

# BYLAWS OF Taos Elders and Neighbors Together

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## **PREAMBLE**

The following Bylaws shall be subject to, and governed by the Non-Profit Corporation Act of New Mexico and the Articles of Incorporation of Taos Elders and Neighbors Together (TENT). In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of New Mexico, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of this Organization, it shall then be these Bylaws which shall be controlling.

## **Article 1 – NAME**

The legal name of the organization shall be Taos Elders and Neighbors Together. It shall herein be referred to as "TENT" for the purposes of these Bylaws.

## **Article 2 –PURPOSE**

TENT is a New Mexico corporation organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or the corresponding section of any future federal tax law. Specifically, the purpose of TENT is to connect members to resources needed to maintain independent, comfortable, dignified, vibrant lives in their homes and community by providing appropriate services, activities resources and programs that will further this endeavor.

No substantial part of the activities of TENT shall consist of attempting to influence legislation or participation or intervention in any political campaign on behalf of any candidate seeking public office.

## **Article 3 – OFFICES**

The principal offices shall be located in the Town of Taos, Taos County, New Mexico.

## **Article 4 –DEDICATION OF ASSETS**

The properties and assets of TENT are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of TENT, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of TENT. On liquidation or dissolution, all remaining properties and assets of TENT shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c)(3) of the Code.

## **Article 5 –MEMBERSHIP**

TENT shall have no voting members.

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## **Article 6 –BOARD OF DIRECTORS**

### **General Powers and Responsibilities**

TENT shall be governed by a Board of Directors (the “Board”), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of New Mexico. The board shall establish policies and directives governing business and programs of TENT and shall ensure these are followed.

TENT shall have the power, to the maximum extent permitted by New Mexico Corporation Law, to indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of TENT. For purposes of this Section, an “agent” of TENT includes any person who is or was a Director, Officer, employee, volunteer, or other agent of TENT, or is or was serving at the request of another Corporation, partnership, joint venture, trust, or other enterprise.

### **Number and Qualifications**

The Board shall have up to 10 (ten), but no fewer than 3 (three) members. The number of Board members may be increased or decreased by the affirmative vote of the majority of the then serving Board of Directors.

### **Board Compensation**

The Board shall receive no compensation other than for reasonable expenses.

### **Board Elections**

The [Nominating Committee](#) shall present nominations for new Board members.

### **Terms of Board Members**

All appointments to the Board shall be for a term of 2 (two) years. No person shall serve more than 3 (three) consecutive terms.

### **Vacancies**

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death or resignation of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been determined unfit to serve.
- c) An increase in the authorized number of directors

When a vacancy on the board exists the Secretary must receive nominations for a new member two weeks prior to a Board Meeting, whereupon the nomination(s) from the [nominating committee](#) will be presented to the full Board. The nominations shall be sent to board members with the regular board meeting announcement, to be voted upon at the next board meeting. A vacancy on the board will be filled by a majority vote of the board.

### **Resignation**

Any Director may resign effective upon giving written notice to the President, unless the notice specifies a later time for the effectiveness of the resignation.

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## Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. Notice of Board meetings shall be served upon each Board member via acceptable communication [method](#). The President or one third of the board members can call a special meeting of the Board with two week's [notice](#) provided to each board member.

## Communication Methods

Acceptable methods of communication to the board shall include the following:

- Hand delivery
- Electronic Mail
- Postal Service
- Facsimile

## Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Recording Secretary at the meeting. The Recording Secretary shall prepare the minutes of the meetings, which shall be delivered to the Organization to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via acceptable communication [method](#) within 5 business days after the close of each Board meeting.

## Quorum

At each meeting of the Board of Directors the presence of at least 60% of Board members shall constitute a quorum for the transaction of business. If a quorum is not present at a meeting, the Board members present may adjourn the meeting without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board if during the meeting he or she is present via telephone or web conferencing.

## Voting

Each board member shall only have one vote. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote.

## Proxy

Board members shall be allowed to vote by proxy that is received prior to the meeting by an acceptable [communication method](#).

## Board Member Attendance

An elected Board Member who is absent from more than 3 (three) consecutive regular meetings of the Board shall be encouraged to reevaluate his/her commitment to the Organization.

## Article 7 – OFFICERS

There shall be three officers of the board, consisting of a President, Secretary and Treasurer. Their duties are as follows:

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- The **President** shall convene regularly scheduled board meetings, shall preside or arrange for another member of the Executive Committee to preside.
- The **Secretary** shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting [notices](#), distributing copies of minutes and the agenda to each board member and assuring that corporate records are maintained.
- The **Treasurer** shall be responsible for reporting the assets and transactions of TENT at each board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

### Committees

The Board President may create ad hoc committees as needed, such as fundraising, public relations, and programming. The Board President appoints Committee Chairs.

The following committees will be considered standing committees:

*Executive Committee* – The three officers will serve as members of the Executive Committee.

*Finance Committee* – The Treasurer is the Chair of the Finance Committee, which may include other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and/or other board members. The board must approve the budget and all expenditures must be within budget. Budget amendments are to be approved by the board or the Executive Committee. Annual reports are required to be submitted to board members showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members and the public.

*Nominating Committee* The Board will appoint a Nominating Committee.

### Article 8 Conflict of Interest

Each director, officer and committee member with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Understands that the Organization is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more its tax-exempt purposes.
- b) Has received a copy of the conflict of interest policy;
- c) Has read and understands the policy;
- d) Has agreed to comply with the policy.

### Article 9 – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by the vote of two-thirds (2/3 of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written [notice](#) of such meeting, setting forth the proposed by law revisions with explanations therefore, is given in accordance with these bylaws.

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### Article 10 — Annual Meeting

The Annual Meeting shall be held in July of each year.

#### **CERTIFICATE OF SECRETARY**

I, Bette Myerson, certify that I am the current elected and acting Secretary of TENT and the above bylaws are the bylaws of this Organization as adopted by the Board of Directors on 3 January 2018 and that they have not been amended or modified since the above.

Signature: Bette Myerson Secretary

Signature: JR Ludden Treasurer

Executed on this day of 6/23/19, in the County of Taos, in the State of New Mexico.