting Meeting. The Board of Directors shall hold an open Board meeting at least sixty (60) days prior to the annual Association meeting. Any Member may attend the meeting and present any issues or concerns which he or she would like added to the agenda for

the annual Association meeting, and to discuss any issues or concerns presently on the agenda.

Section 3. Special Board Meetings. Special meetings of the Board of Directors may be called by the president or other members of the Board. Written notice stating the place or platform, day, and hour of the meeting, and purposes for which the meeting is held, shall be provided to Board members and lot owners Two (2) days in advance. Electronic notice of such meetings shall be considered acceptable.

Section 5. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision made by the Directors, at which time a quorum is present, shall be regarded as an act of the Board.

Section 6. Member Attendance. Any Association Member may attend a meeting of the Board of Directors, but will have no vote, and may speak to the Board only upon invitation by the President, other than is outlined in Section 2 of this Article.

ARTICLE VIII

DUTIES OF THE BOARD OF DIRECTORS

Section 1. Duties. The Board of Directors shall:

- a) Adopt and publish rules and regulations governing the use of the Common Areas and other properties managed or owned by the Association.
- b) Establish and approve a fiscal year budget annually and provide a copy of the budget to all the lot owners within 30 calendar days of approval. The Board shall also provide to all Owners a statement, included with a copy of the annual budget, listing all fees and fines that may be charged to an Owner by the Association, including charges for a

disclosure certificate as required by Subsection H of Section 47-16-2 NMSA 1978.

- c) Determine the amount of the Association annual assessment and send written notice of the amount to each Association member at least thirty (30) days prior to the payment due date.
- d) Take action to enforce the collection of the Association annual assessment.
- e) Assure the Association annual assessments are used for the maintenance of roads and Common Areas as well as the Association's operating expenses as more fully outlined in Article III.
- f) Procure and maintain adequate liability and hazard insurance on the property owned by the Association.
- g) Promote environmental protection of Thompson Ridge Estates Subdivision.
- h) Maintain a complete record of all meetings, business transactions, acts, and affairs of the Association;
- i) Supervise all officers, agents, and employees of the Association, and assure their duties are properly performed;
- j) Appoint a committee to review the Association's governing documents, including, but not limited to, the Association By-Laws, the Association Articles of Incorporation, and other documents as identified by the Board every ten (10) years, or more frequently if the Board so determines.
- k) Board members will disclose to the Board when a personal interest may appear to be in conflict with the Association's interest. In the event of a disclosure, the Board member will withdraw immediately from making decisions that may appear as a conflict. Board

members will refuse to accept offers of gifts or benefits, or enter into relationships that may influence or be perceived to influence a decision or action taken on behalf of the Association

- I) Provide for a financial audit, review, or compilation of the Association's financial records at least every three (3) years in accordance with generally accepted accounting principles by an independent certified public accountant. The audit, review, or compilation shall be made available to lot owners within thirty calendar days of its completion.

ARTICLE IX

POWERS OF THE BOARD OF DIRECTORS

The affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall have the powers to employ and supervise managers, independent contractors, or such other individuals as they deem necessary subject to the limitations of the Articles of Incorporation, these By-Laws, the Non-Profit Corporation Act, and the New Mexico Homeowners Association Act concerning corporate action that may be authorized or approved. The Board will define the duties of said individuals and assure they are bonded insofar as is possible. No member of the Board may enter into a binding contract for Association business without the prior approval of the majority of the Board of Directors.

ARTICLE X

OFFICERS

Section 1. Enumeration of Officers. The Officers of the Association Board of Directors shall consist of a President, Vice President, Secretary, and Treasurer. All members of the Association Board of Directors shall be Members in Good Standing. Special officers may be appointed by the Board as deemed necessary.

Section 2. Election of Officers. The Directors shall elect the Officers of the Association at the meeting of the Board of Directors immediately following the Annual Meeting of the membership.

Section 3. Term. Each Officer of this Association shall hold office until his or her successor is elected and qualified, unless he or she shall sooner resign, or shall be removed, or otherwise become disqualified to serve.

Section 4. Multiple Offices. No individual shall simultaneously hold more than one office except in the case of special offices created pursuant to Section 1 of this Article.

ARTICLE XI

OFFICERS' DUTIES

Section 1. Duties. The duties of the Officers are as follows:

President

The President shall be the Chief Executive Officer of the Association and shall preside at all

meetings of the members and Board of Directors. The President shall have supervising control over the business of the Association and shall generally manage and direct its affairs. The President shall see that orders and resolutions of the Board are carried out, shall sign all written documents, and be a signatory on all bank accounts.

Vice President

The Vice President of the Association shall act in the place and stead of the President in the event of the President's absence, inability, or refusal to act. The Vice President shall exercise and discharge all such other duties as may be required by the Board.

Secretary

The Secretary shall be responsible for keeping accurate records regarding the elections, minutes, documents, and books associated with the Association and shall attend to such duties as the Board of Directors may, from time to time, direct. The Secretary shall keep an accurate, updated list of the names, addresses, telephone numbers, and email addresses of the Members. The Secretary shall act as recorder of all meetings of the Board of Directors and Association Members. In the absence of the Secretary, the Officer presiding at the meeting may appoint any Director to act as recorder of such meeting.

Treasurer

The Treasurer shall have, under the direction of the Board of Directors, custody and charge of the funds of the Association and shall keep accurate books of account showing the receipt and

expenditures of money of the Association. The Treasurer shall deposit the funds of the Association in such financial institutions as may be selected by the Board of Directors and shall be a signatory on such accounts. The Treasurer shall receive all monies due the Association and shall pay such bills as approved for payment by the Board of Directors. All disbursements shall be made by electronic payment or check signed by the Treasurer and approved by the Board. The Treasurer shall furnish quarterly financial reports to the Board of Directors and an Annual Financial Report to the Members. The Treasurer shall file the Annual Financial Report in accordance with the requirements as outlined in N.M.S.A. Section 53-8-83.

ARTICLE XII

COMMITTEES

Section 1. Qualification of Committee Members. All committee members shall be Members in Good Standing.

Section 2. By-Laws Committee. The Board of Directors shall appoint a By-Laws Committee to review the Association's governing documents as more fully outlined in Article VIII, Section 1 (j), every ten (10) years, or more frequently if the Board so determines. The Committee shall consist of a Chairperson who is on the present Board of Directors, one other Board member, and two Association Members. The Committee shall propose and present suggested revisions and/or amendments to the Board, which amendments shall be adopted as set forth herein.

ARTICLE XIII

FINANCIAL AND OTHER RECORDS

All financial and other records of the Association shall be made available at any reasonable time for examination by a lot owner within ten business days of a written request. Electronic delivery of documents shall be considered acceptable. The association may charge a fee of not more than ten cents (\$.10) per page for copies.

As used in this Article, "financial and other records" includes:

- (1) the declaration of the Association;
- (2) the name, address, and telephone number of the Association's designated agent;
- (3) the Bylaws of the Association;
- (4) the names and addresses of all Association Members;
- (5) minutes of all meetings of the Association's Members and Board for the previous five years, other than executive sessions, and records of all actions taken by a committee in place of the Board or on behalf of the Association for the previous five years;
- (6) the operating budget for the current fiscal year;
- (7) current assessments, including both regular and special assessments;
- (8) financial statements and accounts, including bank account statements, transaction registers, association-provided service or utility records, and amounts held in reserve;
- (9) the most recent financial audit or review,
- (10) all current contracts entered into by the Association or the Board on behalf of the Association;

- (11) current insurance policies, including company names, policy limits, deductibles, additional named insureds, and expiration dates for property, general liability and Association director and officer professional liability, and fidelity policies; and
- (12) any electronic record of action taken by the Board

ARTICLE XIV

INDEMNIFICATION

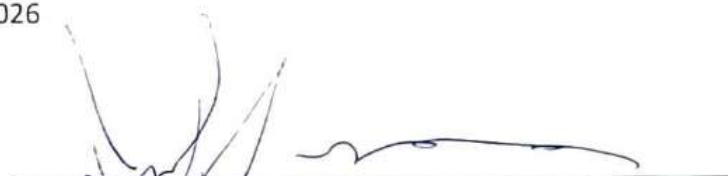
In the absence of fraud or bad faith and to the extent legally permitted by the Nonprofit Corporation Act, the Officers and Directors of the Association shall not be personally liable for any act, or failure to act, performed by them within the scope of their authority, or while acting as they reasonably may believe proper for the benefit of the Association; nor shall said Officers and Directors be personally liable with respect to any debts or other liabilities of the Association. The Association shall indemnify and hold its present and past Officers and Directors harmless with respect to any and all lawsuits or claims against any said Officer or Director based upon acts performed or omitted to be performed by them, while acting within the scope of their authority, or while acting as they reasonably believe to be proper for the benefit of the Association, including any attorney fees and court costs incurred in connection with any such claim or lawsuit. The Board may procure and maintain, as a common expense, such Directors and Officers liability insurance as the Board deems necessary or advisable.

ARTICLE XV

AMENDMENTS TO BYLAWS

The By-Laws of the Association shall be subject to alteration, amendment, or repeal. New By- laws may be adopted by the affirmative vote of a majority of the entire Board of Directors and shall take effect on the first day of the month following the vote.

DATED this 9th day of February, 2026



President

STATE OF ARIZONA)
) ss.
COUNTY OF Maricopa)

This instrument was acknowledged before me on February 9th, 2026, by
Jeffrey Mason, President of Thompson Ridge Property Owners
Association, on behalf of said corporation.



KEIVAN ROCHA
Notary Public - Arizona
Maricopa County
Commission # 641660
My Comm. Expires 12-15-2026



NOTARY PUBLIC

DATED this 13 day of February, 2026

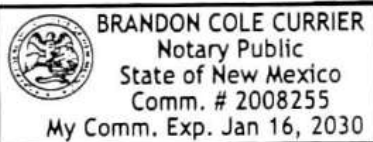
Secretary

Treasurer

[illegible]

This instrument was acknowledged before me on February 13th, 2026, by ~~LEE~~ Allison Linoman, Secretary, and ~~LEE~~ Ann Hine.

Treasurer of Thompson Ridge Property Owners Association, on behalf of said corporation.



NOTARY PUBLIC