



## **BYLAWS**

### **OF**

## **VISTA DE ORO DE PLACITAS WATER COOPERATIVE ASSOCIATION**

A Cooperative Association formed under the laws of the State of New Mexico

### **ARTICLE I: Names, Objects, Purposes and Principal Place of Business**

The corporate name, the objects and purposes, and the principal place of business of this Cooperative Association shall be as stated and provided in the Certificate of Incorporation of the Association.

### **ARTICLE II: Seal**

The Seal of the Association shall be inscribed with the name of the Association, a "Cooperative Association". The Secretary/Treasurer of the Association shall have custody of the Seal.

### **ARTICLE III: Fiscal Year**

The fiscal year of the Association shall begin on the first day of January in each year.

### **ARTICLE IV: Membership**

**Section 1.** All owners of lots within the Vista de Oro De Placitas Subdivision, of Placitas, County of Sandoval, New Mexico, who are natural persons or entities eligible for membership as provided by Article VI of the Articles of Incorporation shall be members of the Association upon acquiring an interest in a lot within Vista de Oro de Placitas Subdivision. Each lot shall have only one (1) membership. No membership fee shall be charged to members, however, members shall be subject to assessments and water access fees as provided for hereinafter.

**Section 2.** The rights, privileges and obligations of all members of this Association shall be equally provided. However, water usage fees may be unequal based upon consumption, and infrastructure fees unequal based upon cost at the time of hook-up to a meter.

**Section 3.** Each member shall be entitled to one (1) vote regardless of the number of lots owned. Voting by proxy is permitted. Voting by mail or email is permitted.

**Section 4.** At any time that a schedule of the matters proposed to be presented for action at a meeting of the members is definitely known in advance of such meeting, the Secretary/Treasurer shall send to each of the members a copy of such schedule with the notice of said meeting. Any member who is not present and voting at such meeting may cast his/her vote on all matters in the proposed schedule by mailing or emailing such vote to the Secretary/Treasurer in such time that it is received not later than the time of the holding of the meeting as specified in the notice thereof. All such votes by mail or email so received will be counted in the same manner and to the same effect as votes cast in person by members in attendance at the meeting. In no event shall the voters casting their ballots by mail or email be counted in determining a quorum as set out in Section 4 of Article V herein.

#### **ARTICLE V: Meeting of Members**

**Section 1..** The annual meeting of the members of this Association shall be held at an address to be announced in the Notice of Meeting on a Saturday in the month of February of each year.

**Section 2.** Special meetings of the members of the Association may be called at any time by the President, upon resolution of the Board of Directors or upon written petition to the President of the Board, signed by ten percent (10%) of the members. The purpose of every special meeting shall be stated in the notice thereof, and no business shall be transacted thereat except such as is specified in the notice.

**Section 3.** Notice of meetings of the members of the Association, both regular and special, may be given by a notice mailed or emailed to each member of record, directed to the address shown upon the books of the Association, at least ten (10) days prior to the meeting. Such a notice shall state the nature, time, place and purpose of the meeting.

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**Section 4.** Ten percent (10%) of the total membership of the Association shall constitute a quorum at any meeting of the Association for the transaction of business.

**Section 5.** The order of business at the regular meetings, and as much as possible at other meetings, shall be:

1. Calling to order and proof of quorum
2. Proof of notice of meeting
3. Reading and action on minutes of prior meeting(s)
4. Reports of officers and committees
5. Election of Directors
6. Unfinished business
7. New business
8. Adjournment

## **ARTICLE VI: Directors**

**Section 1. Functions of the Board of Directors.** The business and affairs of this Association shall be managed by a Board with a minimum of five (5) and a maximum of nine (9) Directors. The functions of such Board shall include: (1) The selection and delegation of authority to officers necessary for the management of the Association's business: (2) The determination of policies for guidance of the management of the Association: (3) The control of expenditures by authorizing budgets: (4) The keeping of members fully informed of the business of the Association: (5) The causing audits to be made from time to time as is necessary or required: (6) The studying of the requirements of members and promoting good membership regulations: (7) The prescribing of the form of membership certificates: and (8) the establishing of water charges and the levying of assessments and the enforcement and collection thereof, in accordance with the provisions of these Bylaws, equitable uniform rules and regulations and the laws of the State of New Mexico.

**Section 2. Election and Term of Board Members.** The Board of Directors shall be elected in the manner provided in Article V of the Articles of Incorporation, and for the terms as provided therein.

**Section 3.** The Board of Directors shall meet as soon as possible after the holding of the annual election of directors, and in any event, within ten (10) days of that time, and shall elect by ballot, a President, Vice President, and Secretary/Treasurer from among themselves, each of whom shall hold office until the next annual meeting and until the election and qualification of his/her successor, unless sooner removed by death, resignation or for cause.

**Section 4. Compensation of Officers.** The members of the Board of Directors shall receive no compensation for their services as directors.

**Section 5. Meetings of the Board of Directors.** In addition to the annual meeting, the board shall hold meetings at such regular intervals as the Board may determine. A majority of the Board present in person at any meeting shall constitute a quorum for the conducting of business thereat.

**Section 6. Powers of the Board.** The Board of Directors shall have the general power to act for the Association in any manner not prohibited by statute or the Articles of Incorporation. If the Association shall, at any time, borrow or receive by way of grant, any property of the United States through any of its agencies, the Board of Directors shall pursue such management methods, including accounting and audits, as such agency may prescribe.

**Section 7. Vacancies.** If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification or otherwise, except by removal from office, a majority of the remaining directors, though less than a quorum, shall by a majority vote choose a successor who shall hold office until the next regular meeting of the members of the Association, at which time the members shall elect a director for the unexpired term, provided that in the call of such regular meeting a notice of such election shall be given.

**Section 8. Removal of Directors and Officers.** Any director or officer of the Association may be removed from office with or without cause by a vote of no less than two-thirds ( $\frac{2}{3}$ ) of the members of the Association present at any meeting, or at any special meeting called for the purpose, provided that a majority of the total members be present. The director or officer shall be informed in writing of the charges against him/her at least ten (10) days before such meeting and at such meeting shall have the right and opportunity to be heard in person or by counsel, and to present witnesses on his/her behalf. Employees or agents, other than directors and officers, may be removed from office or employment at any time by action of the Board of Directors.

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## ARTICLE VII: Duties of Officers

**Section 1. Duties of the President.** The President shall preside over all meetings of the Association and the Board of Directors, shall call special meetings of the Board of Directors and perform all acts and duties usually performed by an executive and resident officer. He/she shall sign all membership certificates, notes, bonds, mortgages, contracts and other instruments on behalf of the Association. He/she shall be an ex-officio member of all standing committees and shall have such powers and shall perform such other duties as may be properly required of him/her by the Board of Directors.

**Section 2. Duties of the Vice President.** The Vice President in the absence or disability of the President, shall perform the duties of the President. However, in case of death, resignation or disability of the President, the Board of Directors may declare the office vacant and elect his/her successor to fill the unexpired portion of the President's term.

**Section 3. Duties of the Secretary/Treasurer.** The Secretary/Treasurer shall keep a complete record of all meetings of the Board of Directors. He/she shall review and approve the accounting and records of the Association as managed by the paid Administrative Assistant/Bookkeeper. He/she shall oversee and approve all deposits to and payments from the Association bank accounts. These deposits and payments are made by the Administrative Assistant/Bookkeeper, and are reviewed and approved by the Secretary/Treasurer on a regular basis. He/she shall approve hours billed/expenses by the Administrative Assistant/Bookkeeper, as well as approve Board expenses. A monthly business report generated by the Administrative Assistant/Bookkeeper will be verified and approved by the Secretary/Treasurer and distributed to the Board of Directors in a timely fashion or when requested by any member of the Association. He/she will determine the annual budget for the Association, to be approved by the Board of Directors, and reported to the members at the annual meeting. He/she shall keep the Seal of the Association and affix to all papers requiring the Seal. He/she shall issue and retain copies of all membership certificates. The membership certificates shall bear the Corporate Seal, name and lot number of the member, date of issuance and responsibilities/status of the member holding the certificate. He/she shall approve all reports generated and submitted by the Administrative Assistant/Bookkeeper on behalf of the Association that are required by law. Upon the election of his/her successor, all property belonging to the Association that he/she may possess will be given to his/her successor.

**Section 4. Other Employees or Agents.** The Board of Directors shall appoint, in addition to the officers named above, a systems operator and other agents or employees which may be necessary to superintend the water system of the Association and its construction, maintenance and repair. Such agents or employees may be authorized by the Board of Directors under its direction and pursuant to its rules and regulations to provide for the delivery of water service to the members of the Association. Such agents or employees shall be paid compensation for the performance of their duties in an amount to be determined by the Board of Directors.

#### **ARTICLE VIII: Water Charges, Assessments and Distribution of Water**

**Section 1.** Water shall not be delivered except to users who are members of the Association.

**Section 2.** Charges shall be assessed against members for usage, maintenance, and upgrades of the Association's water system. Association members, not tenants, are responsible for all water charges. The rate schedule shall include assessments for user and non-user members. 100% payment of owed assessment charges as well as estimated hook-up costs shall be required prior to the start of any infrastructure work. Annually, the Board of Directors shall review the established rate schedule to ensure that sufficient income will be generated for the coming year to cover anticipated expenses. This determination shall be based upon the previous year's income, actual expenses and the estimated budget for the coming year.

**Section 3.** If at any time within ninety (90) days prior to the end of any fiscal year, it appears, in the judgment of the Board of Directors, that the amount derived, or which will be derived from the collection of the water charges during any fiscal year, will be insufficient to pay when due all costs incident with the operation of the Association's system and the payment of all debts of the Association, the board shall make and levy an assessment shared equally by the members of the Association so that the total amount collected will fully pay when due all costs of operation, maintenance, replacement and repayments on indebtedness, or other expenses of the year's operation. Any assessment required for administrative expenses of the Association shall also be shared equally by the members.

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**Section 4.** Each lot shall be limited to a calendar year consumption of 128,000 gallons. The Board of Directors shall have the right to assess equitable penalties for consumption that exceeds 128,000 gallons per year.

**Section 5.** In the event any member fails to pay the assessments, charges or expenses assessed against that member by the Association, fifteen (15) days after the mailing of written notice to the address last provided to the Secretary/Treasurer of the Association, that member shall pay interest at the rate of 18% per annum on any such assessments, charges or expenses until paid in full. Additionally, a late payment penalty of up to 10% may be charged by the Board of Directors on behalf of the Association for any assessments, charges or expenses in the event the same are not paid within forty-five (45) days of their respective due dates. All assessments, charges and expenses shall be the personal obligation of the member against whom they are assessed. The Association, through the Board of Directors, shall have the right to terminate water service in the event any assessments, charges or expenses are not paid within thirty (30) days after demand for payment by mail, properly addressed to such delinquent members. In the event of any such discontinuance of service, the delinquent member shall be required to pay all expenses for disconnection and reconnection of water service prior to service being re-established. The Association may file a lien on property with balances of 180 days overdue, with a lot owner being notified at 50 days. The Association may file a notice of Disconnection of Water Service in the Real Estate records of Sandoval County, New Mexico and any such notice shall be binding upon subsequent purchasers, assignees or other transferees of a delinquent member's interest in a lot, and shall require payment of all delinquent amounts prior to reconnection of water services to a lot or property.

## ARTICLE IX

**Section 1. Form of Certificate.** The Board of Directors shall determine the form of membership certificate and the same shall be signed by the President and his/her signature attested by the Secretary/Treasurer, who shall impress thereon the *Corporate Seal of the Association*, provided that the form of certificate, in addition to any other matters required by the Board of Directors to appear therein, shall contain the statements as required by the law of the State of New Mexico.

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**Section 2. Membership Book.** As part of the records of the Association, there shall be kept a Membership Book, which shall contain a list of the certificates of membership which have been issued, noting the number of the certificate, the date thereof, the number of service connections and the name and address of the person or entity to whom issued. Membership certificates are non-transferrable, and expire upon sale of the lot to which the certificate was originally issued.

**Section 3. Attorney's Fees and Costs.** Should the Vista de Oro de Placitas Water Users Cooperative Association, its Agents or any of its Component parts or any individual Lot Owners ever become involved in litigation over the enforcement of any provision in the Vista de Oro de Placitas Water Users Cooperative Association Bylaws and Policies & Procedures, the prevailing party to such litigation shall be entitled to have and recover from the losing party reasonable attorneys' fees and cost of a suit.

#### **ARTICLE X: Amendments**

These Bylaws may be repealed or amended by a vote of the majority of the members present at any regular meeting of the Association, or at any special meeting of the Association called for that purpose. The members shall not have the power to change the purposes of the Association so as to decrease its rights and powers under the laws of the state or to waive any requirement of bond or other provision for the safety and security of the property and funds of the Association or its members, or so to amend the Bylaws as to effect a fundamental change in the policies of the Association.

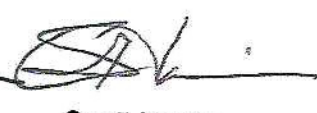
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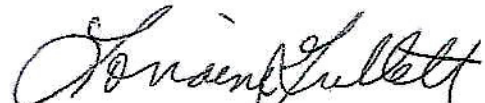


**CERTIFICATION:**

In witness thereof, the undersigned officers of the Vista de Oro de Placitas Water Users Cooperative Association certify that the preceding are the BYLAWS OF THE VISTA DE ORO DE PLACITAS WATER USERS COOPERATIVE ASSOCIATION, and supersedes previous Bylaws.

  
Craig Cropsey  
Co-President

  
Scott Harris  
Co-President

  
Lorraine Gullett  
Secretary/Treasurer

**ACKNOWLEDGEMENT**

STATE OF NEW MEXICO

The foregoing instrument was acknowledged before me this 19th day of March, 2024, by Craig Cropsey and Scott Harris, Co-Presidents of the Vista de Oro de Placitas Water Users Cooperative Association, and Lorraine Gullett, Secretary/Treasurer of the Vista de Oro de Placitas Water Users Cooperative Association.

  
Notary Public

STATE OF NEW MEXICO  
NOTARY PUBLIC  
Sally L. Garcia  
Commission Number 1100960  
My Commission Expires 12/26/2024

My Commission Expires: 12/26/2024