

**BYLAWS OF
WOMEN VETERANS OF NEW MEXICO (WVNM)**
a New Mexico nonprofit

2nd AMENDMENT (11 July 2024)

**ARTICLE I
OFFICE**

The Women Veterans of New Mexico (“WVNM”) is a nonprofit organization in the State of New Mexico. WVNM may have other offices within the state of New Mexico if determined by the Board of Directors (the “Board” if used collectively otherwise “Director”). The WVNM is duly formed pursuant to the laws of the state of New Mexico, as stated in the Articles of Incorporation.

**ARTICLE II
PURPOSE**

The WVNM is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, and serves as an educational and supportive resource for women veterans in New Mexico. The mission of WVNM is to provide a collaborative forum for Members to learn about and discuss common challenges regarding veteran benefits under federal and state law and common challenges associated with returning to civilian life after serving in the uniformed services. In addition, WVNM offers financial support to women veterans in New Mexico with proven needs, via WVNM’s Service Support Program.

WVNM shall be non-political and shall not provide aid to, or otherwise promote or oppose, the candidacy of any individual seeking public office and/or any political issue. WVNM will further not undertake or promote any political activities on behalf of or in opposition to any candidate for public office and/or any political issue.

**ARTICLE III
MEMBERS**

3.0 Definitions. “Members” as used in these bylaws, is defined as veterans, identifying as female, who have submitted an application and have been accepted into the WVNM.

3.1 Qualification for Membership. Membership in WVNM shall be limited to women who are in the State of New Mexico or one of the sovereign nations spanning New Mexico’s boundaries and who are veterans of the United States uniformed services holding honorable or general discharge documentation. This includes all individuals who have in the past served or are currently serving in any component of the uniformed services. No applicant for membership shall be denied membership based on sexual orientation, race, religion, political beliefs, creed, national origin, age or disability. All applications for initial membership shall be subject to the final approval by the Board.

3.2 Classes of Members; Purposes. WVNM shall have one class of members to provide for active participation of the community in the mission and goals of WVNM.

3.3 Payment of Membership Dues. The Board of Directors from time to time may establish annual dues for the Members and the method and timing of payment of dues. The Board, in its discretion, may also waive dues and/or confer membership upon any person, in the judgment of the Board, who makes or agrees to make a significant contribution to the purposes and mission of WVNM.

3.4 Term of Membership. Membership in WVNM shall be on a calendar year basis; if a Member joins during the last quarter of the year, their membership rolls into the next calendar year. Membership shall be renewed for successive calendar year periods provided that the individual satisfies all requirements for membership. A Member who fails to pay any annual dues or renew their membership shall be dropped from membership. A veteran who is dropped from membership for non-payment of dues must re-apply for membership in order to be reinstated as a Member.

3.5 Powers of the Members. The Members shall elect Directors at an annual meeting. The Members may remove, replace or fill vacancies due to removal or resignation. In addition, Member approval shall be required for any of the following: a material change in the mission and purpose of WVNM; adopting a plan of merger or consolidation; the sale, lease, exchange or other disposition of all or substantially all the property and assets of WVNM; and/or voluntary dissolution of WVNM or a revocation thereof. The Members shall have no other powers or authority with respect to WVNM.

3.6 Membership List. WVNM's membership list is for the exclusive use of WVNM and shall not be used for the promotion of any activity unrelated to WVNM's mission and purpose. The membership list shall not be used for personal gain and shall not be made available for any commercial or outside solicitation purposes. Member data shall not be shared with any individual outside of the duly elected Board or appointee for the purpose of conducting Board business, and shall not be shared with any organization outside of WVNM.

ARTICLE IV DIRECTORS

4.0 Definitions. The WVNM shall be managed by seven (7) elected "Directors", who together constitute the Board of Directors ("Board"). Directors are individuals who are Members in good standing, elected by the Membership to serve and who act together as the Board, overseeing all acts and actions of the WVNM.

4.1 General Powers. The Board shall have the authority provided for under New Mexico law, these Bylaws, and the Articles of Incorporation of WVNM to control and manage the business and affairs of WVNM. The Board may adopt such rules and regulations for the conduct of their meetings and the management of WVNM as they may deem proper, not inconsistent with law or these Bylaws or the Articles of Incorporation. The Board shall exercise its authority to establish from time to time such policies that are consistent with and in furtherance of the purposes of WVNM. The Board shall be responsible for overseeing the implementation of such policies and evaluating whether WVNM achieves said policies. Additionally, all policies will be subject to periodic review for applicability and feasibility.

4.2 Number, Tenure of the Board. The Board shall consist of Directors who are WVNM Members in good standing, who are considered qualified for the position and who shall be elected at an annual meeting of the Members.

The Board shall initially be comprised of at least seven (7) Members as designated in WVNM's original Articles of Incorporation filed with the New Mexico Public Regulation Commission. The number of

Directors may be increased or decreased from time to time by resolution of the Board, provided that WVNM shall never have fewer than five (5) Directors. No decrease shall have the effect of shortening the term of any incumbent Director.

The newly elected Directors shall be installed during the January following the election. Except as otherwise provided in these Bylaws, each Director shall hold office for a one-year term and until her successor is elected and duly qualified. The offices of President, 1st Vice President, 2nd Vice President, Secretary and Treasurer ("Officers") will be for a term of two (2) years. All Directors may succeed themselves if re-elected. If there is less than a quorum in a Board meeting, vacancies on the Board may be filled by another Member by a simple majority vote of the remaining Board. Newly created Directorships may be filled by a simple majority vote of the Board for a term of office continuing until the next annual meeting of the Members and the election of a successor Director.

4.3 Director Qualifications and Liability.

(i) Directors are qualified for the position if they are Members in good standing, willing and able to serve, and elected by the Members.

(ii) Each Director is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the WVNM. If a Director acts in good faith and in a manner that is reasonably in line with the best interests of the WVNM as determined by a reasonably prudent individual situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the WVNM. Directors who fail to comply with this section of these Bylaws shall be personally liable for any improper acts and as otherwise described in these Bylaws.

4.4 Meetings: Regular, Annual. Regular meetings of the Board shall be held at least quarterly and at such times and places as the Board shall designate. The annual meeting of the Board shall be held immediately following the annual meeting of the Members in the same location. The annual meeting of the Board is for the purpose of installing the Officers of WVNM and taking whatever other action may be needed.

4.5 Special Meetings. Special meetings of the Board may be held whenever called by the President, at least twenty (20) % of the Members, or a simple majority of the Board. The notice of a special meeting shall state time, place, purpose of the meeting and shall include an agenda.

4.6 Meetings by Video-/Tele-Conference Call. Directors or any Member of WVNM may participate in a meeting of the Board or appointed committee by means of video-/tele-conference.

Actions may be taken outside of a formal meeting, provided all Directors (or committee members) have the opportunity to participate in the decision-making process. Actions may be passed in accordance with these bylaws, and with a simple majority of the Board. Decisions must be documented via email or in other forms of minutes.

4.7 Notice; Advance notice shall be provided before any meeting of the Board. Email notice of the annual meeting of the Board shall be given to the Directors not less than thirty (30) nor more than ninety (90) days prior to the annual meeting. Notice of any special meeting of the Board shall state the time, place, and the purpose of the special meeting and will be delivered not less than five (5) nor more than thirty (30) days before the meeting date.

4.8 Elections. The President shall annually appoint a nominating committee which shall consist of at least three (3) Directors, with one designated as the lead or Chair. The nominating committee may include, at the discretion of the leader, individuals who are not Directors. The Nominating Committee shall present a slate of nominees for the next annual meeting of the Members that promotes a Board that fairly represents the geographical areas of the membership. The Nominating Committee shall make reasonable efforts to ascertain that potential nominees for the Board have the personal experience, background, interest, time and talent that will allow them to contribute to WVNM and further WVNM's mission and purpose.

At least thirty (30) days prior to the annual meeting of Members, WVNM shall deliver notice via email or public announcement on the WVNM website to the Members of the names of the nominees, proposed by the nominating committee for the vacancies on the Board.

4.9 Quorum. Unless otherwise provided by these Bylaws, a simple majority of the number of Directors shall constitute a quorum for the transaction of business by the Board. In no event shall a quorum consist of less than one-third of the number of directors. A quorum, once attained at a meeting, shall be deemed to continue until adjournment. Any act of the majority of the Directors present at a meeting shall be the act of the Board.

4.10 Manifestation of Dissent. A Director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless her dissent is entered in the minutes of the meeting. A Director may also file written dissent with the individual acting as the Secretary for the meeting before meeting adjournment or may submit such dissent by email or registered mail to the Secretary of WVNM within (seven) 7 days after the meeting adjournment. Such right to dissent shall not apply to a Director who voted in favor of such action.

4.11 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term. Vacancies may be filled or new offices created and filled at any meeting of the Board. Any vacancy occurring may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of her predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board for a term of office continuing only until the next annual meeting of Members.

4.12 Resignation and Removal. Any Director may be removed by the Board when in the Board's judgment it is the best interest of the WVNM. Resignations shall be effective upon receipt of written notice by the President or Board, unless a later effective date is specified in the resignation. A Director who does not attend at least a majority of scheduled Board meetings during any twelve-month period, or who misses three consecutive unexcused scheduled Board meetings may be asked, at the discretion of the Board, to resign as a Director. A majority of the Directors then in office may remove any Director at any time, with cause.

4.13 Compensation; Expenses. Directors shall not receive any reimbursement for attendance at Board meetings except as may be authorized by the Board. Directors may be reimbursed in whole or in part for their respective travel, lodging and meal expenses incurred in connection with their attendance at any meeting of the Board provided such reimbursement is authorized by the Board. No part of the income or assets of the WVNM shall benefit any Member, Director, Officer, or employee of WVNM, or be distributable to any such individual during the existence of WVNM, or upon its

dissolution or final liquidation. However, nothing in this section shall prevent the payment of reasonable compensation to Members, Directors, or employees of WVNM, or prevent their reimbursement of actual necessary expenses in amounts approved by the Board.

Beyond this, WVNM earnings will be disbursed only on approval of the Board; such disbursements will be made only to pay operating expenses and to women veterans in need who meet the criteria set forth in our Service Support Program. Special disbursements, with prior approval of the Board, may be made to incorporated veterans support organizations to further their missions.

4.14 Written Consent. Any action required by the New Mexico Nonprofit Act to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Board or of a committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, or all of the members of the committee, as whichever is applicable. The consent shall have the same effect as a unanimous vote.

ARTICLE V OFFICERS

5.1 Officers and Qualifications. The "Officers" of WVNM are selected from the Directors, shall be elected Members in good standing, and shall consist of a President, one or more Vice Presidents, (the number thereof to be determined by the Board from time to time), a Secretary and a Treasurer. Officers are qualified for the position if they are Members in good standing, willing and able serve, and are elected by the Members. Other Officers deemed necessary may be elected or appointed by the Board or chosen in the manner prescribed by these Bylaws. No individual may hold more than one office at a time.

5.2 Election and Term. All officers of WVNM shall be elected every two years by the Board at its annual meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until her successor has been duly elected and qualified, or until removed as hereinafter provided.

5.3 Duties of Officers. The duties and powers of the officers of WVNM shall be as follows and that shall be set by resolution of the Board:

President

The President shall be the chief executive officer of WVNM and shall in general supervise and control all the business and affairs of WVNM. The President shall:

- (i) preside at all meetings of the Directors;
- (ii) present at each annual meeting of the Directors a report of the condition of the business and affairs of WVNM;
- (iii) cause to be called regular and special meetings of the Board in accordance with the requirements of New Mexico law and these Bylaws;
- (iv) have the authority to sign and execute all contracts in the name of WVNM, all deeds, bonds, contracts, notes, drafts, or other orders for the payment of money, or other instruments which the Board have authorized to be executed, except in cases where the signing and execution of

shall be expressly delegated by the Board or by these Bylaws to some other officer of WVNM, or shall be required by law to be otherwise signed or executed;

(v) cause all books, reports, statements, and certificates to be properly kept and filed as required by law, transferring such records to her successor upon election of a new President, ensuring smooth transition of office;

(vi) enforce these Bylaws and perform all the duties incident to the office and which are required by law, and, generally, perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time;

1st Vice President

In the absence of the President or in the event of the President's inability or refusal to act, the 1st Vice President (or if there be more than one Vice President, the Vice Presidents in order of seniority) shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the responsibilities of the office of President. The Vice President shall also perform such other duties and have such other powers as from time to time may be assigned by the Board or President.

2nd Vice President

In the event of the President's and 1st Vice President's inability or refusal to act, the 2nd Vice President shall perform the duties of the President or 1st Vice President, and when so acting, shall have all the powers and be subject to all the responsibilities of the office of President. The 2nd Vice President shall also perform such other duties and have such other powers as from time to time may be assigned by the Board or President.

Secretary

The Secretary:

- (i) shall keep the minutes of the Board and general membership meetings;
- (ii) shall give or arrange for the giving of notice of meetings of the Board and the Members;
- (iii) shall be the custodian of the records of WVNM;
- (iv) may attest the execution of instruments on behalf of WVNM by a proper officer thereof if such attestation is necessary or desirable;
- (v) shall attend to all correspondence and present to the Board at its meetings all official communications received by the Secretary;
- (vi) shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board;

Treasurer

The Treasurer:

- (i) shall have the care and custody of and be responsible for all the funds and securities in the name of WVNM in such banks, trust companies or other depositories as shall be designated by the Board.
- (ii) Subject to banking resolutions adopted by the Board, the President or Treasurer shall have the authority to make, sign, and endorse in the name of WVNM all checks, drafts, notes, and other orders for the payment of money, and pay out and dispose of such under the direction of the President or the Board;

- (iii) shall keep accurate books of account of all WVNM financial transactions and shall exhibit books and accounts to any Director upon request;
- (iv) shall render a report of the condition of the finances of WVNM at each regular meeting of the Board and at such other times as shall be required;
- (v) shall also perform all duties incident to the office of Treasurer of WVNM;
- (vi) is responsible for the filing of all annual reports required by federal and state regulations in order to maintain WVNM's 501(c)3 status;
- (vii) serves as an ad hoc member of the Service Support Committee.

Other Officers

Other officers shall perform such duties and have such powers as may be assigned to them by the Board. Other Officers may include an Assistant Secretary or Assistant Treasurer who in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board.

ARTICLE VI MEMBERSHIP MEETINGS

6.1 Meetings. An annual meeting of the Members of WVNM shall be held in the fourth quarter of each calendar year for the purpose of electing Directors for the upcoming year and for the transaction of other business. Special meetings of the Members or the Board may be called by the President, by at least 20% of the Members, or by at least one-third of the Board, upon written notice. Notice of any special meetings shall state the purpose, time and place of the special meeting. All meetings of the Members shall be held within the State of New Mexico at the location designated in the notice of the meeting.

In the event the Board does not hold an annual meeting or does not attain a quorum at an annual meeting, the Board shall elect the Directors to fill the vacancies on the Board arising by the expiration of a Director's term or a Director's resignation or removal and which should have been filled by action of the Members.

The election of Directors by the Members will be accomplished by paper ballot during a meeting, email, or use of webform(s) on the WVNM website (<https://womenveteransofnewmexico.org/>).

6.2 Notice; Waiver. Advance notice via email or public announcement on the WVNM website will be given before any Member meeting. Notice of the annual meeting of Members shall be delivered not less than thirty (30) nor more than ninety (90) days prior to the annual meeting. Notice of any special meeting of the Members shall state the time, place, and purpose of the special meeting and will be delivered not less than ten (10) nor more than thirty (30) days before the meeting date in the manner specified by the Member. A Member may change her email address, or telephone number, or the manner in which the Member desires to receive notices, only by notice to the WVNM Secretary and such change of address shall not be effective unless and until received by the WVNM Secretary.

6.3 Quorum for Voting. Each Member attending a meeting will have one vote. Members may not vote by proxy. The presence in person of 10% of the Members constitutes a quorum of the Members. For the annual election, a quorum of the membership will be calculated by using the number

of ballots received and the current membership roster. A quorum of the Members once attained continues until adjournment, even if Members depart before meeting adjournment. This constitutes a majority for the duration of that meeting. The annual election of Directors by the Members shall be held in such away as to maximize participation by the Membership to include voting by mail, email, and in-person.

ARTICLE VII COMMITTEES

7.1. Types of Committees. The Board may designate and appoint one or more committees on permanent or an ad hoc basis, each of which shall be overseen by one or more Directors. These include but are not limited to membership, service support, fund raising, Public Relations Committee (may represent WVNM with outreach, presentations, and media events) and election nominating committees.

7.2 Transacting Business. With respect to any committee established pursuant to this Section and to which the Board has delegated any authority of the Board, a majority of the members of the committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at a committee meeting at which a quorum is present shall constitute the act of the committee.

ARTICLE VIII CONTRACTS, LOANS, CHECKS AND DEPOSITS

8.1 Contracts. The Board may authorize any officer or Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of WVNM. Such authority must be in writing.

8.2 Loans. No loans or other indebtedness shall be contracted on behalf of WVNM unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

8.3 Checks, Drafts. All checks, drafts or other orders for the payment of money, notes or other disbursements, shall be signed by such officers or Directors authorized by simple majority of the Board.

8.4 Limit of Expenditures. The Board must approve by a simple majority any disbursement over \$500 in advance of the payment.

The Board shall name three or more Members including a Director to the Service Support Committee to pay for, or reimburse, emergency expenses in connection with only the WVNM's Service Support Program and may not utilize any funds other than those allocated for this purpose.

8.5 Deposits. All funds of WVNM not otherwise employed shall be deposited from time to time to the credit of WVNM in such banks, trust companies or other depositories as the Board may select.

8.6 Conflicts of Interest. A Conflict of Interest is defined as a transaction in which a Director has a direct or indirect interest, if it has not been disclosed and approved by the Board in advance, and in

writing. Such a transaction may be approved by a simple majority vote of the Board members, minus the interested party.

A Director has an indirect interest in a transaction if she, or any “Immediate Family Member” of the Director: (i) has a more than 10% ownership interest or other material financial interest in any entity that is a party to the transaction; (ii) is a director, officer, or employee of any entity that is a party to the transaction; and/or (iii) is authorized to act for and on behalf of, singly or jointly, any entity that is a party to the transaction. A “Disinterested Director” means a Director who does not have a direct interest or indirect interest in a transaction involving WVNM; and “Immediate Family Member” means a spouse, natural or adoptive parent, child or sibling; stepparent, stepchild, stepbrother, or stepsister; father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law; grandparent or grandchild; and spouse of a grandparent or grandchild.

ARTICLE IX FISCAL YEAR

WVNM’s fiscal year shall end on the last day of December, except as otherwise determined by the Board.

ARTICLE X INDEMNIFICATION

Subject to any applicable statute, any Director or Officer of the corporation shall: be indemnified and held harmless by WVNM to the fullest extent of the law. This includes, but is not limited to, any action, suit or proceeding, by reason of the fact of being a Director, Officer or employee of the WVNM. The WVNM shall provide reasonable expenses including attorney’s fees, actually and necessarily incurred in connection with such action, suit or proceeding. Notwithstanding the forgoing no indemnification shall be made by WVNM of any judgement or other final determination, if the acts were committed in bad faith or were the result of active or deliberate fraud, dishonesty or clear and gross negligence.

Provided the director complies with the standard of care described in these Bylaws, the WVNM shall indemnify any director made a party to a proceeding, brought or threatened, as a consequence of the director acting in their official capacity. In the event a director is entitled to indemnification by the Corporation, the director shall be indemnified or compensated for reasonable expenses incurred as a consequence of being connected to the Corporation and serving in good faith on its behalf.

ARTICLE XI AMENDMENTS

The Articles of Incorporation of WVNM and the Bylaws may be altered, amended, repealed or restated in their entirety if approved by a simple majority of the Board at the annual meeting or any regular or special meeting of the Board.

**ARTICLE XII
DISSOLUTION**

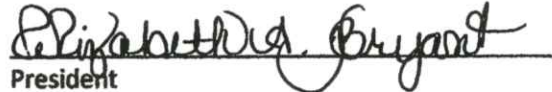
WVNM shall dissolve if so authorized by the Board. Following adoption of such a resolution, WVNM shall cease to conduct its affairs except as may be necessary or desirable for dissolution. Upon dissolution, WVNM shall immediately notify each known creditor of WVNM, and shall proceed to collect its assets and to apply and distribute said assets as provided in the New Mexico Nonprofit Act, the Articles of Incorporation of WVNM, and these Bylaws. Upon dissolution, WVNM shall pay and discharge all liabilities and obligations of WVNM or make adequate provision therefore and except as may be limited by the New Mexico Nonprofit Act in effect on the date of distribution, shall distribute the remaining assets of WVNM to one or more nonprofit organizations in accordance with the Articles of Incorporation of WVNM and as authorized by the Board. An organization shall be eligible to receive a distribution of WVNM's assets if and only if the entity is not prohibited from receiving such distribution under the New Mexico Nonprofit Act in effect on the date of distribution and the recipient is either: (1) a governmental unit referred to in Section 170(c)(1) of the Code; or (2) is an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Sections 170(c)(2) and 501(c)(3) of the Code.

**ARTICLE XIII
EFFECTIVE DATE**

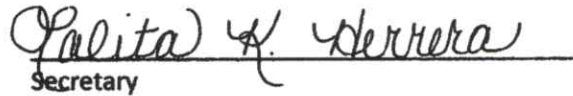
These Bylaws shall become effective on the date they are adopted by the WVNM's Board.

CERTIFICATE

The undersigned President and Secretary, respectively, of Women Veterans of New Mexico, a New Mexico nonprofit, hereby certify that the Bylaws were duly adopted by the Board of Directors of the Women Veterans of New Mexico at a meeting of the Board of Directors held on 11 July 2024.




President



Secretary

Under penalties of perjury, I declare and affirm that I am one of the corporate officers who signed the foregoing document executed by WVNM and the statements contained therein are true and correct to the best of my knowledge.



22 July 2024
Breckenridge-Sprat, Sara