

**BYLAWS OF  
WOMEN VETERANS OF NEW MEXICO**  
*a New Mexico nonprofit corporation*

**ARTICLE I  
OFFICE**

The principal office of Women Veterans of New Mexico, a New Mexico non-profit corporation (the “Corporation”) in the State of New Mexico shall be located in the City of Albuquerque and surrounding areas. The Corporation may have such other offices, either within the State of New Mexico as the business of the Corporation may require from time to time as determined by the Board of Directors of the Corporation.

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**ARTICLE II  
PURPOSES**

The Corporation is organized and shall be 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, which includes the following purposes: to serve as an educational resource for women who are domiciled in New Mexico and who are: veterans of the United States armed services, who have separation papers under honorable or general conditions. Or are currently serving in the United States armed service, or are currently serving in the New Mexico National Guard, or currently serving as reservists; to provide a collaborative forum for such women 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 armed services.

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The Corporation shall be empowered to engage in such other activities as may be necessary and proper to accomplish the foregoing purposes that a Nonprofit Corporation organized under the New Mexico Nonprofit Corporation Act can be authorized to exercise but not for any other purpose, subject to the limitations set forth herein.

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No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, other private individuals, or organizations organized and operated for a profit (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 as hereinabove stated). No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The 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 provision herein, the Corporation shall not carry on any activities not permitted to be carried on –

(a) By an organization exempt from Federal Income Taxation under Section 501(a) of the Internal Revenue Code, as an organization described in Section 501(c)(3) of such Code; or

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(b) By an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code.

During such periods as the Corporation is determined to be a private foundation under Section 509 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing in such manner as to subject it to tax under Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings in such manner as to subject it to tax under Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures in such manner as to subject it to tax under Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

### **ARTICLE III MEMBERS**

**3.1 Powers of the Members.** The Members shall elect the Directors at the annual meeting of the Members. The Members, at the annual meeting or any special meeting, may remove Directors and fill vacancies on the Board arising by reason of removal of a Director by the Members. In addition, Member approval shall be required for any of the following: a material change in the mission and purpose of the Corporation; adopting a plan of merger or consolidation; the sale, lease, exchange or other disposition of all or substantially all the property and assets of its business; and/or voluntary dissolution of the Corporation or a revocation thereof. The Members shall have no other powers or authority with respect to the Corporation.

**3.2 Classes of Members; Purposes.** The Corporation shall have one class of members. The purpose of having members of the Corporation is to provide for active participation of the community in the mission and goals of the Corporation.

**3.3 Qualification for Membership.** Membership in the Corporation shall be limited to women who are domiciled in the State of New Mexico and its bordering states and who are: veterans of the armed services, currently serving in the United States armed services or are in the

New Mexico National Guard, or currently reservists. No applicant for membership shall be denied membership based on sexual orientation, race, religion, political beliefs, creed, national origin, age or handicap. Application for membership shall be made to the Corporation as prescribed by the Board of Directors from time to time. All applications for initial membership shall be subject to the final approval by the Board of Directors.

**3.3.1 Women Veterans of New Mexico Auxiliary ‘Membership.’** Auxiliary members must be sponsored by a member of Women Veterans of New Mexico in good standing at time of application and shall be responsible for attesting to the good character of the sponsored member. Guidelines for membership and sponsorship will be the same with the exception of military service as written on the application.

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**3.4 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 of Directors, in its discretion, may also waive dues and confer membership upon any person or entity that, in the judgment of the Board, makes or agrees to make a significant contribution to the purposes and mission of the Corporation.

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**3.5 Term of Membership.** Membership in the Corporation shall be on a calendar year basis. Membership shall be renewed successively for successive calendar years periods provided that the individual satisfies all requirements for membership. A Member who fails to pay any annual dues established by the Board of Directors by the end of the applicable calendar year shall be dropped from membership in the Corporation as of December 31 of the applicable calendar year. An individual who is dropped from membership for non-payment of dues must re-apply for membership in order to be re-instated as a Member of the Corporation.

**3.6 Meetings.** An annual meeting of the Members of the Corporation shall be held in August, September, or October of each calendar year commencing in 2007 and at a time and place designated by the Chair of the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting. Special meetings of the Members may be called by the Chair of the Board, the President/CEO, by at least 20% of the Members, or by at least one-third of the Directors; upon written notice as herein provided. Notice of any special meetings shall state the purposes thereof and the 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 Members do not hold an annual meeting or do not attain a quorum at a duly called annual meeting, the Board of Directors at any annual meeting or duly called Special Meeting of the Board of Directors, shall elect the directors to fill the vacancies on the Board arising by the expiration of a Director’s term or otherwise and which should have been filled by action of the Members.

The election of Directors by the Members may be accomplished by mail, including email.

**3.7 Notice; Waiver.** Advance written notice shall be given before any meeting of the Members. Each Member shall advise the Corporation as to the Member's preferred method of receiving notices, i.e., email, fax, or regular mail and shall provide the Corporation with the Member's address for notice purposes. Written 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. Written notice of any special meeting of the Members shall state the time, place, and the 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. If sent by regular mail, a notice is deemed delivered three days after it is deposited postage prepaid with the United States Postal Service and addressed to the Member at the most current mailing address of the Member as shown by the Corporation records. A Member may change her email address, fax number, or mailing address, or the manner in which the Member desires to receive notices, only by written notice to the Corporation and such change of address shall not be effective unless and until received by the Corporation.

The attendance of a Member at any meeting by its authorized representative shall constitute a waiver of notice of such meeting, except that where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**3.8 Quorum for Voting.** Each Member attending a meeting will have one vote for all purposes, provided that the Member is in attendance at the meeting when such matter is acted upon by the Members. Members may not vote by proxy. The presence in person of 10% of the Members constitutes a quorum of the Members. A quorum of the Members once attained continues until adjournment even if enough Members leave the meeting prior to adjournment so that less than a quorum is present subsequent to attainment of the quorum at the beginning of the meeting. The act of a majority of the Members then present at a meeting, at which a quorum was attained, will constitute Members' action unless a greater proportion is required by the New Mexico Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws.

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**3.9 Membership List.** The Corporation's membership list is for the exclusive use of the Corporation and shall not be used for the promotion of any activity unrelated to the Corporation'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.

## **ARTICLE IV DIRECTORS**

**4.1 General Powers.** The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall have all of the authority provided for under New Mexico law, these Bylaws, and the Articles of Incorporation. The Board of Directors shall exercise its authority to establish from time to time such policies as are consistent with and in furtherance of the purposes of the Corporation. The Board of Directors shall be responsible for overseeing the implementation of such policies and evaluating whether or not the Corporation achieves said policies.

**4.2 Number, Tenure and Qualifications of the Board of Directors.** The Board of Directors shall initially be comprised of the seven (7) individuals designated in the Corporation’s original Articles of Incorporation filed with the New Mexico Public Regulation Commission. The initial Board of Directors shall serve until its successors are elected at the first annual meeting of the Members in 2007 in accordance with Section 3.6 of the Bylaws.

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The Board of Directors that succeeds the initial Board of Directors, and all successor Boards, shall consist of seven (7) individuals who are Members in good standing and who shall be elected by the Members at the first annual meeting of the Members. 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. Beginning January 2013, the offices of President, 1st Vice President, 2nd Vice President, Secretary and Treasurer will be for a term of two (2) years. All Directors may succeed themselves if re-elected. Vacancies on the Board of Directors may be filled by a majority of the remaining Directors through less than a quorum. Newly created directorships may be filled by majority vote of the Directors for a term of office continuing until the next annual meeting of the Members and the election of a successor director.

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The Chair shall appoint annually a nominating committee which shall be chaired by the Chair and which shall consist of at least three (3) directors and may include, at the discretion of the Chair, individuals who are not directors. The nominating committee shall propose a slate of nominees for the next annual meeting of the Members that will promote a Board of Directors that fairly represents the geographical areas comprehended by the membership of the Corporation. The nominating committee shall make reasonable efforts to ascertain that potential nominees for the Board of Directors have the personal experience, background, interest, time and talent that will allow them to contribute to the Corporation and further the Corporation's mission and purpose.

At least thirty (30) days prior to the annual meeting of Members, the Corporation shall deliver written notice to the Members containing the names of the nominees, proposed by the nominating committee for the vacancies on the Board of Directors.

The number of directors may be increased or decreased from time to time by resolution of the Board of Directors; provided that the Corporation shall never have less than three (3) directors. No decrease shall have the effect of shortening the term of any incumbent director. Directors need not be residents of the State of New Mexico.

The Board of Directors may from time to time create *ex officio* director seats upon such terms and conditions as established by the Board of Directors. *Ex officio* directors need not be Members of the Corporation.

The Board of Directors may appoint a Public Relations Representative to assist the Executive Board with representing the organization through outreach, presentations and media events. The Board of Directors must approve the nomination through a majority vote.

**4.3 Duties and Powers.** The Board of Directors shall have control and management of the business and affairs of the Corporation. The directors shall in all cases act as a Board, regularly convened, and, in the transaction of business, the act of a majority present at a meeting

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except as otherwise provided by law, these Bylaws or the Articles of Incorporation shall be the act of the Board, provided a quorum is present. The directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with law or these Bylaws.

**4.4 Meetings: Annual; Regular.** The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Members in the same location as the annual meeting of the Members pursuant to the notice of the annual meeting of Members. The annual meeting of the Board of Directors is for the purpose of electing the Officers of the Corporation and taking whatever other action may properly come before the Board.

Regular meetings of the Board of Directors shall be held at least quarterly and at such times and places as the Board shall designate by resolution adopted at the annual meeting of the Directors, at any regular meeting, or at any special meeting if the notice thereof states that one of the purposes of the special meeting is to adopt a schedule of regular meetings of the Board of Directors.

**4.5 Special Meetings.** Special meetings of the Board of Directors may be held whenever called by the Chair of the Board, the President/CEO, at least 20% of the Members, or a simple majority of the Directors, upon notice as herein provided. The notice of a special meeting shall comply with Section 4.7 and shall state the time, place, and the purpose of the meeting and shall include an agenda for the meeting.

**4.6 Meetings by Telephone Conference Calls.** Directors or any members of any committee designated by the directors may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting by the aforesaid means shall constitute presence in person at such meeting.

**4.7 Notice; Waiver.** Advance written notice shall be given before any meeting of the Directors. Each Director shall advise the Corporation as to the Director's preferred method of receiving notices, i.e., email, fax, or regular mail and shall provide the Corporation with the Director's address for notice purposes. Written notice of the annual meeting of the Board of Directors shall be given to the Directors not less than thirty (30) nor more than ninety (90) days prior to the annual meeting. Written notice of any special meeting of the Board of Directors 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 in the manner specified by the Director. If sent by regular mail, a notice is deemed delivered three days after it is deposited postage prepaid with the United States Postal Service and addressed to the Director at the most current mailing address of the Director as shown by the Corporation records. A Director may change her email address, fax number, or mailing address, or the manner in which the Director desires to receive notices, only by written notice to the Corporation and such change of address shall not be effective unless and until received by the Corporation.

The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except that where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither

the business to be transacted at, nor the purpose of, any annual or regular of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**4.8 Quorum.** Unless otherwise provided by bylaw, a majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. 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, notwithstanding a voluntary withdrawal of enough directors to leave less than a quorum. 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 of Directors, unless otherwise provided by law, these Bylaws or the Articles of Incorporation. If less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**4.9 Manifestation of Dissent.** A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless her dissent shall be entered in the minutes of the meeting or unless she shall file her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**4.10 Vacancies.** Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. 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 of Directors for a term of office continuing only until the next annual meeting of Members.

**4.11 Resignation and Removal.** Resignations shall be effective upon receipt of written notice by the Chairperson, Vice Chairperson, or Secretary, unless a later effective date is specified in the resignation. Any Director who does not attend at least a majority of scheduled Board meetings during any twelve-month period, or who misses three consecutive 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 or without cause.

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**4.12 Compensation; Expenses.** Except as may be authorized by the Members, directors shall not receive any compensation for attendance at any meeting of the Board of Directors, provided, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. 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 of Directors provided such reimbursement is authorized by the Board of Directors, and upon such terms and conditions as the Board may establish for such reimbursement.

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#### **4.14 Committees.**

(a) The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate and appoint one or more committees, each of which shall consist of two or more directors. These committees, to the extent provided in the resolution, the Articles of Incorporation or the Bylaws of the Corporation, may exercise all the authority of the Board of Directors, but no such committee shall have the authority of the Board of Directors in reference to amending the Articles of Incorporation; adopting a plan of merger or consolidation; the sale, lease, exchange or other disposition of all or substantially all the property and assets of its business; voluntary dissolution of the Corporation or a revocation thereof; amending the Bylaws of the Corporation; electing, appointing or removing any member of any committee or any director or officer of the Corporation; adopting a plan for the distribution of the assets of the Corporation; or altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

(b) Regular and special meetings of any committee established pursuant to this Section and to which the Board has delegated any authority of the Board of Directors may be called and held subject to the same requirements with respect to time, place and notice as are specified in these Bylaws for regular and special meetings of the Board of Directors. Committees established by the Board but which do not have any authority of the Board of Directors shall establish their own procedures with respect to meetings and notice of such meetings.

(c) With respect to any committee established pursuant to this Section and to which the Board has delegated any authority of the Board of Directors, 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.

**4.15 Written Consent.** Any action required by the New Mexico Nonprofit Corporation Act to be taken at a meeting of the directors of the Corporation, or any action which may be taken at a meeting of the directors 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 the case may be. The consent shall have the same effect as a unanimous vote.

**4.16 Conflicts of Interest.** As used herein, a conflict of interest transaction is a transaction involving the Corporation in which a Director has a direct or indirect interest. A conflict of interest transaction shall not be voidable by the Corporation solely due to a Director's direct or indirect interest in the transaction provided that the material facts of the transaction and the Director's interest are disclosed to the Board of Directors and the Board of Directors authorizes, approves, and/or ratifies the transaction as herein provided. For purposes of the foregoing, and subject to the following sentence, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a simple majority of the Disinterested



Directors (as herein defined) present at a meeting of the Board of Directors at which a quorum is present.

For purposes of the foregoing, a Director has an indirect interest in a transaction if she, or any “immediate family member” (as hereafter defined) 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, employee, or trustee 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. As used herein, “Disinterested Director” means a Director who does not have a direct interest or indirect interest in a transaction involving the Corporation; 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 V OFFICERS

**5.1 Officers and Qualifications.** The officers of the Corporation shall be Members in good standing and shall consist of a President, one or more Vice Presidents, (the number thereof to be determined by the Board of Directors from time to time), a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors at the time and in the manner prescribed by these Bylaws. Other officers and assistant officers and agents deemed necessary may be elected or appointed by the Board of Directors or chosen in the manner prescribed by these Bylaws. No person may hold more than one office at a time. All officers and agents of the Corporation, as between themselves and the Corporation, shall have the authority and perform the duties in the management of the Corporation as provided in these Bylaws, or as determined by the resolution of the Board of Directors not inconsistent with these Bylaws. |R

**5.2 Election and Term.** All officers of the Corporation shall be elected annually by the Board of Directors 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. |R

**5.3 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

**5.4 Removal.** Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not of itself create contract rights.

**5.5 Duties of Officers.** The duties and powers of the officers of the Corporation shall be as follows and that shall hereafter be set by resolution of the Board of Directors:

**Directors**

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**President**

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

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(i) Preside at all meetings of the directors,

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(ii) present at each annual meeting of the directors a report of the condition of the business and affairs of the Corporation.

(iii) cause to be called regular and special meetings of the directors in accordance with the requirements of New Mexico law and these Bylaws.

(iv) have the authority to appoint, discharge and fix the compensation of all employees and agents of the Corporation other than the duly elected officers, subject to any qualifications with respect thereto made by the Board of Directors.

(v) have the authority to sign and execute all contracts in the name of the Corporation, all deeds, mortgages, bonds, contracts, notes, drafts, or other orders for the payment of money, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution of shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

(vi) cause all books, reports, statements, and certificates to be properly kept and filed as required by law.

(vii) 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 of Directors from time to time.

**1<sup>st</sup> Vice President**

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In the absence of the President as the (chief executive officer of the Corporation) or in the event of the President's inability or refusal to act, the 1<sup>st</sup> 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 to the Vice President by the Board of Directors or President. The 1<sup>st</sup> Vice President shall be in charge of membership for the Corporation.

## **2<sup>nd</sup> Vice President**

In the absence of the President as the (chief executive officer of the Corporation) or in the event of the President's and 1<sup>st</sup> Vice President inability or refusal to act, the 2<sup>nd</sup> 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 or 1<sup>st</sup> Vice President, and when so acting, shall have all the powers and be subject to all the responsibilities of the office of President. The 2<sup>nd</sup> Vice President shall also perform such other duties and have such other powers as from time to time may be assigned to the Vice President by the Board of Directors or President and be in charge also of all fundraisers for the Corporation.

## **Secretary**

The Secretary:

- (i) shall keep the minutes of the meetings of the Board of Directors and general membership meeting minutes in the appropriate books.
- (ii) shall give or arrange for the giving of notice of meetings of the Board of Directors and the Members.
- (iii) shall be the custodian of the records and any corporate seal of the Corporation and shall affix the corporate seal if and when required by law.
- (iv) may attest the execution of instruments on behalf of the Corporation by a proper officer thereof if such attestation is necessary or desirable.
- (v) shall attend to all correspondence and present to the Board of Directors 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 to the Secretary by the President or by the Board of Directors.

## **Treasurer**

The Treasurer shall have the care and custody of and be responsible for all the funds and securities in the name of the Corporation in such banks, trust companies or other depositories as shall be designated by the Board of Directors. Subject to banking resolutions adopted by the Board of Directors, the Treasurer shall have the authority to make, sign, and endorse in the name of the Corporation 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 of Directors. The Treasurer shall keep at the principal office of the Corporation accurate books of account of all its business and transactions and shall at all reasonable hours exhibit books and accounts to any director upon application at the office of the Corporation during business hours. The Treasurer shall render a report of the condition of the finances of the Corporation at each regular meeting of the Board of Directors and at such other times as shall be required of her. The Treasurer shall also perform all duties incident to the office of Treasurer of the Corporation. If required by the

Board of Directors, the Treasurer shall give such bond as it shall determine appropriate for the faithful performance of the Treasurer's duties.

### **Other Officers**

Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors. Assistant Secretaries and Assistant Treasurers, 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 of Directors.

## **ARTICLE VI CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**6.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, 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.

**6.2 Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**6.3 Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**6.4 Limit of expense account.** The Board of Directors must approve by a majority of Board members in attendance any purchase over \$100 in advance of the purchase.

**6.4.1** The Board of Directors shall name a committee of three or more Directors to pay for, or reimburse, emergency expenses in connection with only the organization's Supportive Services for Women Veterans assistance program and may not utilize any funds other than those allocated for this purpose.

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

## **ARTICLE VII SEAL**

The Board of Directors, at its discretion, may provide for a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words, "Corporate Seal, New Mexico."

The corporate seal may be used on all items executed by the Corporation, but its presence is not essential to the validity of any written instrument duly signed by authorized corporate officers.

## **ARTICLE VII FISCAL YEAR**

The Corporation's fiscal year shall end on the last day of December, except as otherwise determined by the Board of Directors.

## **ARTICLE VIII INDEMNIFICATION**

The Corporation, to the maximum extent permitted by law and except as otherwise modified by contract between the Corporation and any employee, shall indemnify and hold harmless 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 she, or a person of whom she is the legal representative, is or was a director or officer of the Corporation or while a director or officer of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another Corporation or of a partnership, joint venture, trust, or other incorporated or unincorporated enterprise, including service with respect to employee benefit plans or trusts, whether the basis of such proceeding is alleged action or inaction in an official capacity as a director, officer, partner, trustee, employee, or agent or in any other capacity while serving as a director, officer, partner, trustee, employee, or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the New Mexico Nonprofit Corporation Act as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability, and loss (including attorneys' fees, judgments, fines, taxes, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith 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 her heirs, executors, and administrators; provided, however, that the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or a part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the New Mexico Nonprofit Corporation Act requires, the payment of such expenses incurred by a director or officer in her capacity as a director or officer of the Corporation (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to employee benefit plans or trusts) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be

determined that such director or officer is not entitled to be indemnified under this Article, under the New Mexico Nonprofit Corporation Act or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification and advance expenses to employees and agents of the Corporation and others permitted to be indemnified by the New Mexico Nonprofit Corporation Act with the same scope and effect as the foregoing indemnification and advancement of expenses of directors and officers.

If a valid claim pursuant to the above provisions of this Article is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the New Mexico Nonprofit Corporation Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because she has met the applicable standard of conduct set forth in the New Mexico Nonprofit Corporation Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

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 hereafter acquire under any statute, provision of the Corporation's Articles of Incorporation, Bylaws, agreement, vote of members or disinterested directors, or otherwise.

The Corporation may maintain insurance, at its expense, or provide alternative financial arrangements including but not limited to providing a trust, letter of credit, or self-insurance 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.

## **ARTICLE IX AMENDMENTS**

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

**ARTICLE X  
DISSOLUTION**

The Corporation shall dissolve and wind up its affairs if so authorized by the Board of Directors by resolution of the Board. Following adoption of such a resolution, the Corporation shall cease to conduct its affairs except as may be necessary or desirable for the winding up of its affairs and business, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the Corporation, and shall proceed to collect its assets and to apply and distribute said assets as provided in the New Mexico Nonprofit Corporation Act, the Corporation’s Articles of Incorporation, and these Bylaws. Upon dissolution, the Corporation shall pay and discharge all liabilities and obligations of the Corporation or make adequate provision therefore and except as may be limited by the New Mexico Nonprofit Corporation Act in effect on the date of distribution, shall distribute the remaining assets of the Corporation to one or more nonprofit organizations in accordance with the Articles of Incorporation and as authorized by the Board of Directors. An organization shall be eligible to receive a distribution of the Corporation’s assets if and only if the entity is not prohibited from receiving such distribution under the New Mexico Nonprofit Corporation Act in effect on the date of distribution and the distributee 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 XI  
EFFECTIVE DATE**

These Bylaws shall become effective on the date they are adopted by the Corporation’s Board of Directors.

**CERTIFICATE**

The undersigned President and Secretary, respectively, of Women Veterans of New Mexico, a New Mexico nonprofit corporation, hereby certify that the Bylaws were duly adopted by the Board of Directors of the Corporation at a meeting of the Board of Directors held on January 19, 2013.

\_\_\_\_\_  
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 the Corporation and the statements contained therein are true and correct to the best of my knowledge.

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