

By-Laws  
of the  
Manzano Mountain Art Council, Inc.

Incorporated December 5, 1997

FEIN #74-2826118

**Effective February 10, 2011**

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# BY-LAWS of THE MANZANO MOUNTAIN ART COUNCIL

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The following Bylaws have been adopted by the Board of Directors of The Manzano Mountain Art Council, Inc., effective as of the 10th day of February, 2011.

## **ARTICLE I. Name and Location**

1. The legal name of this organization shall be the Manzano Mountain Art Council.
2. The mailing address is P.O. Box 534, Mountainair, New Mexico 87036
3. Change of Address. The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may, at any time and from time-to-time, change the principal office from one location to another within the above named county, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

## **ARTICLE II. Purpose**

1. IRC §501(c)(3)Purposes. This corporation is organized exclusively for one or more of the purposes ("Tax Exempt Purposes") as specified in §501(c)(3) ("Tax Exemption Section") of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the Tax Exemption Section of the Code.
2. Specific Purpose. The Manzano Mountain Art Council is a non-profit, tax-exempt coordinating body organized to encourage and promote the diverse arts and crafts of this area and to further the development and appreciation of the visual and performing arts. All functions of this organization are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding portion of any future United States Internal Revenue Law.)

## **ARTICLE III. Membership**

1. Any individual or organization without regard to race, creed, sex, age, national origin, or disability can be a member in good standing upon payment of dues.
2. Dues shall be established by the Board of Directors.
3. All members in good standing are entitled to one (1) vote in any general meeting.

## **ARTICLE IV. Fiscal Year**

The fiscal year of this Council shall be July 1 to June 30.

## **ARTICLE V. Meetings**

1. There will be one (1) annual meeting in June for the purpose of electing officers and the Board Directors and other membership meetings as required.
2. The President or a majority of the Board can call other general membership meetings as needed. Notifications of called meetings will be given at least five (5) working days prior to the date of the meeting.
3. Number of Board meetings:
  - The Board of Directors shall hold a minimum of two (2) regularly scheduled meetings a year.
  - Special Board meetings may be called by the President or a majority of the Board.

## **ARTICLE VI. Quorum**

A simple majority of the Board of Directors constitutes a quorum.

## **ARTICLE VII. Board of Directors**

1. The affairs of this Council shall be managed by the Board of Directors.
2. The Board shall consist of the four (4) officers, the immediate Past President and members-at-large, not to exceed eight (8), all of whom must be members in good standing of the Manzano Mountain Art Council.
3. The Term of the four (4) officers is one (1) year; officers may not serve more than three (3) consecutive terms. Members-at-large, up to eight (8), will be elected annually, as needed, for 2-year terms.

4. Removal

- If an officer or board member misses three (3) consecutive meetings, the Board shall consider the position vacant and shall then appoint a new officer or board member from the general membership.
  - A board member or officer may be removed from office for cause by the vote of not less than three-fourths of the members present at a general membership meeting of the members, provided the officer or board member has been informed in writing of the cause for dismissal ten (10) days prior to the meeting.
5. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board by majority vote for the unexpired portion of the term.
6. Advisory Board. The Board of Directors may appoint from persons interested in the work of the Council an Advisory Board consisting of as many individuals as in their judgment will serve to benefit the Council, and the number may be increased or diminished from time to time as the Board of Directors shall direct. These members will be appointed each year by the Board of Directors and may serve an unlimited number of consecutive terms. Each year the Board of Directors shall appoint a Chair of the Advisory Board from among the Advisory Board members to serve for one year. The Board of Advisors from time to time shall consider and make recommendations concerning such questions as may be submitted to them by the chair. The Board of Advisors, or any of its members so selected, shall be privileged to be present, and participate in the discussions arising, at the meetings of the Board of Directors to which they are invited by the Board of Directors.

**ARTICLE VIII. Officers**

1. The four officers shall be elected annually for one-year terms.
2. The officers will be President, Vice President, Secretary, and Treasurer.
3. The President shall be the principal executive officer of the Council and shall in general supervise and control all the business and affairs of the Council. The President shall preside at all meetings of the members and the Board. The President may sign, with attestation of the Secretary or any other proper officer the Council authorized by the Board, any deeds, mortgages, bonds, contracts, checks or other instruments that the Board authorizes to be executed, except in cases where the signing and execution thereof shall expressly be delegated by the Board or these by-laws or statute to some other officer or agent of the Council and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board from time to time.
4. In the absence of the President or in the event of the Presidents inability or refusal to act, the Vice President shall perform the duties of the President, and, when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President and the Board.
5. The Secretary shall record the minutes of all membership meetings, Board meetings and committee meetings where the committees are authorized to exercise the authority of the Board in the management of the Council. In the event that the Secretary is not, or cannot, be available on such occasion, a temporary replacement Secretary shall be designated to carry out the duties of the Secretary by the ranking officer or authority present at any such meeting. The Secretary shall perform such other duties as from time to time may be assigned by the President or the Board.
6. The Treasurer shall have charge and custody of, and be responsible for, all finds and securities of the Council; receive and give receipts for monies due and payable to the Council from any source whatsoever; deposit all such monies in such banks, trust companies, or other depositories as shall be selected in accordance with prudent financial procedures; and in general perform all duties incident to the office of Treasurer, including signing checks, and such other duties as from time to time may be assigned by the President or the Board.
7. The provisions of these by-laws for removal and for vacancies of officers shall be the same as the provisions for Board members.

8. Indemnification of the Directors and Officers of the Council meets the standard of the New Mexico Non Profit Act (The Act). Directors and Officers of the Council shall not be personally liable for any debt, liability, or obligation, claim, or judgment that may arise. Except as limited by law, the Council shall have power to indemnify any board member or Officer or former Board member or Officer of the Council against expenses, costs, and attorney's fees actually and reasonably incurred by him or her in connection with any action, suit or proceeding in which he or she is made party by reason of being or having been a Board member or Officer. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim.
9. Should an Officer have acted in bad faith, or have been liable by reason of willful misconduct or negligence in the performance of his or her duty, the indemnification does not apply. No bonding of any officers will be required.

#### **ARTICLE IX. Staff**

The Board of Directors may employ such staff as deemed necessary to carry out the policies and programs established by the Board. Salary and work arrangements will be determined by the Board of Directors.

#### **ARTICLE X. Parliamentary Procedure**

On questions of parliamentary procedure not covered by these by-laws, a ruling by the President in accordance of Roberts Rules of Order shall prevail.

#### **ARTICLE XI. Committees**

The President may appoint committees to carry out the programs of the Manzano Mountain Art Council as allowed by the laws of New Mexico. The President shall appoint a chairperson of each committee and state the responsibilities of that committee. At least one Board member will serve on each committee.

#### **ARTICLE XII. Prohibition of Net Earnings**

1. No part of the net earnings of the Council shall inure to the benefit of its members of officers, except that the Council will be authorized to pay reasonable compensation and expenses for services rendered that further the purposes of the Council as set down in the by-laws.
2. All expenditures must be approved by the Board in advance.

#### **ARTICLE XIII. Conflict of Interest**

The Council has adopted a conflict-of-interest policy that applies to all Board members, principal officers and members of a committee with general board-delegated powers, who have a direct or indirect financial interest in a Council transaction or arrangement. (See Addendum.)

#### **ARTICLE XIV. Dissolution**

In the event of dissolution of the Manzano Mountain Art Council, any funds remaining in the treasury will be used first to pay any unpaid obligations or bills. After payment of debts any remaining assets will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of will be disposed of by the New Mexico District Court responsible for the county in which the principal office of the Council is then located, exclusively for such purposes or to such organization(s) as said court will determine, which are organized and operated for such purposes.

#### **ARTICLE XV. Ballots**

Election of officers and the Board of Directors shall be by secret ballot.

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**ARTICLE XVI. Amendments**

The by-laws of the Manzano Mountain Art Council may be amended by an affirmative vote of at least two thirds (2/3) of the members present at the annual meeting or any special meeting of the membership provided that notice of these meetings contain a summary of the amendment or amendments.

**MANZANO MOUNTAIN ART COUNCIL,**  
a New Mexico nonprofit Corporation

By:

Date

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Tomas Wolff  
President

Celeste Simon  
Vice President

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