



AMENDED BYLAWS

A New Mexico Nonprofit Corporation

ARTICLE 1

OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in Taos County, State of New Mexico.

SECTION 2. CHANGE OF ADDRESS

The Board of Directors may change the principal office from one location to another within the named county or within the United States by noting the changed address and effective date, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 2

NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(c)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the internal revenue code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. OBJECTIVES AND PURPOSES

The purpose of the corporation is to collaborate with donors and private and

public partners to enhance the quality of life in the Red River Valley of New Mexico through identification of the community's current and future needs; to serve as a grant funding resource for nonprofit, civic, government and philanthropic organizations; and to provide leadership, expertise, and capital to address social issues. As part of our mission, we may from time to time conduct needs assessments for the community and to provide direct social services if no other organization is available to do so.

ARTICLE 3

MEMBERSHIP

SECTION 1.

The corporation shall have no members.

ARTICLE 4

PARTNERS

SECTION 1. DEFINITION

The corporation may have partners, which are defined as organizations that have an interest in the improvement in Red River Valley and other interests in common with the corporation.

SECTION 2. QUALIFICATIONS OF PARTNERS

Any organization which supports the purposes of the corporation is qualified to be a partner. These may include schools, government agencies, nonprofit and for-profit organizations, businesses, corporations, and others.

SECTION 3. RELATIONSHIPS WITH PARTNERS

The corporation may enter into agreements, memorandums of agreement and/or fiscal sponsorship agreements with partners to further the purposes of the partners and the corporation.

ARTICLE 5

DIRECTORS

SECTION 1. NUMBER

The corporation shall have a minimum of five (5) and a maximum of nine (9) directors. Collectively they shall be known as the Board of Directors.

SECTION 2. EX-OFFICIO DIRECTORS

The Board of Directors may appoint ex-officio directors to the Board for a term of one, two or three years. Terms may be renewed. Ex-officio directors are honorary directors. They will be notified of all Board meetings. They do not have a vote.

SECTION 3. COMPOSITION OF BOARD

The Board shall have no requirements as to how it is composed.

SECTION 4. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 5. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Govern the corporation, to include, but not limited to, approving program policies, personnel policies, annual budgets, long-range planning documents and other essential activities relevant to the long-term health of the corporation;
- (c) Appoint and employ and except as otherwise provided in these Bylaws, prescribe duties and fix the compensation of, and to supervise, the executive director (or equivalent title), in the event that the corporation hire someone to manage the organization;
- (d) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe duties and fix the compensation of, and to supervise agents and employees of the corporation in the event of the position of executive director (or equivalent title) or acting executive director being vacant;
- (e) Meet at such times and places as required by these Bylaws;
- (f) Register their phone numbers and addresses with the Secretary of the corporation. Notices of meetings phoned, mailed, faxed or e-mailed to them at such addresses shall be valid notices thereof.

SECTION 6. TERM OF OFFICE

The term of office of the directors will be one (1) year, or two (2) years, or three (3) years, in order to maintain staggered expiration of terms. The Board shall determine the term of each director.

SECTION 7. COMPENSATION

Directors shall serve without compensation. Directors shall be allowed reasonable reimbursement of the expenses incurred in the performance of their duties upon submission of a receipt to the Secretary.

SECTION 8. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such other places as may be designated from time to time by the Board of Directors.

SECTION 9. REGULAR MEETINGS

Regular meetings of Directors shall be semi-annually, with special meetings convened as needed.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the corporation, or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 11. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(a) Regular Meetings. At least one week prior notice shall be given by the Secretary of the corporation to each director of each regular meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine, or by e-mail, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

(b) Special meetings. At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine, or by e-mail, and shall state the place, date

and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification and/or e-mail, the director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within forty-eight (48) hours of the first facsimile transmission or e-mail.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the members of the Board of Directors. A majority is defined as one-half plus one of the Board. If members leave the meeting and less than a majority remains, a quorum shall be deemed to still exist.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be approved by the Board at any meeting at which the required quorum is not present at some time during the meeting. In the event of there not being a quorum at some point during the meeting, those directors who are present may consider and make motions and vote on the motions, but such motions are not approved until absent directors are contacted by phone or email and have voted on the motion. After directors have voted, whether in person or by fax, phone or email, a majority vote constitutes Board approval of the motion.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation, or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of meetings of the board, except that, in the Secretary's absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

SECTION 15. ELECTION OF DIRECTORS

When the term of a director is completed, the Board of Directors will reelect that person or will elect a new person to the Board by majority vote.

SECTION 16. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Directors may be removed from office, with or without cause, as permitted by and in accordance with these Bylaws, by a majority vote of the Board of Directors. Failure of a director to attend three (3) consecutive regular meetings without notification to the President or Secretary prior to the meetings may be a cause for removal.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of the law, vacancies of the Board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office to the end of the term of the replaced director.

SECTION 17. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 18. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or officer of the corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by the State in which it is incorporated as the same exists or may be amended. All such persons shall be indemnified and held harmless by the corporation against all expenses, liability and loss (including attorney's fees, judgments, fines, taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection with the indemnified action or inaction and such indemnification

shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators.

SECTION 19. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 6

OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of the law, any two of the offices may be held by one person.

SECTION 2. QUALIFICATIONS

Only a director of the corporation may serve as an officer of this corporation.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office for one (1) year or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. If the term of a director who is serving as an officer expires during the term of the office, the Board may terminate the term of the officer or may elect the officer to an addition term as director.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy or in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation or at any place the Board may determine the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation if the corporation

has a seal and affix the seal, as authorized by law or the provisions of these By-laws, to duly execute documents of the corporation.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

The treasurer shall:

Manage the board's review of, and action related to, the Board's financial responsibilities. May work with the bookkeeper or other staff in developing and implementing financial procedures. Ensure that appropriate financial reports are available to the Board. Work with executive director to recommends auditor to board, and ensures sound management and maximization of cash and investments.

In general, performs all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 7

COMMITTEES

SECTION 1. COMMITTEES

The Board of Directors may create as many committees as necessary to meet the needs of the organization. Committees will be standing committees and ad hoc committees.

SECTION 2. STANDING COMMITTEES AND AD HOC COMMITTEES

Standing committees are perpetual. They may include, but are not limited to, the Fundraising Committee, Finance Committee, Grants Committee and Program Committee. Ad hoc committees are appointed for a special purpose and may be dissolved. Examples may include the Special Events Committee and the Nominating Committee.

SECTION 3. POWERS OF COMMITTEES

In general, the role of committees is to research information, study issues, make

recommendations and perform in an advisory capacity to the Board. The Board may, however, give a committee the authority to make decisions and implement actions in specific instances.

SECTION 4. MEMBERS OF COMMITTEES

The President appoints members to committees, such appointments subject to vote at the next Board meeting. Each committee will have one or more members from the Board of Directors. The President may appoint persons who are not on the Board to committees. The President and executive director are ex-officio members of all committees and may vote, but they are not expected to take an active part in committees unless they chose to do so. Committees may include staff liaisons, who do not vote.

SECTION 5. MEETINGS AND ACTION OF COMMITTEES

The President of the Board appoints the chair of each committee, such appointment subject to vote at the next Board meeting. Committees will hold meetings as needed, either on a regular schedule or whenever convened. All committee members will be informed of all meetings. A majority of committee members must be present to constitute a quorum, and decisions are made by a majority of committee members present. If less than a quorum is present, the committee may continue the meeting but no actions may be taken.

Committees will write minutes and send them to the Secretary of the Board.

ARTICLE 8

EXECUTIVE COMMITTEE

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may designate an Executive Committee, which shall usually consist of the officers of the Board, but the Board may designate any member of the Board to the Executive Committee. The Board may give to the Executive Committees the authority to conduct corporation business between regularly scheduled meetings of the Board. The Board may also delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted by provisions of law, with such exceptions including but not limited to the following: The Executive Committee shall not authorize an expenditure in excess of \$1,000, enter into any contracts or agreements with third parties, purchase or lease real property, enter into any loan agreement, confess a judgment against the Corporation, or take any action not reasonably imparted to the Committee.

SECTION 2. REVOCATION

By a majority of vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of members of the Executive Committee, and fill vacancies on the Executive Committee from the directors of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board.

ARTICLE 9

ADVISORY BOARD

SECTION 1. DEFINITION

The Board of Directors may create an Advisory Board whose members may lend their expertise and influence to the corporation.

SECTION 2 NUMBER

The Advisory Board shall have any number of members.

SECTION 3. POWERS

The Advisory Board shall have no powers, but will perform in an advisory capacity to the Board.

ARTICLE 10

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by a Director or Directors so designated by the Board.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or the depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 11

CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office or at such place designated by the Board:

- (a) Minutes of all meetings of directors, committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation or at such place designated by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 5. PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to any office of this state to be so prepared and delivered within the time limits set by law.

ARTICLE 12

IRC 501 (C) (3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation inure to the benefit of, or be distributable to directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 13

AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Except as may otherwise be specified under provisions of law, these Bylaws, the Articles of Incorporation, or laws of this state, the Bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 14

CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this corporation.

Dated: _____

Print name_____

Sign name_____

Print name_____

Sign name_____

Print name_____

Sign name_____

AMENDMENTS

Bylaws amended at Board meeting July 17, 2015. Article 6, section 32. Term of officers changed from two years to one year.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office for one (1) year or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. If the term of a director who is serving as an officer expires during the term of the office, the Board may terminate the term of the officer or may elect the officer to an additional term as director.