

Note: Each of the following three proposals will be voted on separately.

Proposal 1 – Structure and Duties of the High Desert Nominating Committee

Current Wording of By-Laws

3.3 Nomination of Directors. Nominations for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and three or more Members or representatives of Members. The Nominating Committee shall be appointed by the Board of Directors at such time as the Board deems appropriate for the Nominating Committee to be able to fulfill its obligations to the Association. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but in no event less than the number of positions to be filled as provided in Section 3.4 below. Nominations shall also be permitted from the floor. All candidates shall have a reasonable opportunity to communicate their qualifications to the Voting Members and to solicit votes, as determined by the Board.

Markups to Show Proposed Changes

3.3 Nomination of Directors. Nominations for election to the Board of Directors shall be made by **a-the** Nominating Committee **as established in Section 5.3 below.** ~~The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and three or more Members or representatives of Members. The Nominating Committee shall be appointed by the Board of Directors at such time as the Board deems appropriate for the Nominating Committee to be able to fulfill its obligations to the Association.~~ The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but in no event less than the number of positions to be filled as provided in Section 3.4 below. Nominations shall also be permitted from the floor. All candidates shall have a reasonable opportunity to communicate their qualifications to the Voting Members and to solicit votes, as determined by the Board.

The Nominating Committee would no longer be chaired by a Board Director. For clarification, details of the Nominating Committee would be moved to Section 5.3, and then modified to reflect the change in Chair.

(color coding – blue strikethrough is being deleted, bold blue is being added, purple double strikethrough is being moved to 5.3).

New Section Being Added:

5.3 Nominating Committee. The Nominating Committee shall consist of a Chair, who shall be a ~~member of the Board of Directors~~ Voting Member, at least one member of the Board of Directors, and ~~three~~ two or more Members or representatives of Members. No member of the Nominating Committee shall be a candidate for the Board of Directors. The Nominating Committee shall be appointed by the Board of Directors at such time as the Board deems appropriate for the Nominating Committee to be able to fulfill its obligations to the Association. The Nominating Committee shall make nominations for the Board of Directors according to Section 3.3 above and shall supervise the election of Voting Members and Alternate Voting Members according to the provisions of Section 2.3 above and Board Policies, if any.

A Voting Member would serve as Nominating Committee Chair instead of a Board Director being the Chair. The Nominating Committee would also supervise the election of Voting Members and Alternates.

(color coding - bold purple is being moved from 3.3, strikethrough purple is modification to that moved text, bold blue is being added).

Proposed Wording of By-Laws with Changes Incorporated

3.3 Nomination of Directors. Nominations for election to the Board of Directors shall be made by the Nominating Committee as established in Section 5.3 below. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but in no event less than the number of positions to be filled as provided in Section 3.4 below. Nominations shall also be permitted from the floor. All candidates shall have a reasonable opportunity to communicate their qualifications to the Voting Members and to solicit votes, as determined by the Board.

5.3. Nominating Committee. The Nominating Committee shall consist of a Chair, who shall be a Voting Member, at least one member of the Board of Directors, and two or more Members or representatives of Members. No member of the Nominating Committee shall be a candidate for the Board of Directors. The Nominating Committee shall be appointed by the Board of Directors at such time as the Board deems appropriate for the Nominating Committee to be able to fulfill its obligations to the Association. The Nominating Committee shall make nominations for the Board of Directors according to Section 3.3 above and shall supervise the election of Voting Members and Alternate Voting Members according to the provisions of Section 2.3 above and Board Policies, if any.

Proposal 2 – Board Appointment of Voting Members and Alternates

Current Wording of By-Laws

In Section 2.2 Voting:

(b) Exercise of Voting Rights. Except as otherwise specified in the Declaration or these By-Laws, the vote for each Unit owned by a Member shall be exercised by the Voting Member representing the Village of which the Unit is a part, as provided in Section 2.3(a).

In Section 2.3 Voting Members:

Each Member shall be entitled to cast one equal vote for each Unit which it owns in the Village for each position. The candidate for each position who receives the greatest number of votes shall be elected to serve a term of two years and until a successor is elected. Candidates who are not elected as Voting Delegates shall serve as Alternate Voting Delegates for the Village, to the extent positions are available (with the candidates not elected as Voting Delegates filling the positions based on the number of votes received, and the candidate receiving the highest votes filling the first position, and continuing until all positions are filled).

Any Owner of a Unit in the Village may submit nominations for election or declare himself a candidate in accordance with procedures which the Board shall establish. If a Voting Member dies, becomes disabled, is removed or resigns during his or her term, and there is an alternate Voting Member available to serve, then such alternate Voting Member shall serve the remainder of the Voting Member's term. If there is more than one alternate Voting Member, then the alternate Voting Member who received the most votes when elected shall serve the remainder of the Voting Member's term. If a Voting Member dies, becomes disabled, is removed or resigns during his or her term and there is no alternate Voting Member available to serve: (a) if the Voting Member is removed with or without cause by the Owners, as set forth in this Section, or dies, becomes disabled or otherwise resigns prior to the one-year anniversary of his or her election (and at least one year remains in his or her term), then there shall be an election for a replacement Voting Member (as set forth in this Section) to serve the remainder of the two-year term; and (b) if the Voting Member dies, becomes disabled or otherwise resigns after the one year anniversary of his or her election (and less than one year remains in his or her term), then the Board shall appoint a replacement Voting Member for the remainder of the resigning Voting Member's term (such Voting Member shall be from the Village which the original Voting Member represented).

Markups to Show Proposed Changes

In Section 2.2 Voting:

(b) Exercise of Voting Rights. Except as otherwise specified in the Declaration or these By-Laws, the vote for each Unit owned by a Member shall be exercised by the Voting Member representing the Village of which the Unit is a part, as provided in Section 2.3~~(a)~~.

Correct the reference to a subsection that was deleted previously.

In Section 2.3 Voting Members:

Each Member shall be entitled to cast one equal vote for each Unit which it owns in the Village for each position. The candidate for each position who receives the greatest number of votes shall be elected to serve a term of two years and until a successor is elected.

Use consistent terminology for Voting Members.

Candidates who are not elected as Voting ~~Delegates~~ **Members** shall serve as Alternate Voting ~~Delegates~~ **Members** for the Village, to the extent positions are available (with the candidates not elected as Voting ~~Delegates~~ **Members** filling the positions based on the number of votes received, and the candidate receiving the highest votes filling the first position, and continuing until all positions are filled).

Any Owner of a Unit in the Village may submit nominations for election or declare himself a candidate in accordance with procedures which the Board shall establish. If a Voting Member dies, becomes disabled, is removed or resigns during his or her term, and there is an ~~a~~**A**lternate Voting Member available to serve, then such ~~a~~**A**lternate Voting Member shall serve the remainder of the Voting Member's term. If there is more than one ~~a~~**A**lternate Voting Member, then the ~~a~~**A**lternate Voting Member who received the most votes when elected shall serve the remainder of the Voting Member's term. If ~~there is~~ a Voting Member ~~vacancy dies, becomes disabled, is removed or resigns~~

Remove the option for holding a special election for Voting Members when vacancies occur. The committee does not believe any village has ever requested this, and that all replacements have been by Board appointment. Also, fix capitalization.

(color coding - blue strikethrough is being deleted, bold blue is being added).

~~during his or her term~~ and there is no ~~a~~**A**lternate Voting Member available to serve: ~~(a) if the Voting Member is removed with or without cause by the Owners, as set forth in this Section, or dies, becomes disabled or otherwise resigns prior to the one year anniversary of his or her election (and at least one year remains in his or her term), then there shall be an election for a replacement Voting Member (as set forth in this Section) to serve the remainder of the two year term; and (b) if the Voting Member dies, becomes disabled or otherwise resigns after the one year anniversary of his or her election (and less than one year remains in his or her term), then the Board shall appoint a replacement~~ **replacement** Voting Member for the remainder of ~~the resigning Voting Member's term~~ **with the** (such Voting Member shall be from the Village ~~which the original~~ **with the** Voting Member ~~represented~~ **represented** ~~vacancy~~ **vacancy**).

Proposed Wording of By-Laws with Changes Incorporated

In Section 2.2 Voting:

(b) Exercise of Voting Rights. Except as otherwise specified in the Declaration or these By-Laws, the vote for each Unit owned by a Member shall be exercised by the Voting Member representing the Village of which the Unit is a part, as provided in Section 2.3.

In Section 2.3 Voting Members:

Each Member shall be entitled to cast one equal vote for each Unit which it owns in the Village for each position. The candidate for each position who receives the greatest number of votes shall be elected to serve a term of two years and until a successor is elected. Candidates who are not elected as Voting Members shall serve as Alternate Voting Members for the Village, to the extent positions are available (with the candidates not elected as Voting Members filling the positions based on the number of votes received, and the candidate receiving the highest votes filling the first position, and continuing until all positions are filled).

Any Owner of a Unit in the Village may submit nominations for election or declare himself a candidate in accordance with procedures which the Board shall establish. If a Voting Member dies, becomes disabled, is removed or resigns during his or her term, and there is an Alternate Voting Member available to serve, then such Alternate Voting Member shall serve the remainder of the Voting Member's term. If there is more than one Alternate Voting Member, then the Alternate Voting Member who received the most votes when elected shall serve the remainder of the Voting Member's term. If there is a Voting Member vacancy and there is no Alternate Voting Member available to serve, then the Board shall appoint a Voting Member for the remainder of the term (such Voting Member shall be from the Village with the Voting Member vacancy).

Proposal 3 – Voting and Meetings

Current Wording of By-Laws

2.9. Votes cast by Voting Members. Voting Members may not vote by proxy or absentee ballot but only in person, through their designated alternates, or as otherwise provided by these bylaws.

2.11. Quorum. Except as otherwise provided in these By-Laws or in the Declaration, the presence of Voting Members representing a majority of the total votes in the Association shall constitute a quorum at all meetings of the Association. If any meeting of the Association cannot be held because a quorum is not present, the Association may call a second meeting to be held not less than 15 or more than 30 days from the date the original meeting was called. At the second meeting, the presence of the Voting Members representing 40% of the total votes in the Association shall constitute a quorum. If quorum is not met at the second meeting, the Association may call a third meeting, to be held not less than 15 days or more than 30 days from the date of the second meeting. At the third meeting, the presence of the Voting Members representing 25% of the total votes in the Association shall constitute a quorum.

2.12. Conduct of Meetings. The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring at the meeting.

2.13. Action without a Meeting. Any action required or permitted by law to be taken at a meeting of the Voting Members may be taken without a meeting, without prior notice and without a vote if written consent specifically authorizing the proposed action is signed by Voting Members holding at least the minimum number of votes necessary to authorize such action at a meeting if all Voting Members entitled to vote thereon were present. Such consents shall be signed within 60 days after receipt of the earliest dated consent, dated and delivered to the Association at its principal place of business in the State of New Mexico. Such consents shall be filed with the minutes of the Association, and shall have the same force and effect as a vote of the Voting Members.

Markups to Show Proposed Changes

2.9. Votes cast by Voting Members. Voting Members may ~~not~~ vote by ~~proxy or~~ absentee ballot **or by electronic methods**~~but only in person~~, through their designated ~~a~~**Alternates Voting Member**, or as otherwise provided by these bylaws. **Proxy voting is not permitted.**

Extend current options for voting to include absentee ballots and electronic voting.

(color coding - blue strikethrough is being deleted, bold blue is being added).

2.11. Quorum. Except as otherwise provided in these By-Laws or in the Declaration, the presence of Voting Members representing a majority of the total votes in the Association shall constitute a quorum at all meetings of the Association. If any meeting of the Association cannot be held because a quorum is not present, the Association may call a second meeting to be held not less than 15 or more than 30 days from the date the original meeting was called. At the second meeting, the presence of the

Voting Members representing 40% of the total votes in the Association shall constitute a quorum. If quorum is not met at the second meeting, the Association may call a third meeting, to be held not less than 15 days or more than 30 days from the date of the second meeting. At the third meeting, the presence of the Voting Members representing 25% of the total votes in the Association shall constitute a quorum. **The quorum requirements may be satisfied by including Voting Members appearing in person, electronically, or by casting an absentee ballot.**

Clarify how quorum requirements are satisfied with extended voting options.

(color coding - bold blue is being added).

2.12. Conduct of Meetings. The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring at the meeting. **Meetings may be conducted electronically as long as all participants can hear each other at the same time.**

Allow electronic meetings as a permanent option.

(color coding - bold blue is being added).

2.13. Action without a Meeting. Any action required or permitted by law to be taken at a meeting of the Voting Members may be taken without a meeting, without prior notice and without a vote if written consent specifically authorizing the proposed action is signed by Voting Members holding at least the minimum number of votes necessary to authorize such action at a meeting if all Voting Members entitled to vote thereon were present. Such consents shall be signed within 60 days after receipt of the earliest dated consent, dated and delivered to the Association at its principal place of business in the State of New Mexico. Such consents shall be filed with the minutes of the Association, and shall have the same force and effect as a vote of the Voting Members. **Written consents may be filed electronically.**

Allow electronic filing of written consent in addition to paper.

(color coding - bold blue is being added).

New Section Being Added:

2.14 Electronic Meetings and Voting Procedures. The Board of Directors is empowered to adopt procedures for electronic meetings and voting as contemplated by this Article to reflect the changing nature of available electronic methods.

Give the Board flexibility to adopt procedures for electronic meetings and voting to accommodate future technology.

(color coding - bold blue is being added).

Proposed Wording of By-Laws with Changes Incorporated

2.9. Votes cast by Voting Members. Voting Members may vote by absentee ballot or by electronic methods, through their designated Alternate Voting Member, or as otherwise provided by these bylaws. Proxy voting is not permitted.

2.11. Quorum. Except as otherwise provided in these By-Laws or in the Declaration, the presence of Voting Members representing a majority of the total votes in the Association shall constitute a quorum at all meetings of the Association. If any meeting of the Association cannot be held because a quorum is not present, the Association may call a second meeting to be held not less than 15 or more than 30 days from the date the original meeting was called. At the second meeting, the presence of the Voting Members representing 40% of the total votes in the Association shall constitute a quorum. If quorum is not met at the second meeting, the Association may call a third meeting, to be held not less than 15 days or more than 30 days from the date of the second meeting. At the third meeting, the presence of the Voting Members representing 25% of the total votes in the Association shall constitute a quorum. The quorum requirements may be satisfied by including Voting Members appearing in person, electronically, or by casting an absentee ballot.

2.12. Conduct of Meetings. The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring at the meeting. Meetings may be conducted electronically as long as all participants can hear each other at the same time.

2.13. Action without a Meeting. Any action required or permitted by law to be taken at a meeting of the Voting Members may be taken without a meeting, without prior notice and without a vote if written consent specifically authorizing the proposed action is signed by Voting Members holding at least the minimum number of votes necessary to authorize such action at a meeting if all Voting Members entitled to vote thereon were present. Such consents shall be signed within 60 days after receipt of the earliest dated consent, dated and delivered to the Association at its principal place of business in the State of New Mexico. Such consents shall be filed with the minutes of the Association, and shall have the same force and effect as a vote of the Voting Members. Written consents may be filed electronically.

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