

BY-LAWS

OF

ANGEL FIRE - SOUTHERN MORENO VALLEY COMMUNITY CORPORATION

ARTICLE I

The name of this corporation is ANGEL FIRE - SOUTHERN MORENO VALLEY COMMUNITY CORPORATION, hereinafter the corporation, incorporated under the laws of the State of New Mexico, on March \_\_\_\_\_, 1978.

ARTICLE II

The objects of this corporation are to promote and provide charitable, religious, scientific educational and literary services to the community of Angel Fire and the Southern Moreno Valley.

The area to be covered, beginning at the northwest corner of Section 15, T 26 N, R 16 E; thence East 3 miles to the NE corner of Section 13, T 26 N, R 16 E; thence South 16 miles to the SE corner of Section 36, T 24 N, R 16 E, being the south boundary of Colfax and Mora Counties; thence West 8 miles to the SW corner of Section 35, T 24 N, R 15 E; thence northerly along the boundary of Colfax and Taos Counties, approximately 10 miles to the NW corner of Section 14, T 25 N, R 15 E; thence East to the NE corner of Section 16, T 25 N, R 16 E; thence North 6 miles to the NW corner of Section 15, T 26 N, R 16 E, being to point of beginning. This area is known as the BACA GRANDE ANGEL FIRE FIRE DISTRICT, established 5 September 1973.

ARTICLE III

A. The corporation shall have the authority to recognize as affiliates; groups, organizations or other entities. Affiliates may be any non-profit locally owned, organized or operated group or entity whose purpose it is to provide public services to the Angel Fire Southern Moreno Valley Community. Affiliation requests shall be made by application, and such application shall be in the form as determined by the officers from time to time. The Board of Directors shall have the right to refuse any application

for any reason which to them shall seem sufficient, provided that such refusal be by a majority vote of the Board of Directors present at any meeting of the Board of Directors at which there shall be a quorum present.

B. Application for affiliation shall be made in the manner prescribed by the Board. But all affiliates must be under the supervision and general control of the Corporation, and all affiliates must be organized and created exclusively for charitable, religious, educational and scientific purposes.

ARTICLE IV

ORGANIZATION

A. There shall be no members or shareholders of the corporation. Its affairs shall be managed by a Board of Directors consisting of five ( 5 ) members, three of whom must be year round residents of Angel Fire Southern Moreno Valley Community. Directors shall serve for five ( 5 ) year terms. However, the initial Board shall serve for terms of 5,4,3,2, and one year terms respectively. No Board member may serve for more than one ( 1 ) term without at least a one ( 1 ) year break in service. The initial Board Of Directors is named in the Articles of Incorporation; thereafter board members shall be nominated by a committee composed of eight ( 8 ) members; one ( 1 ) person from each of the following areas or groups:

*Check Report  
Apr 13 3pm*

1. Fire District *Taber (Sylvester)*
2. Chapel *(Ed) Allen*
3. Clinic, Stromberg Memorial Center, Ambulance Service *(Ed) Jeanette Tom Hoover John Malin Harry*
4. Angel Fire Area Merchants *John Francis (Dimitry & Dick)*
5. Library *(Kurt)*
6. Angel Fire Management *(Suzanne)*
7. Angel Fire Homeowners, Inc. *(Kurt)*
8. Southern Moreno Valley *(Suzanne)*

The members of the nominating committee shall be chosen from their respective entities or areas. Where organized, such groups shall select their representatives to the nominating committee; where not organized, a representative

shall be appointed by the Board of Directors of the Community Corporation.

\* Election procedures shall be as follows: Elections shall be held on or about 15 June of each year and those eligible to vote shall be any tax-payer in the geographical area described in Article II.

B. Three ( 3 ) Directors shall constitute a quorum for the transaction of any business. Vacancies shall be filled by the unanimous vote of the remaining Directors.

C. The Directors shall hold a meeting at least once a year for the purpose of electing officers and completing such other business as may come before the Board. Notice of the meeting shall be mailed to each Director at least two ( 2 ) weeks in advance, provided that attendance at the meeting or the signing of a consent to the action at any such meeting shall constitute a waiver of such notice.

D. For each matter submitted to a vote at a meeting to the Board, each Board member shall be entitled to one ( 1 ) vote.

#### ARTICLE V

##### OFFICERS

A. The officers of the corporation shall consist of President, Vice-President, Secretary, Treasurer and General Manager. The officers shall be appointed by the Board for terms of one ( 1 ) year each; provided that any officer may be removed by majority vote of the Board when the Board deems it in the best interest of the corporation. Any two ( 2 ) or more offices may be held by the same person except President and Secretary. Any vacancy in an office may be filled by the appointment of a majority of the Board, or a vacancy may be left unfilled, at the Board's discretion.

B. ( 1 ) The President shall preside at meetings of the Board and he or she may be a member of the Board. He or she shall have general charge of and control over the affairs of the corporation subject to the Board of Directors. He or she shall sign all deeds, mortgages, conveyances or real and personal properties, and other written contracts or documents of the corporation, and shall perform all other such duties as are incident to his or her office.

( 2 ) The Vice-President shall perform such duties as may from time to time be assigned to him or her by the President, and assume the duties of the President in his or her absence.

(3) The Secretary shall keep shall keep the records of all meetings of the Directors and Officers and give notice of meetings as required in these By-laws.

(4) The Treasurer shall keep accurate accounts of all monies of the corporation received or disbursed and shall deposit all monies and valuables in this name and to the credit of the corporation in such banks and depositories as the Board shall designate. No bond shall be required for the faithful discharge of the Treasurer's duties.

(5) The General Manager shall have such duties as are assigned to him from time to time by the President or the Board.

#### ARTICLE VI

##### BOOKS AND RECORDS

The corporation may establish such bank accounts as the Officers deem necessary and the President or Secretary may make and enter into drafts, checks, notes, deeds, instruments of conveyance and other documents as they find necessary for the corporation's operation.

#### ARTICLE VII

##### COMPENSATION

The Board of Directors and Officers shall receive no compensation for their services as such, but they shall be entitled to reimbursement for all expenses incurred in the attendance of meetings and performance of services for the corporation.

#### ARTICLE VIII

##### SEAL

Should this corporation have need of a seal, it shall be a circular seal with the letters " AF-SMVCC " around the border and the words "AF-SMVCC " in the center.

ARTICLE IX

ACTION BY CONSENT

Any action required to be taken or which may be taken at a meeting of the Directors or Officers may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Director, or Officers, as the case may be. Such consent shall have the effect of a unanimous vote.

ARTICLE X

INDEMNITY

Each Director and Officer of the corporation is hereby indemnified by the corporation against expenses and costs and the amount of any judgment against him actually and necessarily incurred by him in connection with any claim asserted against him by action, in court or otherwise, by reason of his being or having been a Director or Officer. There shall be no indemnity in relation to matters as to which an Officer or Director shall have been guilty of actual negligence or misconduct in this performance of his or her duties as Director or Officer.