

AMENDED AND RESTATED BY-LAWS
OF
PEPPERTREE/ROYAL OAK RESIDENTS ASSOCIATION

ARTICLE I - NAME

The name of this Corporation shall be the Peppertree/Royal Oak Residents Association (hereinafter referred to as the "Corporation").

ARTICLE II - BOUNDARIES

The boundaries of the Corporation shall be the area of the City of Albuquerque, in Bernalillo County, State of New Mexico bounded on the west by Lowell Street, on the north by Academy Road, on the east by Tramway Boulevard, and on the south by Spain Road.

ARTICLE III - PURPOSE

The purpose of the Corporation shall be to protect the environment, promote community welfare and encourage social interaction. Communication shall be fostered between the Corporation and City government on plans, proposals and activities affecting this area.

ARTICLE IV - OFFICE

The registered office of the Corporation shall be the address of the President or agent designated by the Board of Directors.

ARTICLE V - MEMBERSHIP

Section 1. There shall be two types of memberships in the Corporation: regular and business.

Section 2. Any person who is an adult resident of or who owns property within the boundaries of the Corporation shall be

eligible to become a regular member of the Corporation and shall be eligible for one voting membership.

Section 3. Any person who or legal entity which operates a place of business within the boundaries of the Corporation shall be eligible to become a business member of the Corporation. Each business located within the boundaries of the Corporation shall be eligible for one voting membership.

Section 4. Dues to be paid annually by regular and business members shall be set by the Board of Directors. Dues must be paid in full to be eligible to vote.

Section 5. The Corporation shall conduct its annual enrollment at the annual meeting or such other time established by the Board of Directors. New memberships shall be available at any time. Memberships shall expire on the last day of December of each calendar year. If new members join the Corporation on or after the fall annual meeting, the membership shall be effective immediately and continue through the last day of December of the next calendar year.

Section 6. Each member of the Corporation shall receive a receipt for membership dues which shall serve as evidence of membership, if required.

ARTICLE VI - OFFICERS AND THEIR ELECTION

Section 1. The initial Board of Directors shall be the governing body of the Corporation and shall consist of nine (9) persons who are adult members of the Corporation. One Director shall be elected to represent each of the nine Districts as defined by:

1. Albuquerque Ranch Estates and Royal Oak developments.
2. Coachman Estates.
3. The area bounded by Coachman Estates on the north, Papaya Place and Tamarac Drive on the west, San Victorio Avenue on the south, and Albuquerque Ranch Estates and Royal Oak developments on the east.
4. The area bounded by San Victorio Avenue on the north, Mahogany Place on the west, Tamarac Trail and the south lot line of the lot at the corner of Teakwood Trail and Tamarac Drive on the south, and the boundary with Royal Oak development and Tamarac Drive on the east.
5. The area bounded by Tamarac Trail and the south lot line of the lot at the corner of Teakwood Trail and Tamarac

Drive on the north, the west lot lines of the lots on the west side of Papaya Place, Spain Road on the south, and the boundary with the Royal Oak development on the east.

6. The Terraces.

7. The area bounded by The Terraces on the north, Lowell Street on the west, San Victorio Avenue on the south, and Papaya Place on the east.

8. The area bounded by San Victorio Avenue on the north, Lowell Street on the west, Tamarac Trail on the south, and Mahogany Place on the east.

9. The residences on Peppertree Place and Sun Terrace at Peppertree.

The Directors representing each District shall be elected by the general membership from that District at the annual meeting (ARTICLE VII) for a term of two (2) years. Five Directors representing Districts 3, 4, 5, 8, and 9, shall be elected every odd-numbered year at the end of the annual meeting or when elected. Four Directors representing Districts 1, 2, 6, and 7, shall be elected every even-numbered year. In the first year, 1998, four (4) Directors shall be elected for two years to represent Districts 1, 2, 6, and 7, and the five (5) Directors having one year to serve on their elected term shall complete serving that term; five (5) Directors representing Districts 3, 4, 5, 8, and 9, shall be elected at the following annual meeting.

Section 2. Officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer. They will also be members of the Board of Directors and are elected by the Board of Directors at the first meeting immediately following the annual meeting.

Section 3. The term of the office for the President, Vice-President, Secretary and Treasurer shall be one (1) year.

Section 4. Vacancies occurring on the Board shall be filled by a majority vote of the Board of Directors. The candidate filling a vacancy can be a resident of a district other than that in which the vacancy exists only if no district resident can be found who is willing to serve. Members so elected will serve the remainder of the two-year term, unless a district resident subsequently comes forward and petitions the Board to replace a non-district-resident representative. In that event, the Board will decide on the replacement by a majority vote of all Board members except the district representative in question, with preference toward representation by a district resident. Vacancies need not be

filled unless the number of Directors remaining on the Board is less than five (5).

Section 5. Any elected member may be removed by a majority of the membership whenever, in its judgment, the best interest of the Corporation would be served. Upon failure to attend three consecutive meetings, whether membership or Board, a Board member may be removed from office by a majority vote of the Board.

Section 6. Committees: The Board of Directors shall be fully empowered to designate and appoint any committees as in the opinion of the Board of Directors may be necessary to effectively administer the business of the Corporation. Membership on any such committee shall be open to any member of the Corporation. The President shall be an ex-officio member of all committees except for the Nominating Committee. Any committee so appointed shall have the powers, responsibilities and duties as are designated by the Board of Directors. The President shall appoint all committee chairpersons.

Section 7. Nominations. Nominations and voting shall take place by Districts meeting in caucus at the Annual Meeting.

Section 8. Restrictions on Powers of Committees: No committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-Laws; electing, appointing or removing any member of any committee or any director or officer of the Corporation; amending the Articles of Incorporation, restating the Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another entity; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation, or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon any director by law.

ARTICLE VII - DUTIES OF THE OFFICERS

The following officers shall include but not be limited to the following:

Section 1. President: The President shall be the chief executive officer of the Corporation and shall in general supervise all of the business and affairs of the Corporation between the meetings of the Board of Directors. The President shall preside at all meetings of the Board of Directors and the General Membership. The President shall, with the approval of the Board of Directors, appoint all standing and special committees except the Nominating Committee, and shall be an ex-officio member of all committees except the Nominating Committee. The President shall make an annual report to the general membership at the annual meeting and file such report with the Secretary. The President shall make all necessary reports to the City of Albuquerque in compliance with the Neighborhood Corporation Recognition Ordinance and serve as a second signatory.

Section 2. Vice-President: The Vice-President shall when necessary perform the duties of the President, and shall succeed to the Presidency in the event of the death, disability, removal from office or resignation of the President until such time as a successor to the President shall be elected.

Section 3. Secretary: The Secretary shall keep minutes of all meetings of the Board of Directors and of the General Membership and shall keep all records of the Corporation and give notice of all meetings as directed. The Secretary shall perform all other duties incident to the office of the Secretary or as may be required by the President or the Board of Directors.

Section 4. Treasurer: The Treasurer shall collect all monies due the Corporation and shall have custody of all funds of the Corporation and pay all bills approved by the Board of Directors or general membership.

ARTICLE VIII - MEETINGS

Section 1. Two (2) regular meetings of the general membership shall be held each year in the months of April and September. The regular meeting held in September shall be known as the annual meeting. The time and place of each

meeting shall be announced to each resident and place of business by handbills, notices in the PRORA newsletter, or prominently posted signs.

Section 2. No election shall be held at any meeting of the Corporation unless the meeting has been advertised as per Section 1 above to all residents and places of business within the Corporation boundaries.

Section 3. Special meetings of the general membership may be called by a majority of the Board of Directors, thirty percent (30%) of the voting membership or the President. The President shall set the meeting within seven (7) days and the Secretary shall give notice of any such meeting.

Section 4. Members present at any regular or special membership meeting shall transact the business at any such meeting.

Section 5. Five (5) of the nine (9) Directors fixed by these By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; a vote of not less than five (5) members of the Board shall be required to be an act of the Board of Directors. In the event that a quorum is not available at a meeting, a vote on a proposed action can be taken by electronic means such as telephone or email following the meeting up to the time of the next Board meeting. The President, or Vice-President acting on the President's behalf, will conduct the vote and certify the results to the Board members. For such a vote, a majority of all Directors currently in office is required to approve any action.

Section 6. The Board of Directors has the option of requiring written ballots with proof of membership in the Corporation.

Section 7. No member of the Corporation may vote by proxy. However, if requested by the Board of Directors, any action required or permitted to be taken at a meeting of the members or Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the directors entitled to vote with respect to the subject matter of such action.

Section 8. Two (2) regular meetings of the Board of Directors shall be held each year at a reasonable time preceding the general membership meetings. The time and place of each meeting will be communicated beforehand to each Board

member. Special meetings of the Board of Directors may be called by a majority of the Board or the President.

ARTICLE IX - MONETARY MATTERS

Section 1. The depository for the Corporation funds, the person(s) entitled to expend monies on behalf of the Corporation and all such matters shall be determined by the Board of Directors.

Section 2. No member, Director or officer will receive, directly or indirectly, any compensation or pecuniary benefit from the Corporation, except that the Corporation may reimburse them for expenses. The Corporation may pay reasonable compensation for services rendered, even if the recipient is a member, Director, or officer of the Corporation.

Section 3. The Board shall appoint two Association members, (not the President or Treasurer) to conduct an annual audit and report their findings in signed statements to the Board.

Section 4. The Treasurer will be responsible for payment of expenses incurred by the Corporation. The Treasurer is authorized to sign all checks. The President may sign checks in the absence of the Treasurer. All payments will be made in accordance with policies, directives, and limits established by the Board of Directors.

ARTICLE X - PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the Corporation in all cases in which they are applicable and in which they are not in conflict with these By-Laws.

ARTICLE XI - DISSOLUTION

In the event of dissolution of the Corporation, the Board of Directors shall, after payment of all liabilities of the Corporation, dispose of all liabilities of the Corporation, dispose of all remaining assets of the Corporation exclusively for such charitable or educational purposes as shall be wholly within the limitations of the provisions of Section 501(c)(3)

of the Internal Revenue Code or any applicable corresponding section of the law.

ARTICLE XII - AMENDMENTS

The By-Laws may be amended at any regular or special meeting of the general membership by two-thirds (2/3) vote of those in attendance. The membership shall be notified at least seven (7) days in advance of the meeting that proposed amendments will be entertained at that meeting.

