

**BYLAWS OF CURSE NEW MEXICO SUPPORTERS GROUP**  
**ARTICLE I**  
**BOARD MEMBERS**

**Section 1. Number of Executive Committee Members and Committee Chairs**

4 Elected Executive Committee Members or Initial Designees: President, Vice-President, Secretary, Treasurer

6 Elected Committee Chairs (or designees) of each Curse Committee make up rest of the Board: Los Cursitos, Brand & Identity, Good Neighbors/Thriving Community, Member Engagement, Match Day Operations, Hype/Spirit/Rowdiness.

**Section 2. Term of Office, Elected Members.**

The Board shall be comprised 4 Executive Committee Members or Initial Designees: President, Vice-President, Secretary, Treasurer and 6 Committee Chairs of each of the 6 outlined Committees below for a total of 10 members (the "Full Board"). General Membership can serve on multiple committees, and Chairs will be responsible for programming and execution of the Vision and Mission of The Curse through its Executive Committee. Committee Chairs elected each year by the membership of the committee.

**Section 3. Meetings.**

Any Curse member is welcome to attend meetings of the Curse NM. Only the Chair or its sole designee is eligible to vote on any particular issues. Closed Meetings can be called by a vote of  $\frac{2}{3}$  of the Board. The President has the ability, at his or her discretion, to close the meeting for personnel and disciplinary issues. An Annual General Meeting will be held in the first quarter of the calendar year.

**Section 4. Quorum.**

A majority of Board Members and Executive Committee shall constitute a quorum of the Board, either in person, over phone, or video communication. At least two members of the Executive Committee must be present to constitute a quorum.

**Section 5. Adverse Interest.**

In the determination of a quorum of the Board Members, or in voting, the disclosed adverse interest of a Board Member may disqualify the Board Member or invalidate his or her vote. Conflicts of interest must be disclosed to the Board.

**Section 6. Regular Meeting.**

Board shall meet on a regular basis, no less than once per quarter. An annual meeting will be held to coincide with the initiation of elections in the first quarter of the calendar year. The Board may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution. Board Agenda will be made available 48 hours prior to meeting along with location and time. Board meetings will be made available via the Curse NM calendar and social media. Any changes will be announced 48 hours prior to meeting. Minutes of the meeting will be made available to the general membership no later than two weeks after a meeting.

## Section 7. Special Meeting.

Special meetings may be requested by any of the Executive Committee Members or any two Committee Chairs by providing five days' written notice by ordinary United States mail or e-mail, effective when mailed or e-mailed. Minutes of the meeting shall be sent to the Board within two weeks after the meeting.

## Section 8. Procedures.

The vote of a majority of the Board Members present at a properly called meeting at which a quorum is present shall be the act of the Board, unless the vote of a greater number is required by law or by these by-laws for a particular resolution.

## Section 9. Informal Action.

The Quorum requirement may be met via Board Member participation using remote communication technology such as teleconference or video conference.

## Section 10. Removal / Vacancies.

A Board Member shall be subject to removal with cause at a meeting of the Board by at least a supermajority of the Board. Any vacancy that occurs on the Full Board, whether by death, resignation, removal or any other cause, may be filled by the Full Board. The President shall nominate and recuse themselves from the final vote of the Full Board. A Board Member elected to fill a vacancy shall serve the remaining term of his or her predecessor, until the next election.

## Section 11. Committees.

To the extent permitted by law, the membership may elect from its members a Committee Chair, and designate the duties, powers and authorities of such committees. In the event that there is not an elected Chair, the Board may appoint one by a two-thirds majority vote of the Board.

### Committee List

1. Los Cursitos Committee
  - a. Annual Programming for all activities
  - b. Programming for this youth sub-group should mirror the work of The Curse committees: brand & identity maintenance, community service, membership maintenance, match day activities, etc.
2. Brand & Identity Committee
  - a. Merchandise & Shipping Operations
  - b. Logo Integrity
  - c. Brand Standards
  - d. Content/Graphic Support (Digital & Print design to support President & Vice President)

3. Good Neighbors/Thriving Community Committee (Community Outreach)
  - a. Volunteering
  - b. Community Partnerships
  - c. Note: Sponsorship & High-Level Partnerships are executed by President & Vice President

4. Member Engagement & Outreach Committee
  - a. Membership List Management
  - b. Social Events & Celebrations
  - c. Support Match Day Operations with Programming for Away Match Watch Parties
  - d. Tabling and Presentations About Membership Benefits
  - e. Source Content for Membership-Wide Communications
  - f. Note: Final publication of Membership-Wide Communications are executed by the President & Vice President

5. Match Day Operations Committee
  - a. Tailgating Coordination & Activity Planning for Home Matches
  - b. Travel Logistics for Away Matches (Watch Parties will be supported by Member Engagement & Outreach Committee)

6. Hype, Spirit & Rowdiness Committee (or Supporter's Section, if not as bold/fun, lol)
  - a. Music and Instrument Coordination
  - b. CAPO Scheduling and Training + Chants & Song Creation
  - c. TIFO Planning & Execution

Section 12. Discharge of Duties. Consistent with the organization's purpose of creating general social benefit and creating events and traditions that promote, improve the accessibility of, build a sense of community around, and encourage participation in New Mexico Soccer in discharging their duties, the Board Members shall consider the effect of any actions on the following:

- (a) The ability of the organization to accomplish its general public purpose and create events and traditions that promote, improve the accessibility of, build a sense of community around, and encourage participation in New Mexico Soccer;



- (b) The members of the supporters group;
- (c) Community and societal considerations, including those of any community in which offices or facilities of the supporters group
- (d) The local and global environment;
- (e) The short-term and long-term interests of the supporters group, including benefits that may accrue to the supporters group from its long-term plans and the possibility that these interests may be best served by the continued independence of the supporters group.

Section 13. Any conflicts of interest must be disclosed to the Curse NM Full Board at the first Board meeting. The Board may take any action it deems necessary to protect the best interest of the Curse NM from potential conflicts of interests.

## **ARTICLE II**

### **EXECUTIVE COMMITTEE**

Section 1. Number of Officers. The officers, herein named "Executive Committee," of the supporters group shall be a President, a Vice President, a Treasurer, and a Secretary.

- a. President. The President shall be the chief executive officer and shall preside at all meetings of the Full Board and its Executive Committee. The President does not have a vote, except to break a tie.
- b. Vice-President. The Vice-President shall be an executive officer whose rank is second to that of the president who must fulfill the role of the president as defined by the bylaws in the event that the president is unable to fulfill their duties.
- c. Secretary. The Secretary shall give notice of all meetings of the Full Board and Executive Committee, if any, shall keep an accurate list of the Board Members, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Board Members' meetings.
- d. Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Full Board and Executive Committee, if any, and shall make reports of the organization's finances as required, but no less often than at each meeting of the Full Board and Executive Committee.

**PRESIDENT OR TREASURER MAY CONDUCT BANK OR FINANCIAL TRANSACTIONS INDEPENDENTLY.**

Section 2. Election and Term of Office. The officers shall be elected every two years by the membership of the whole after the Annual General Meeting. Each officer shall serve a two-year term or until a successor has been elected and qualified. There are no term limits, and the length of term cannot be altered. Members may seek subsequent offices.

The President & Vice President will be influenced and informed by the Full Board and Committee work, but will retain the responsibility of social media management, sponsorship negotiation and

procurement, media and press relations, membership-wide communications, and liaison to New Mexico United.

### **ARTICLE III**

#### **MEMBERS**

Section 1. Definition of Membership. Consistent with its community-building mission, this supporters group shall have members, defined by a threshold of dues payments (Curse NM membership payment).

Section 2. Members, have the right and responsibility to vote to elect Executive and Committee Leadership. Members have no other voting rights, except where explicitly delegated by the Board of Board Members. The Full Board may, at its discretion, delegate voting rights on any issue in its power to the Membership.

Section 3. Annual General Meeting. An annual general meeting shall be held once each calendar year for the purpose of informing the membership of the organization's activities, and for voting on any questions delegated to the membership by the Board of Board Members. This meeting shall take place once each calendar year before the annual election.

### **ARTICLE IV**

#### **CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The Board shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by (1) the President and (2) the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Board Members.

### **ARTICLE V**

#### **AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by a two-thirds majority vote of the Board.

### **ARTICLE VI**

#### **INDEMNIFICATION**

Any Board Member or officer who is involved in litigation by reason of his or her position as a Board Member or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

**ARTICLES OF INCORPORATION  
OF  
CURSE NEW MEXICO**

**ARTICLE I**

**NAME**

The name of this corporation is Curse New Mexico hereafter "Corporation". The principal office or headquarters for the transaction of business shall be located at 4600 Paradise Blvd NW Unit 65418, Albuquerque, located within the County of Bernalillo and State of New Mexico. The Curse New Mexico shall have and shall continuously maintain corporation status in the State of New Mexico as a registered office and agent.

**ARTICLE II**

**DURATION**

The period of duration is perpetual.

**ARTICLE III**

**PURPOSE**

The purpose for which this Corporation is organized is to engage in any such lawful act and/or activity under the General Law of New Mexico other than the banking business, trust company business or the practice of a profession not permitted to be incorporated by and pursuant to the New Mexico Corporations Statute.

**ARTICLE IV**

**REGISTERED OFFICE/AGENT**

The street address of the initial registered office is 4600 Paradise Blvd NW Unit 65418, Albuquerque, 87114. The name of the initial registered agent at said address is David M. Carl.

**ARTICLE V**

**BOARD OF DIRECTORS**

The initial Board of Directors and the names and addresses of the persons who are to serve as Initial Directors or until such time as their successors are elected and qualified are as follows:

President: David Carl

Vice President: R.J. Montano

Treasurer: Andrew Bolte

Secretary: Rachel Johnson

## ARTICLE VI

### INDEMNIFICATION

The Corporation does hereby indemnify any and all Directors, Officers, employees, Incorporators and/or Shareholders of the corporation from any and all liability with regards to the corporation and the business of the corporation, unless the person fraudulently and intentionally violates the law and/or maliciously conducts acts to damage and/or defraud the corporation, or as otherwise provided under applicable New Mexico State Corporation Statute.

## ARTICLE VII

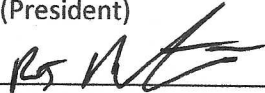
### CORPORATE GOVERNANCE

All other matters regarding Corporation's rules of corporate governance are contained within Corporation's Bylaws.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of New Mexico, we the undersigned, constituting the Directors or Incorporators of this Corporation, have executed these Articles of Incorporation on 1/8/20.



(President)



(Vice President)



(Treasurer)



(Secretary)



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(President)

  
\_\_\_\_\_  
(Vice President)

  
\_\_\_\_\_  
(Treasurer)

  
\_\_\_\_\_  
(Secretary)