# HUMANE SOCIETY OF SOUTHERN NEW MEXICO A NEW MEXICO NON-PROFIT CORPORATION CORPORATE BYLAWS

#### **ARTICLE 1 - NAME**

The name of the organization is: HUMANE SOCIETY OF SOUTHERN NEW MEXICO, a New Mexico Non-Profit Corporation.

#### **ARTICLE 2 – PURPOSES**

The purposes for which the corporation is formed are to promote the humane treatment of animals in southern New Mexico.

- 1. Outreach and education programs to promote awareness and improved humane animal practices in southern New Mexico.
- 2. Assist allied organizations to secure resources for improved animal practices and outcomes in southern New Mexico.
- 3. Promote and develop coalitions of animal welfare and services organizations for the purpose of improved humane conditions and outcomes for animals in southern New Mexico.

These programs and activities shall be in compliance with the Internal Revenue Code of 1954, which is currently codified in Section 501C. To further the ends of the corporation, to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the corporation or other charitable activity, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Bylaws, or any laws applicable thereto. To do any other thing incidental to or connected with the forgoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers, except as permitted under the Not-for-Profit Corporation Law, and to do any and other matters as provided by the State of New Mexico.

#### **ARTICLE 3 - OFFICE AND AGENT**

Section 1. <u>Principal Office</u>. The principal office of the HUMANE SOCIETY OF SOUTHERN NEW MEXICO (also the Corporation) shall be located within the County of Dona Ana, New Mexico.

Section 2. <u>Registered Address and Agent</u>. The registered address shall be Michael Hainer, 547 La Melodia, Las Cruces, New Mexico 88011 and the registered agent shall be designated by the Board.

#### **ARTICLE 4 - SEAL AND/OR LOGO**

Section 1. <u>Seal and/or Logo</u>. The Seal or Logo of the Corporation shall be in such form as the Board may determine.

Section 2. <u>Seal and/or Logo are not required</u>. Except as otherwise required by statute, the affixation of the Seal or Logo shall not be necessary to the valid execution, assignment, or endorsement by the Corporation of any instrument in writing.

# **ARTICLE 5 - MEMBERSHIP**

Section 1. <u>Qualifications</u>. Any person who subscribes to the purposes and basic policies of the HUMANE SOCIETY OF SOUTHERN NEW MEXICO may become a member of the Corporation subject to compliance with the Bylaws, regulations and membership policies of the Corporation.

Section 2. <u>Participation</u>. Only members of the Corporation shall be eligible to participate in its meetings, or to serve in any of its elective or appointive positions. Any membership of any kind, including a group or family membership, is entitled to only one vote.

Section 3. <u>Dues</u>. Each member of the Corporation shall pay annual dues to the Corporation in a reasonable amount set by the Board of Directors.

#### **ARTICLE 6 - MEMBERSHIP MEETINGS**

Section 1. <u>Annual Members Meeting</u>. The annual meeting of the membership shall be held before the annual meeting of the Board of Directors in July on such day and at such place as shall be provided by resolution of the Board. The membership shall elect the Board of Director members that are up for election at the time of the meeting and conduct other business as deemed appropriate.

Section 2. <u>Special Member Meetings</u>. Special meetings of the members may be called by the President of the Board of Directors, or by a majority of the Board of Directors. Special meetings of the members may also be called by members having twenty five percent (25%) of the votes entitled to be cast at such meeting.

Section 3. Notice. Written notice stating the place, day and hour of the meeting of

the membership and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be announced not less than ten nor more than fifty days before the date of the meeting. Attendance at any meeting by a member shall constitute a waiver of notice of the meeting, except when the member states at the beginning of the meeting the member is present for the purpose of protesting lack of proper notice.

Section 4. <u>Members Meeting Quorum</u>. Twenty percent (20%) of the members eligible to vote shall constitute a quorum for the transaction of business. The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the membership, unless the act of greater number is required by the New Mexico Nonprofit Corporation Act ("Act"), the Articles of Incorporation or these Bylaws. A quorum, once obtained at a meeting, shall be deemed to continue until adjournment, notwithstanding the voluntary withdrawal of enough members to leave less than a quorum.

Section 5. <u>Conduct of Meetings</u>. All membership meetings shall be public, except when a meeting concerns a subject that is an exception to the requirements for open meetings as then provided by the New Mexico Open Meetings Act, Chapter 10, Article 15, NMSA 1978. Each member shall have one vote. A member may give another member a written, dated and signed proxy. A proxy is valid for only one meeting, and shall be deemed to continue until adjournment, notwithstanding the voluntary withdrawal of enough members to leave less than a quorum.

#### ARTICLE 7 - BOARD OF DIRECTORS

Section 1. <u>General Powers</u>. The property, affairs, and business of the HUMANE SOCIETY OF SOUTHERN NEW MEXICO shall be under the direction of its Board of Directors (the "Board").

Section 2. <u>Number of Board Members</u>. The number of voting directors of the corporation shall be set by resolution of the Board from time to time, but shall not be less than 7 nor exceed 21 in number. If the Board resolves to decrease the number of voting directors, the decrease shall not cause a sitting member of the Board to be removed from the Board. Any decrease will only take effect as vacancies occur for other reasons. The number of voting directors may be decreased to less than 7 or increased to exceed 21 only by amendment of these Bylaws.

The Board may elect to extend "ex-officio" membership to individuals or organizations that contribute valuable talent, knowledge or resources to the Corporation. Ex-Officio members may be seated through application, nomination and vote of two-thirds of the voting board members present at a regular or special board meeting.

Section 3. <u>Board Meeting Quorum</u>. A majority of the total number of directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the

act of a greater number is required by the New Mexico Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. A quorum, once obtained at a meeting, shall be deemed to continue until adjournment, notwithstanding the voluntary withdrawal of enough directors to leave less than a quorum.

- Section 4. <u>Election of Board Members</u>. One half of the directors shall be elected at the annual meeting of the membership.
- Section 5. <u>Term of Office</u>. Terms shall begin at the annual meeting immediately after the successful conclusion of elections. Each director shall serve a two (2) year term with a second two year term possible before a mandatory one-year break. Board Members appointed to fill a vacancy for less than twenty months shall not constitute a full term, and would be eligible to fill two full terms thereaf
- Section 6. <u>Vacancies</u>. Any vacancy occurring within the Board shall be filled, for the unexpired term of that vacancy, by the Nominating Committee's recommendation, upon approval of the majority of the Board at a regular or special meeting.
- Section 7. <u>Resignations.</u> Any Director may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.
- Section 8. Removal of Board Members. The Board, by a vote of two-thirds (2/3) of the directors at a meeting where a quorum is present, may remove any member from the Board, or as evidenced by two (2) consecutive unexplained absences at regular board meetings within any twelve-month period. An absence is considered "explained" if the absent director gives advance notice to any officer of the Corporation, or if the member cannot attend because of good cause.
- Section 9. <u>Compensation</u>. Board members shall not receive any compensation for serving on the Board.

#### **ARTICLE 8 - BOARD OF DIRECTORS MEETINGS**

- Section 1. <u>Annual Meeting</u>. The annual meeting of the Board shall be held in July on such day and at such place as shall be provided by resolution of the Board.
- Section 2. <u>Regular Meetings</u>. Regular meetings (including the annual meeting) of the Board shall be held at least ten (10) times each year on such days and at such places as shall be provided by resolution of the Board.
- Section 3. <u>Special Meetings</u>. Special meetings may be called by the President, and must be called by the President at the request of a majority of the voting Board Members.
  - Section 4. Board Meeting Notice. Written notice stating the place, day and hour of

the meeting of the board membership and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting. Attendance at any meeting by a board member shall constitute a waiver of notice of the meeting, except when the board member states at the beginning of the meeting the member is present for the purpose of protesting lack of proper notice. Electronic delivery to the email address of record constitutes delivery of notice.

Section 5. <u>Quorum</u>. A majority of the number of voting directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the New Mexico Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. A quorum, once obtained at a meeting, shall be deemed to continue until adjournment, notwithstanding the voluntary withdrawal of enough directors to leave less than a quorum.

Section 6. <u>Conduct of Board Meetings</u>. Each voting board member shall have one vote on all matters that the Board decides on by vote. A member may give another member a written, dated and signed proxy. A proxy is valid for only one meeting. A member may not give a proxy for more than two meetings per term year. Meetings shall be conducted in accordance with Robert's Rules of Order, except when inconsistent with the law or these Bylaws.

Section 7. <u>Informal Action</u>. Any action which is required by law to be taken at a Board meeting, or any action which may be taken at a Board meeting, may be taken without a meeting, upon the entire Board's documented agreement to the action.

#### **ARTICLE 9 - OFFICERS**

Section 1. Officers. The officers of the Corporation shall be the President, Vice-President, Secretary, and Treasurer. No person shall hold more than one office concurrently. All officers shall be elected from the membership of the Board and shall continue to be members of the Board during their terms of office. All officers of the Corporation shall be elected for a two-year term or until the election, qualification and installation of their respective successors, whichever is later, except as provided elsewhere in these Bylaws. The Board may appoint other Vice Presidents as necessary, based on the recommendation of the President.

Section 2. The President. The President shall be the chief executive officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject to the control of the Board. The President shall execute, in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may be

assigned by the Board.

Section 3. <u>The Vice-President</u>. The Vice-President shall assist the President as deputy and president in the absence of the President.

Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose. The Secretary shall see that the required notices of meetings of the Board are given and that all records and reports are properly kept and filed by the Corporation. The Secretary shall be the custodian of the Seal of the Corporation and shall see that it is affixed to all documents to be executed on behalf of the Corporation under its Seal. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the President.

Section 5. The Treasurer. The Treasurer shall have custody of corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation, and to endorse checks, drafts, and warrants in its name and on its behalf and to give full discharge for the same. The Treasurer shall deposit all funds of the Corporation, in such banks or other places of deposit as the Board may designate. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President.

Section 6. <u>Powers and Duties</u>. The President, or the Vice-President in the President's absence, shall preside at all Board meetings. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board. In the absence of such specifications, each officer shall have the powers and shall perform the duties of officers of the same title as provided by law and of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

Section 7. <u>Removal</u>. The Board, by a vote of two-thirds (2/3) of the directors present at a meeting where there is a quorum, may remove any officer for cause, including unexplained absence for two consecutive Board Meetings within any twelve-month period. An absence is considered "explained" if the absent officer gives advance notice to any other officer of the Corporation or if the officer cannot attend because of good cause.

Section 8. <u>Resignations</u>. Any officer may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

Section 9. <u>Vacancies</u>. Any Board Officer position vacancy shall be filled by a majority vote of the Board members present at a regular or special Board meeting.

Section 10. Compensation. Officers shall not receive any compensation.

#### **ARTICLE 10 - COMMITTEES**

Section 1. Executive Committee. The Executive Committee shall consist of the officers of the Corporation. The Executive Committee shall act between the meetings of the Board of Directors and shall possess all the powers of the Board in regard to the conduct of the routine business of the Corporation, subject, however, to any action being confirmed by the Board. The Executive Committee shall have no power to approve or terminate memberships or to fill vacancies on the Board of Directors or of Officers. The Executive committee shall have no authority to: amend these Bylaws; elect, appoint or remove any member of any committee or any director or officer; amend or restate the Articles of Incorporation; adopt a plan of merger or consolidation; authorize the sale, lease, exchange or mortgage of any of the property and assets of the Corporation; authorize the voluntary dissolution of the Corporation nor the revocation of proceedings to dissolve the Corporation; adopt a plan for the distribution of the assets of the Corporation; or amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by the committee. The Executive Committee shall meet at the request of the President.

Section 2. <u>Committees of Directors</u>. The Board may designate one or more directors committees, each of which shall consist of two or more directors. These committees, to the extent provided by the Board and except as limited by the Articles of Incorporation or these Bylaws, shall exercise all the authority of the Board. No such committee shall have the authority to: amend these Bylaws; elect, appoint or remove any member of any committee or any director or officer; amend or restate the Articles of Incorporation; adopt a plan of merger or consolidation; authorize the sale, lease, exchange or mortgage of any of the property and assets of the Corporation; authorize the voluntary dissolution of the Corporation nor the revocation of *proceedings to* dissolve the Corporation; adopt a plan for the distribution of the assets of the Corporation; or amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation or appointment of any such committee shall not operate to relieve the Board, or any director, of any responsibility imposed by law.

Section 3. <u>Nominating Committee</u>. The Board shall appoint a nominating committee of board members to make recommendations of appropriate persons to serve on the Board and to serve as officers.

Section 4. Other Committees. Other committees not having the authority of the Board may be designated by the Board. The President shall appoint the chair of the committee. The chair shall appoint and remove the other members of the committee. The chair shall periodically report to the Board.

Section 5. <u>Advisory Council</u>. The Board of Directors may establish and designate members of an Advisory Council, whose primary function would be that of a non-voting advisory body to the Board.

# **ARTICLE 11 - EXECUTIVE DIRECTOR**

Section 1. <u>Selection</u>. An Executive Director may be selected by a two-thirds vote of the Board, whenever in its judgment the best interest of the Corporation would be served.

Section 2. <u>General Description</u>. The Executive Director is employed by the Board of the HUMANE SOCIETY OF SOUTHERN NEW MEXICO to run the day-to-day operations of the Corporation. The Executive Director shall have powers as authorized by the Board. The Executive Director reports directly to the President of the Board.

Section 3. <u>Removal</u>. The Executive Director may be removed from office by a two-thirds vote of the Board, whenever in its judgment the best interest of the Corporation would be served.

#### **ARTICLE 12 - NOTICE**

Section 1. Written Notice. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by telegram (with messenger service specified), Telex, or TWX (with answer back received), or to an appropriate email address of record, or courier service, charges prepaid, or by facsimile transmission, to his or her address (or to his or her Telex, TWX, or facsimile number) appearing on the book of the Corporation or, in the case of Directors, supplied to him or the Corporation for the purpose of notice. If the notice sent by mail, telegraph, or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office or courier service for delivery to that person or emailed to an address of record or in the case of Telex or TWX, when dispatched. A notice of meeting shall specify the place, day, and hour of meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 2. <u>Waiver by Writing</u>. Whenever any written notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

Section 3. <u>Waiver by Attendance</u>. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

# **ARTICLE 13 - CONFLICTS OF INTEREST**

Section 1. <u>Interested Directors and Officers</u>. A contract or transaction between the HUMANE SOCIETY OF SOUTHERN NEW MSXICO and one or more of its own Members, Directors or Officers or between the Corporation and any outside entity organization in which one or more of its owners, directors or officers are also directors or officers of the Corporation, or have a financial interest therein, shall be valid only if:

- 1. The material facts of the individual relationships and interests, and the material facts of the contract or transaction are disclosed and are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors.
- 2. The contract or transaction is fair as to the Corporation as of the time that it is authorized, approved, or ratified by the Board.
- 3. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes the contract or transaction. Common or interested Directors may not vote to authorize such agreements or transactions.

Section 2. <u>Presentations</u>. Interested Directors may make a presentation at the board meeting, however, after the presentation, the interested directors shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

#### ARTICLE 14 - BOOKS AND RECORDS AND FINANCIAL CONTROL

Section 1. <u>Fiscal Year</u>. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of the following year.

Section 2. <u>Records</u>. The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of the Board and any committees created by the Board. The Secretary of the Corporation shall keep a record of the names and addresses of all members and directors. All books and records of the Corporation may be inspected by any member or director, or their agency or attorney, at any reasonable time.

Section 3. <u>Annual Audit</u>. An annual audit shall be conducted each year by a professional Certified Public Accountant firm, not affiliated with the HUMANE SOCIETY OF SOUTHERN NEW MEXICO or with any Board member, to be selected by the Board. The Treasurer with program support shall prepare the books and present them in an acceptable form to the auditing firm. The results and recommendations for the audit will be presented to the Board at the first Board meeting immediately following the completion of the procedure.

Section 4. <u>Fiscal Management</u>. The fiscal management of the Corporation must follow the form required and meet the minimum standards or fiscal requirements of various funding agencies or grants.

Section 5. <u>Contracts</u>. In any single transaction, the Board may authorize any agent, in addition to the officers so authorized by these Bylaws, to enter into any contract or

execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 6. <u>Checks, Drafts, Orders for Payment</u>. All checks, drafts or orders for payment of money issued from any account of the Corporation shall require two signatures. The president of the board has the authority to select who shall have signing authority.

Section 7. <u>Loans and Indebtedness</u>. The Corporation shall not borrow money in any amount, nor incur any indebtedness over \$1000.00 through any other means, except upon a majority vote of the Board. All promissory notes, mortgages, and related documents must be signed by both the President and the Treasurer.

Section 8. <u>Deposits</u>. All funds of the Corporation shall be deposited within ten business days of their receipt by the Treasurer to the credit of the Corporation in such banks, trust companies or other depositories as the Board may designate.

Section 9. <u>Gifts</u>. The Board may accept on behalf of the Corporation any charitable contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation. No gift or bequest shall be received and accepted if it is to be conditioned or limited to any person or organization other than educational, scientific, charitable or religious organization or as shall jeopardize the federal income tax exemption of this corporation pursuant to Section 501 (c)(3) of the Internal Revenue Code of 1979 (or any amendment thereto.)

Section 10. <u>Disposition of Assets upon Dissolution of the Corporation</u>. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes of animal advocacy within the meaning of section 501© (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a charitable public animal advocacy purpose.

#### **ARTICLE 15 - AMENDMENTS**

Section 1. <u>Amendments</u>. These Bylaws may be altered, amended or repealed by a three-quarters (3/4) vote of the attending Membership at any duly constituted Members Meeting, provided notice of such proposed alteration, amendment, or repeal has been given to each member of the Corporation. The non-profit character of this corporation nor the tax exempt eligibility with the IRS shall not be subject to amendment.

#### ARTICLE 16 - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. <u>Right to Indemnification</u>. The Corporation indemnifies all directors and officers and former directors and former officers (all as defined in the provisions of the then New Mexico Nonprofit Corporation Act) to the fullest extent allowable by law, and also as

specifically allowed in the then provisions of the New Mexico Nonprofit Corporation Act (including, but not limited to, NMSA 1978, Section 53-8-26, as amended). , except in cases of breach of duty or gross negligence. Advance indemnification of such person for reasonable expenses incurred with a defense is authorized provided the Director must reimburse the Corporation if it is subsequently determined that the person was not entitled to the indemnification. The Corporation may make any other indemnification by resolution adopted by the Board after notice.

Section 2. <u>Non-Exclusivity</u>. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition, conferred in this Article, shall not be exclusive of any other right which any person may have or later acquire under any statute, provision of the Corporation's Articles of Incorporation, Bylaws, agreement, vote of disinterested directors or otherwise.

Section 3. <u>Insurance</u>. The Corporation will maintain insurance, at its expense, to protect itself and any director, officer, partner, trustee, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other incorporated or unincorporated enterprise (including an employee benefit plan or trust) against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the New Mexico Nonprofit Corporation Act.

# **CERTIFICATION**

The undersigned hereby certify that the foregoing Bylaws consisting of sixteen (16) pages, including this page, were duly approved by the membership at a meeting held on June 27<sup>th</sup>, 2007.

Mike Hainer, President	Frank Bryce, Vice-President
Wilke Hamer, Freshdene	Trank bryce, vice-fresident
Marcia Weist, Secretary	Marilyn Grayson, Treasurer