



Bylaws for
Northern New Mexicans Protecting Land, Water, and Rights, Inc.

**Article I.
Name and Address**

The name of this corporation shall be Northern New Mexicans Protecting Land, Water, and Rights, Inc. hereafter referred to as "NNMPLWR". The Board of Directors may designate other names for specific activities and programs as it deems appropriate. The principal office shall be located in Santa Fe County, Santa Fe, New Mexico with a mailing address of PO Box 37, Los Alamos, New Mexico 87544.

**Article II.
Objectives**

Northern New Mexicans Protecting Land, Water, and Rights (NNMPLWR) Inc. is a non-profit corporation and shall be organized exclusively for educational or charitable purposes within the meaning of Section 501(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code, to help preserve land, water, and human and civil rights of community members. This Corporation of concerned citizens intends to lessen the stress of neighborhood tensions due to lack of information and fair representation. By providing an organization whose main goal is to unite and empower the community against prejudice and discrimination within community members, community deterioration can be stopped and repaired.

To maximize the effect of our efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) section of the Internal Revenue code and are operated exclusively for educational or charitable purposes.

**Article III.
Membership**

- a. This corporation shall have non-voting members.
- b. The Board of Directors may, by resolution, establish categories of nonvoting members and provide eligibility requirements for membership, rights, and duties of non-voting members, including the obligation to pay dues.

**Article IV.
Board of Directors**



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- a. **Powers.** The Board of Directors shall constitute the governing body of the corporation. The Board shall manage the business and affairs of the corporation. It shall have all powers necessary to carry out the objectives of the corporation as set forth in Article 2. The Board may accept, on behalf of the corporation, any contribution, bequest, or devise. The Board shall have the authority to appoint or dismiss a director as necessary in order to carry out the objectives of the corporation.
- b. **Composition of the Board of Directors.** The number of Board Directors shall be at least 5 and no more than 15. Directors shall be of adult age and reside in northern New Mexico.
- c. **Election.** Candidates for directors shall be selected from among those nominated by the Nominating Committee, which shall consist of three persons appointed by the President. A majority of Directors present may also nominate candidates for positions on the Board of Directors. Directors shall be elected by a majority vote of the Board.
- d. **Terms.** Each director shall serve for a term of two years, or until a successor is selected. Terms shall be established so that one-third of the directors may be elected each year.
- e. **Removal.** A director who has missed three or more consecutive meetings may be removed by a majority vote of the Board. A director may be removed for any reason by a vote of two-thirds of the Directors then sitting.
- f. **Vacancies.** Vacancies may be filled at any time by a majority vote of Directors then sitting.
- g. **Meetings.** Meetings of the Board of Directors shall be held at least 4 times each year, at a reasonable time and place designated by the President. The President may designate additional meeting dates.
- h. **Annual Meeting.** A meeting during the fourth quarter of the year shall be designated as the "Annual Meeting," at which new officers are elected and other formal business may be conducted.
- i. **Notice of Meetings.** All meetings with a quorum of Directors present for the purpose of formulating policy or taking action within the authority of the NNMPLWR shall be announced, scheduled, published, and conducted according to the New Mexico Opening Meeting Act (NMSA 1978 Section 10-15-1 to 10-15-4).
- j. **Attendance by Telephone.** If a Director is not reasonably able to attend a meeting, a majority of the Directors present may authorize participation by telephone, so long as the absent Director can



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- hear, or be advised of the discussion of business, and other Directors can hear, or be advised of the absent Director's votes or comments. A Director participating by telephone may count toward a quorum.
- k. Resignations. Any director may resign at any time by giving notice of resignation to the Board President or Vice President.
 - l. Quorum. A quorum shall be two-thirds of the directors then sitting.
 - m. Proxy Voting. There shall be no proxy voting.
 - n. Committees. The Board of Directors may establish one or more committees to advise the Board of matters relating to the mission of the Corporation. The members of a committee may consist of directors or members and will be appointed as the Board determines. Committees may not exercise the authority of the Board to make decisions on behalf of this corporation but shall make recommendations to the Board.
 - o. Compensation of Board Directors. No Director of the Board of Directors shall receive any salary or compensation for their services as director. No Director shall receive any service or benefit not provided to the general public. Directors may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the corporation. Directors shall be entitled to receive reasonable fees for goods or services rendered to the corporation in capacities other than as Directors of the Board.

**ARTICLE V.
Officers**

- a. Officers. The Board of Directors shall have a president, a vice-president, a secretary, and a treasurer. Any person may hold two or more offices except that the president shall not also be vice-president, secretary or treasurer.
- b. Duties of Officers.

The President. The president shall

- 1. preside at all meetings of the Board;



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2. appoint Directors to standing and ad hoc committees; and,
3. perform whatever duties the Board of Directors may from time to time assign.

The Vice President. The vice-president shall

1. carry out the duties of the president when the president is absent or incapacitated;
2. have the same power and duties as the president when acting in that capacity; and
3. perform whatever duties the Board may from time to time assign.

The Secretary. The Secretary shall

1. safely store and make readily accessible all books, electronic data, documents, or papers as determined by the Board of Directors and appropriate state or federal laws;
2. respond to requests for information per New Mexico Inspection of Public Records Act;
3. keep, or cause to be kept, a true and complete record of the meetings of the Board of Directors;
4. give, or cause to be given, notice of all meetings of the directors;
5. keep, or cause to be kept, a record containing the names, alphabetically arranged, of all persons who are Directors of the corporation, showing their places of residence, the names of persons entitled to participate in corporate affairs.
6. in general, perform all the duties incident to the position of secretary subject to the control of the Board of Directors
7. perform other duties as may be prescribed by the Board of Directors.

All books, documents, information, or records maintained by the Secretary shall be open for inspection as provided by law.

The Treasurer. The treasurer shall



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1. have custody of all corporate funds, property and securities subject to such regulations as may be imposed by the Board of Directors,
2. keep, or cause to be kept, full and accurate accounts of receipts and disbursements,
3. deposit, or cause to be deposited in a timely manner all corporate funds and other valuable effects in the name of and to the credit of the corporation in a depository or depositories designated by the Board of Directors
4. give to the president or board, whenever they require it, an account of transactions as treasurer and of the financial condition of the corporation
5. in general, perform all duties incident to the office of treasurer, subject to the control of the Board of Directors.

Corporate funds may only be deposited in banks or institutions which are insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation

- c. Election and Terms. The officers shall be elected by the Board of Directors. The term of office shall be for two years, or until the Director's term as director expires.

**ARTICLE VI.
Finances**

- a. Fiscal Year. The Board shall establish the corporation's fiscal year.
- b. Budget. The Board of Directors shall prepare and adopt a budget at its first meeting each fiscal year.
- c. Annual Financial Statement. The corporation shall prepare an annual financial statement for distribution to Board Directors.
- d. Fiscal Policy. The Board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the obligation of funds; approval of contracts, leases, deeds and mortgages; and other significant aspects of the



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organization's fiscal operation. The fiscal policy shall assure that the corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

**ARTICLE VII.
Parliamentary Procedures**

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

**ARTICLE VIII.
Amendments of the Charter and Bylaws**

The charter and these bylaws may be amended, supplemented, or repealed by a two-thirds vote of the directors present at any meeting at which a quorum is present. Before directors may vote on an amendment to the charter or bylaws, notice must be given to directors of the proposed amendment at a prior meeting of the Board, and in no case less than 30 days before the amendment is to be considered. These bylaws shall become effective upon approval by the Board of Directors.

**ARTICLE IX.
Statement of Nondiscrimination**

The corporation shall not discriminate against any person in the election of Board Directors, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

**ARTICLE X.
Indemnification**

- a. The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or

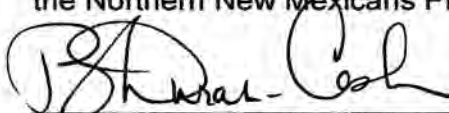


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she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

- b. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.
- c. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.
- d. This Article constitutes a contract between the corporation and the indemnified officers and directors. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer or director under this Article shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

We the undersigned present at a meeting held on August 26, 2014 in Santa Fe County, Santa Fe, NM and adopted by a vote of the majority of the Directors a resolution establishing these Bylaws of the Northern New Mexicans Protecting Land, Water and Rights, Inc.


Beverly Duran-Cash (President)


David Neal (Vice President)


Gail Martinez (Treasurer)


Martha Trujillo (Secretary)