

# **New Mexico Fiber Arts Center Bylaws**

## **(revised December 14, 2019)**

### **Article I. Name**

The name of this organization shall be the New Mexico Fiber Arts Center (the Center). The principal office is located at 325 Paseo de Oñate in the town of Española in Rio Arriba County in the state of New Mexico. The Center was incorporated in New Mexico in 1997.

### **Article II. Purpose**

Section 1. Mission: To cultivate and support multigenerational participation in local, traditional and contemporary Fiber Arts.

Section 2. The Center is organized exclusively and will be operated for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including charitable and educational purposes. The Center will not, as a substantial part of its activities, attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office.

Section 3. The Mission of the Center shall be implemented by the Board of Directors pursuant to these Bylaws.

### **Article III. Membership of the Center**

Section 1. The Center is a Member-based organization that does not discriminate based on age, gender, ethnic background, sexual orientation, religion, handicap or politics.

Section 2. Membership classes and associated dues shall be determined by the Board from time to time as necessary.

Section 3. The Membership year shall be for 12 months based on a calendar year of January 1 to December 31.

Section 4. There shall be periodic, but no less than yearly Membership meetings. These meetings shall be announced to the Membership at least 30 days prior to the meeting via all Center media outlets. One meeting shall be designated an Annual Meeting.

Section 5. Each Center Member in good standing shall have one vote at each of the Membership meetings. A Member in good standing shall have paid current dues prior to the Membership meeting.

Section 6. The purpose of the Membership meetings is to expedite the business of the Center that requires Member votes such as Board Member additions, Bylaws changes, and other Center business.

- (a) A quorum for voting at Membership meetings shall be five percent (5%) of the Membership, including signed proxies.
- (b) If no quorum of Members is in attendance at a Membership meeting, the meeting shall become a regular Board meeting as long as there exists a quorum of Board Members.
- (c) If no quorum of Board members is in attendance at a Membership meeting but a quorum of Board officers is present, the meeting shall become an Executive Committee meeting.
- (d) If no quorum of Board officers is present, no official business shall be conducted.

#### **Article IV. Board of Directors**

##### Section 1. Board of Directors Description

- (a) The Board of Directors (Board) shall comprise from six (6) to sixteen (16) Directors (of which four (4) are Officers). A decrease in the number of the Board Members below the minimum number specified in these Bylaws or in resolutions of the Board, due to resignations or any other events, shall not invalidate any action taken by the Board. Any such valid action taken by the Board during the interim period shall be the valid action of the Board.
- (b) Directors are elected by the Membership to conduct official business of the Center, assumes fiduciary responsibility for the Center, and shall be protected by Directors and Officers insurance.
- (c) The activities and affairs of the Center shall be conducted and all corporate powers shall reside with the Board.

##### Section 2. Nominations and Elections

- (a) All prospective Board Members shall go through a vetting process to ensure they can further the Mission of the Center. Vetting is conducted by the Nominating Committee.
- (b) A Nominating Committee composed of at least two (2) Board Members shall be elected by the Board of Directors at the first regular Board meeting of each year.
- (c) The Nominating Committee shall vet prospective Board Members and report the election slate to the Board of Directors no later than the following Board meeting.

(d) Elections for Board Members may be held at any Membership meeting as needed. Board members are elected by the Membership.

(e) Notification of the proposed slate of new Board Members shall be given 30 days in advance of the Membership meeting. Voting shall be either by written ballot or absentee vote.

### Section 3. Requirements and Duties

(a) Board Members shall maintain a Center Membership in good standing.

(b) Board Members shall review the organization's mission statement and purposes periodically and revise as necessary, subject to ratification by the Membership at a quarterly Membership meeting.

(c) Board Members shall register their postal and e-mail addresses and phone numbers with the Board Secretary quarterly or when any of those contact points changes. Notices of Board meetings delivered to the Board Members at such addresses shall be valid notices.

(d) The Board shall employ, evaluate annually, discharge if necessary, prescribe the duties and set the compensation of the Center's management staff.

### Section 4. Term of Directors

(a) Each Board Member shall serve on the Board for a period of three (3) years.

(b) No Board Member shall serve more than two (2) consecutive terms for a total of 6 consecutive years.

(c) After being off the Board for one (1) year, a former Board Member may stand for reelection after being vetted by the Nominating Committee and going through entire election process.

### Section 5. Meetings

(a) Meetings of the Board of Directors shall be presided over by the President or, in his/her absence, by the Vice President or, in his/her absence, by the Secretary or, in his/her absence, by the Treasurer. If no voting Member of the Executive Committee is in attendance, the meeting shall be cancelled.

(b) All Board Meetings shall be conducted in accordance with Roberts Rules of Order.

(c) Regular meetings of Board of Directors shall be held at least four (4) times per year at the Center or at such other place as may be designated by resolution of the Board of

Directors. When necessary, Board Meetings may be held by conference call. Individual Board Members may attend meetings by conference call if necessary.

(i) Regular Board Meetings are open to the Membership.

(ii) Notice of any regularly scheduled Board Meeting shall be listed in the Center newsletter for the convenience of the Membership.

(d) Special Meetings of the Board of Directors may be called by the President, Vice President, Secretary, or Treasurer, or by any two (2) Board Members, or by the petition of no less than 5% of the Membership.

(i) At least one week's prior notice shall be given by the Secretary to each Board Member for each special meeting.

(ii) Special Meetings are open to the Membership. Notification shall be sent to the Membership via email.

(e) Emergency Meetings of the Board of Directors may be called by the President, Vice President, Secretary, or Treasurer, or by any two (2) Board Members, or by the petition of no less than 5% of the Membership.

(i) Twenty-four hours' prior notice shall be given by the Secretary to the Board Members for each Emergency Meeting.

(ii) Emergency Meetings are open to the Membership. Notification shall be sent to the Membership via email.

#### Section 6. Quorum, Effect of Decision

(a) A quorum shall consist of a simple majority of the Board Members. No business shall be considered at any Meeting at which the required quorum is not present.

(b) Every decision made by a simple majority of the Board Members at a Board Meeting at which a quorum is present is the act of the entire Board.

(c) A Board Member who is present at a Board Meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to the action with the Secretary of the meeting before the adjournment thereof, or forwards the dissent in writing to the Secretary immediately after the adjournment of the meeting. The right to dissent shall not apply to a Board Member who voted in favor of the action.

## Section 7. Vacancies and Removals

- (a) A vacancy on the Board shall exist upon the death, resignation or removal of a Board Member or whenever the number of authorized Board Members is increased by majority vote of the Board
- (b) A Board Member may resign by upon giving written notice to the Board of Directors, unless otherwise specified, such notice is effective immediately.
- (c) Board Members may be removed from the Board for missing three (3) consecutive meetings without submitting a written proxy.
- (d) Board Members may be removed from the Board at any time by a simple majority vote of the Board.

## Section 8. Indemnification, Financial Compensation and Conflict of Interest

- (a) Board Members and officers of the Center are indemnified under the laws of the state of New Mexico, and shall not be held personally liable for the debts, liabilities, or other obligations of the Center.
- (b) No Board Member shall receive financial compensation for Board activities.
- (c) At the beginning of each fiscal year, each Board Member shall read, sign, and adhere to the Conflict of Interest Policy for Center Board Members.

## Section 9. Advisory Council

- (a) The Board of Directors may establish an Advisory Council to advise the Board on matters relating to the furtherance of the organization's purpose and goals. The Advisory Council shall have the duties and tasks, number of members, and term of existence specified in the resolution establishing the Advisory Council.
- (b) The President shall appoint the chairman and other members, subject to approval by the Board of Directors.
- (c) Advisors shall serve without voting rights and at the discretion of the Board.
- (d) An advisor need not be a Member of the Center.

## **Article V. Officers**

### Section 1. Officers

The officers of the Board shall be President, Vice President, Secretary, and Treasurer. Officers are elected by the Board Members to fill the positions of President, Vice President, Treasurer, and Secretary. The duties of each position are described as follows:

- (a) President. The President shall ensure the effective action of the Board in governing and supporting the organization and preside over Board Meetings and Executive Committee meetings.
- (b) The Vice President. The Vice President shall act as the President in his or her absence and assist the President on the above or other specified duties.
- (c) The Secretary. The Secretary shall ensure that accurate minutes of Board Meetings and Executive Committee meetings are taken. As custodian of records, the Secretary shall ensure that the minutes and other documents are maintained in the corporate records as required by law and are available when required for reports, elections, referendum, other votes, or as otherwise required.
- (d) The Treasurer. The Treasurer shall manage the Board's review of, and action related to, the Board's financial responsibilities; work directly with the bookkeeper or other staff in developing and implementing financial procedures and systems; ensure that appropriate financial reports are made available to the Board, regularly reporting on key financial events, trends, concerns, and assessment of fiscal health.

## Section 2. Duties

- (a) Each officer shall be on at least one of the standing Committees.
- (b) Officers shall be nominated and elected by the Board of Directors at the first Board Meeting of the fiscal year.
- (c) The officers of the Board shall serve without compensation.
- (d) Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Board.
- (e) Any Officer may be removed from office by majority vote of the Board.
- (f) Any Officer vacancy caused by the death, resignation, or removal of shall be filled by majority vote of the Board of Directors.

## Article VI. Committees

Section 1. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer.

(a) A quorum of the Executive Committee is empowered to act for the Board between regular Board meetings if concerns requiring swift action arise and a quorum of the Board might be lacking. The scope of authority over such action shall be limited to situations of catastrophic disaster, unforeseen or time-sensitive matters of emergency, that will greatly impact the organization's ability to function.

(b) The Executive Committee shall keep regular minutes of its proceedings, filed with the corporate records, and report the same to the Board at the next regular Board Meeting.

Section 2. Other standing Committees shall include: Membership, Finance, Program Development and Nominating Committees.

Section 3. Other Committees may be formed by the Board from time to time for specific purposes.

Section 4. Meetings and actions of Committees shall be reported to the Board of Directors at each Board Meeting.

Section 5. Minutes of each Committee meeting shall be taken and put into the record as required by Article IX, Section 2(a) of Corporate Records of these bylaws.

## **Article VII. Day-to-Day Management**

Section 1. The daily management of the Center shall be carried out by the top executive level of staff.

(a) Management Staff are hired by and report to the Board of Directors.

(b) Management Staff shall attend all meetings of the Board of Directors and Executive Committee meetings but without vote.

## **Article VIII. Fiscal**

Section 1. The fiscal year of the Center shall be from January 1 through December 31.

Section 2. No part of the Center's net earnings shall be passed on to the benefit of individuals. The Center shall not be organized or operated for the benefit of private interests.

Section 3. No monetary obligation shall be contracted by Board Members without a majority vote of the Board. Any such approved obligation shall be within the limits of the annual budget approved by the Board for the purpose of administering the operation and programs of the Center.

## **Article IX. Corporate Records**

Section 1. A copy of the Center's Articles of Incorporation and Bylaws as amended to date shall be open to inspection by the Members of the Center during office hours.

Section 2. The Center shall keep all official records in accordance to the Center's Record Retention Policy at its principal office in an appropriate format and in a protective container. These records may be in electronic form with requisite backup, or on paper kept in fireproof storage.

(a) Minutes of all Board Meetings, Committee Meetings and of all meetings of Members shall include, but are not limited to, the time and place of the meeting, whether it is a regular, special, or emergency meeting, how called, the notice given, the names of those present, and the proceedings.

## **Article X Amendments**

These bylaws may be amended by a simple majority in attendance at a Membership meeting, provided that the proposed amendment has been submitted in writing to the Membership at least thirty days prior to the meeting and further provided that there is a quorum at the Member meeting including signed proxies and absentee ballots.

## **Article XI Dissolution**

Upon the dissolution of the Center, its assets remaining after payment or provision for payment of all debts and liabilities of this corporation, shall be distributed only to organizations, institutions, agencies or activities engaged in or exercising some function with respect to the fiber arts which qualify as exempt organizations under Section 501(c) 3 of the United States Internal Revenue Code.



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