

Taos United: Taosenos Unidos, Inc
A New Mexico Nonprofit Corporation
BYLAWS

Article I Name

Taos United: Taosenos Unidos, Inc. is the name of this organization. Hereafter within this document referred to as “the Corporation”.

Article II Purpose of the Corporation

The Corporation has been organized to operate exclusively as a nonprofit as defined by the State of New Mexico for the purposes set forth in the Corporation’s Articles of Incorporation, which are as follows:

(A) This corporation is organized and operated for the promotion of civic information and education including, but not limited to: (1) informing individuals about the process for legislation, regulations, and government programs which protect the legal rights of all citizens in order to avoid disenfranchisement of the average citizen and to improve the political process, (2) monitoring the process of government and compliance with state and federal process to ensure “good” government and ethical decision making and (3) advocating for issues in accordance with our goals and values

(B) The Corporation will never be operated for the primary purpose of carrying on a trade or business for profit.

(C) This corporation shall not carry on any activities not permitted by a nonprofit in the State of New Mexico

(D) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any private person except the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its nonprofit intent

(F) Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to, and only to, one or more civic education efforts.

Article III Offices and Registered Agent

SECTION 3.01. Office.

The principal office of the Corporation shall be located within the County of Taos, New Mexico at such place as the Board of Directors shall designate.

SECTION 3.02. *Registered Agent.*

The Corporation shall designate a person to serve as the registered agent for the State of New Mexico. The Board of Directors may change the person designated as the registered agent from time to time by providing notice to the Office of the Secretary of State, NM.

Article IV Members

SECTION 4.01. *No Members of the Corporation.*

(A) The Corporation shall not have any members as defined by D.C. Nonprofit Act § 29-401.02(24) and the New Mexico Nonprofit Corporation Act §53-8-1 to 53-9-99 NMSA 1978.

(B) Persons attending a meeting or an event created by the Corporation, or persons contributing to the Corporation shall be deemed “a participant”. Participants shall have no vote nor other rights unless Article IV shall be revised in a written Membership Policy by the Board of Directors at a later time.

Article V Board of Directors

SECTION 5.01. *Function of Directors.*

The business and affairs of the Corporation shall be managed under the direction of its Board of Directors (sometimes called the “Board”), in accordance with the provisions of the Articles of Incorporation, these Bylaws as amended and the New Mexico Nonprofit Corporation Act. The Board shall take an active role in furthering the goals and purposes of the Corporation and Directors are encouraged and expected to be active advocates for the Corporation’s goals. The Board may delegate the management of the activities of the Corporation to any person or persons, or committee however composed, provided the activities and affairs of the Corporation shall be managed by or under the direction, and subject to the oversight, of the Board.

SECTION 5.02. *Number of Directors; Qualifications.*

The Board of Directors shall consist of not less than three (3) or more than thirteen (13) members. The maximum number of directors may be changed by an amendment to the Bylaws, but any such amendment shall not affect the tenure of office of any director, except as provided in Section 5.04.

SECTION 5.03. *Election and Tenure of Directors.*

(A) The Board of Directors shall elect directors by the affirmative vote of a majority of the Board of Directors then in office at their discretion or a special called meeting.

(B) The terms of the directors shall be two years.

(C) A Director may be elected for more than one term.

(D) A majority of the Board shall be responsible for nominating prospective Board members representing the Corporation's diverse community. Any member of the Board can nominate a candidate to the slate of nominees during the annual meeting of the Board of Directors. Each Director shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor.

SECTION 5.04. *Removal or Resignation of Director.*

The Board of Directors may remove any director, with or without cause, by the affirmative vote of a majority of all of the members of the Board of Directors then in office. A director may resign at any time upon written notice to the Secretary. Such resignation shall take effect on the date the notice was delivered to the Secretary, unless another date is specified in the notice of resignation. No acceptance of such resignation shall be necessary to make it effective.

SECTION 5.05. *Vacancy on Board.*

A majority of the remaining directors may at any time fill a vacancy on the Board of Directors which results from any cause. A director elected to fill a vacancy shall serve for the unexpired term of the director whose resignation or removal created the vacancy on the Board. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice, or (iii) a sole remaining Director.

SECTION 5.06. *Annual and Regular Meetings.*

The Corporation shall hold an annual meeting of its Board of Directors for the election of directors and officers and the transaction of such other business as may properly come before the meeting. Except as may be determined by the Board of Directors, the annual meeting shall be held at such place and at such time as determined by the Board of Directors. The Corporation will hold other regular meetings at such times as are affixed by the Board of Directors. Unless the Articles of Incorporation, the Nonprofit Act, or these Bylaws provide otherwise, any business may be considered at the annual or any other regular meeting without such business having been specified in the notice for such meeting. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

SECTION 5.07. *Special Meetings.*

The Chair or any two (2) directors may call a special meeting of the Board of Directors at any time. Unless the Articles of Incorporation, the Nonprofit Act, or these Bylaws provide otherwise, any business may be considered at any special meeting without such business having been specified in the notice for such meeting. A special meeting of the Board of Directors shall be held on such date and at such place as shall be designated in the notice for such meeting.

SECTION 5.08. *Notice of Meeting.*

The Secretary or such person's designee shall give notice to each director of each meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a director when: it is delivered personally to the director, left at the director's residence or usual place of business, or sent by facsimile or e-mail, at least 24 hours before the time of the meeting. Notwithstanding the foregoing, the Board may affix a schedule of regular meetings of the Board in advance, which schedule shall constitute due notice of each such regular meeting until such time as the Board changes the schedule of regular meetings. Attendance at a meeting of the Board of Directors shall constitute a waiver of notice, except where a Director states that he or she is attending solely for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

SECTION 5.09. *Action by Directors.*

Unless the Articles of Incorporation, the Nonprofit Act or these Bylaws require a greater proportion, the action of a majority of the directors present at a meeting at which a quorum is present when the vote is taken shall constitute action of the Board of Directors. A majority of the Board of Directors in office shall constitute a quorum for the transaction of business. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

SECTION 5.10. *Action by Written Consent.*

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if by unanimous written consent, which sets forth the action to be taken, is signed (including, for illustrative purpose, by an e-mail, in accordance with Section 9.01 of these Bylaws) by each director of the Board of Directors and filed with the minutes of proceedings of the Board of Directors.

SECTION 5.11. *Meeting by Electronic Means.*

Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear one another, speak and vote on any matters put before the Board. Participation in a meeting by these means constitutes presence in person at a meeting.

SECTION 5.12. *No Compensation.*

The Corporation shall not pay any compensation to any director for services rendered to the Corporation as a director or as an officer, except that a director may be reimbursed for reasonable and customary expenses incurred in the performance of his or her duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board of Directors.

Article VI Committees

SECTION 6.01. *Board Committees.*

(A) The Board of Directors, by a vote of a majority of the directors then in office, may establish one or more standing committees of the Board comprised of one or more directors as well as volunteers from the general participants. The Board of Directors may delegate to a committee any of the powers of the Board, except the power to (1) elect or remove directors or Board committee members; (2) approve the dissolution, merger, or reorganization of the Corporation or distribution of its assets; (3) amend the Articles of Incorporation or these Bylaws; or (4) decide such other matters as the Board may determine by vote of the directors.

(B) The Chair of the Board of Directors shall appoint -- committees subject to the approval of a majority of the directors then in office. Each committee shall select a chair and shall adopt rules of procedure for the conduct of the business of the committee that are consistent with Article V of the Bylaws. A majority of the participants of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent which sets forth the action is signed (including by electronic means delivered by e-mail, in accordance with Section 9.01 of these Bylaws) by each participant of the committee and filed with the minutes of the committee. The participants of a committee may conduct any meeting thereof by conference telephone or similar communications equipment in accordance with the provisions of Section 5.11.

(C) Participants of a committee shall serve until a successor is appointed, unless: (1) the committee shall be sooner terminated, (2) such participant be removed from such committee, with or without cause, by a vote of a majority of the directors then in office, or (3) such participant shall cease to be a director or otherwise resign from such committee.

SECTION 6.02. *Special Committees of the Board.*

The Board of Directors may appoint one or more special committees for such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which they are created and appointed and shall have no power to act except such as is specifically conferred by action of the Board of Directors. A special committee of the board shall be subject to the same rules of procedure as any committee of the Board appointed in accordance with Section 6.01.

SECTION 6.03. *Advisory Committees; Board of Advisors.*

A) The Board of Directors may create advisory committees to the Board, including a body that will serve as a Board of Advisors. The advisory committees shall have such functions and responsibilities specified by the Board of Directors; however, the Board of Directors may not delegate any of its power, authority, or functions to the advisory committee. Each advisory committee may adopt rules of procedure for its business that are consistent with Article V of these Bylaws and with the rules adopted by the Board of Directors.

(B) The Chair shall appoint the members of each advisory committee, subject to the approval of the Board of Directors. A majority of the members of an advisory committee shall constitute a quorum for the transaction of business. The advisory committee may conduct any meeting thereof by conference telephone or similar communications equipment in accordance with the provisions of Section 5.11.

(C) Each member of an advisory committee shall serve until the next annual meeting of the Board of Directors and until such member's successor is appointed, unless: (1) the committee shall be sooner terminated, (2) such member be removed, with or without cause, by a vote of the Board of Directors, or (3) such member shall otherwise resign from such committee.

SECTION 6.04. *No Compensation of Members of Committees.*

The Corporation shall not pay any compensation to any participant of any committee for services rendered to the Corporation as such, except to reimbursed for reasonable and customary expenses incurred in the performance of his or her duties to the Corporation, in reasonable amounts (as defined in Section 5.12 above) as approved by the Board of Directors. A participant of a committee who serves the Corporation in any other capacity may receive reasonable compensation for such other services pursuant to a resolution of the Board of Directors.

Article VII Officers

SECTION 7.01. *Officers.*

(A)The Corporation shall have a Chair, Secretary, and Treasurer. The Corporation may have one or more Vice-Chair, one or other officer positions, as determined by the Board, in accordance with Section 7.10 below. Officers of the Board shall be duly elected and qualified members of the Board. A person may hold more than one office in the Corporation but may not serve concurrently as President and Treasurer of the Corporation. The Board may elect or appoint such other officers as may be deemed necessary or appropriate.

(B) As a general policy, the officers shall be responsible for keeping the Board fully informed on a regular, consistent, transparent, and thorough basis on the activities of the Corporation.

SECTION 7.02. *Chair.*

The Chair of the Board of Directors shall preside at all meetings of the Board of Directors at which the Chair shall be present; and, in general, shall perform all such duties as are assigned from time to time to the Chair by these Bylaws and the Board of Directors.

SECTION 7.03. *Vice Chair.*

The Vice Chair, in the absence of the Chair, shall preside at all meetings of the Board of Directors at which a Vice Chair shall be present. In general, a Vice Chair shall perform all duties incident to the office of a vice chair of a corporation and such other duties as are from time to time assigned to a Vice Chair by the Board of Directors.

SECTION 7.05. *Election and Tenure of Chair and Vice Chair.*

(A) The Board of Directors shall elect the Chair and Vice Chair; who shall then serve until his or her replacement is elected and qualified. The Chair and Vice Chair may attend any meeting of the Board of Directors.

(B) The Board of Directors may remove the Chair or Vice Chair at any time, with or without cause. The Chair and Vice Chair may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Corporation.

SECTION 7.06. *Secretary.*

The Secretary shall keep the minutes of the meetings of the Board of Directors and of any committees. Minutes shall be maintained in an electronic file and published on the website open to Taos United/Taosenos Unidos participants. The Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law and shall be custodian of the records of the Corporation. In general, the Secretary shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to the Secretary by the Board of Directors.

SECTION 7.07. *Treasurer.*

The Treasurer shall oversee the financial affairs of the Corporation. The Treasurer shall be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks other depositories as shall, from time to time, be selected by the Board of Directors. The Treasurer shall render to the Board of Directors, whenever requested and, at least on a quarterly basis, an account of the financial condition of the Corporation. In general, the Treasurer shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to the Treasurer by the Board of Directors.

SECTION 7.08. *Vacancies.*

Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board or by unanimous written consent of the Board.

SECTION 7.10. *Subordinate Officers.*

The Board of Directors may appoint subordinate officers of the Corporation who are assigned duties by decision of the Board.

Article VIII Indemnification

SECTION 8.01. *Statutory Mandatory Indemnification.*

The New Mexico Nonprofit Corporation Act indemnifies any officer or director to the extent the officer or director was successful, on the merits or otherwise, in the defense of any proceeding to which the officer or director was a party because the officer or director is or was an officer or director of the Corporation against reasonable expenses incurred by the officer or director in connection with the proceeding.

SECTION 8.02. *Additional Indemnification.*

(A) The Corporation shall indemnify an officer or director who is a party to a proceeding because he or she is or was an officer or director against liability incurred in the proceeding if the individual:

(1) Acted in good faith;

(2) Reasonably believed:

(a) In the case of conduct in an official capacity, that the conduct was in the best interests of the Corporation; and

(b) In all other cases, that the individual's conduct was at least not opposed to the best interests of the Corporation;

(3) In the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful; and

(B) Any such determination shall be made in accordance with the New Mexico Nonprofit Corporation Act (1) by a majority vote of the disinterested directors, a majority of whom will constitute a quorum for that purpose; (2) by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; (3) if there are no disinterested directors, by the members or by special legal counsel selected in the manner prescribed in the Nonprofit Act, provided that the special legal counsel determines that indemnification is permissible because the officer or director has met the relevant standard of conduct in these Bylaws and the Nonprofit Act; or (4) by a court of competent jurisdiction.

(C) The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent is not, in itself, determinative that the officer or director did not meet the standard of conduct contained in this Section 8.02.

(D) Unless ordered by a court of competent jurisdiction, the Corporation may not indemnify an officer or director if such indemnification is otherwise prohibited by law.

(E) With respect to any matter disposed of by a settlement or compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such settlement or compromise payment is approved (1) by a majority vote of the disinterested directors, a majority of whom will constitute a quorum for that purpose; (2) by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; (3) if there are no disinterested directors, by the members or by special legal counsel selected in the manner prescribed in the

Nonprofit Act, provided that the special legal counsel determines that indemnification is permissible because the officer or director has met the relevant standard of conduct in the Bylaws and the Nonprofit Act; or (4) by a court of competent jurisdiction.

SECTION 8.03. *Advancement of Expenses.*

The Corporation may advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because he or she was an officer or director if the individual delivers to the Corporation (1) a written statement signed by the individual setting forth his or her good faith belief that he or she has met the relevant standard of conduct described in these Bylaws and the Nonprofit Act and (2) an undertaking in the form of an unlimited general obligation to repay any funds advanced if the individual is not entitled to indemnification under these Bylaws or mandatory indemnification under the Nonprofit Act. Such authorization shall be conducted in the same manner as specified in Section 8.02(b).

SECTION 8.04. *Selection of Counsel.*

An officer or director shall have the right to select his or her own attorneys in connection with any suit, action or proceeding to which indemnification applies, subject to approval by the Board of Directors and such approval shall not be unreasonably withheld. The Board of Directors shall have the right to approve any legal expenses in excess of Ten Thousand Dollars (\$10,000) incurred in connection with any such suit, action or proceeding.

SECTION 8.05. *Definitions.*

For purposes of this Article VIII the terms, “disinterested director,” “director,” and “officer” shall have such meanings as provided in the Nonprofit Act.

SECTION 8.06. *Not Exclusive Right.*

The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights which a director or officer may have under any agreement with the Corporation or otherwise.

SECTION 8.07. *Severability.*

Every provision of this Article VIII is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article VIII.

Article IX Miscellaneous

SECTION 9.01. *Notice; Writings; Signatures; Consents.*

Any notice required by any provision of these Bylaws shall be in writing. Any such written notice may be provided or completed by e-mail. For the avoidance of doubt, a Director or officer may signify his or her vote, consent, waiver, objection, or other communication, and otherwise “sign” a consent, vote, or other action, in the form of an e-mail.

SECTION 9.02. *Maintenance of Non-profit and Tax-exempt Status.*

The Corporation shall carry on any activities permitted to be carried on by a non-profit corporation in accordance with New Mexico law. In the event of dissolution or termination of the corporation, the assets, if any, shall be distributed to a nonprofit with the same or similar purposes. exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law). Upon the termination, dissolution or final liquidation of the Corporation in any manner or for any reason, its assets, if any, will be distributed in accordance with the applicable terms of the Articles of Incorporation, as may be amended from time to time. For the avoidance of doubt, in no event shall any of such assets or property be distributed to any director or officer or any private individual.

SECTION 9.03. *Fiscal Year.*

The fiscal year of the Corporation shall be the twelve-calendar month period ending December 31 in each year, unless otherwise provided by the Board of Directors.

SECTION 9.04. *Execution of Documents.*

A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

SECTION 9.05. *Checks, Drafts, Etc.*

All checks, drafts and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of the Corporation, shall signed in accordance with the delegation of authority determined by resolution of the Board of Directors, including any banking resolution.

SECTION 9.06. *Amendments.*

The Board of Directors shall have the power to amend these Bylaws by the affirmative vote of two-thirds of the members of the Board of Directors then serving, provided written notice of such action shall have been given with the notice of the meeting of the Board of Directors at least five (5) business days prior to such vote.

SECTION 9.07. *Donations and Expenses*

Taos United is a New Mexico not for profit corporation and a 501(c)(4) organization. The corporation is not affiliated nor authorized by any candidate, political party, candidate committee, government entity, nor elected representative. Donations to Taos United are **not** deductible as charitable contributions. All donations are made to support Taos United's general mission and are not designated for any specific activity. The corporation makes no guaranty or warranty of the deductibility of donations to it. Donations will be sought to meet expenses, and other operational costs.

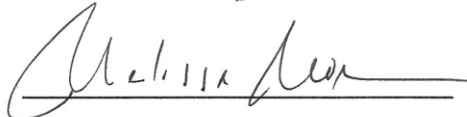
CERTIFICATE

We hereby certify that the foregoing is a true, complete and correct copy of the Amended ByLaws of Taos United: Taoseno Unidos, Inc., a New Mexico Nonprofit Corporation, in effect on the date hereof.

IN WITNESS WHEREOF, we hereto set our hand, this 4 day of , December 2018



Chair, Bob Bresnahan



Secretary, Melissa Moe