

**Bylaws of
New Mexico GLBTQ Centers, Inc.**

As Adopted February XX, 2008

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**Article I
Adoption**

The Bylaws of the Corporation shall be adopted by three-fourths (3/4) of the Board of Directors at a regular or special board meeting.

**Article II
Board of Directors**

**Section 1
Number of Directors and Term**

The Corporation shall be managed by the Board of Directors, which shall consist of not fewer than three (3) natural persons. The terms of office for the Directors shall be three (3) years and shall conclude thirty six (36) months after their election to the Board. Each Director shall hold office until the expiration of the term for which he or she was elected or until he or she resigns or is removed. The number of Directors may be increased or decreased by vote of a majority of all of the Directors. No decrease in the number of Directors shall shorten the term of any incumbent Director.

**Section 2
Election**

At any time that the Directors then in office determine that it is in the best interests of the Corporation, the Directors then in office may elect new Directors by a majority of the Directors present at a regular board meeting. New Directors shall be nominated for election from the recommendations by the Nominating Committee. Additional nominations may be made from the floor by any Director. Elections of incumbent Directors for additional terms shall take place at regular Board meeting. Incumbent Directors shall be nominated by a quorum of Directors at a regular Board meeting. Incumbent Directors shall not serve more than 2 consecutive terms. After serving two (2) consecutive terms, an incumbent Director may be elected to the Board after a twelve (12) month absence from the Board. An incumbent Director may serve on any Committee of the Board during that 12 month period as an advisor, but shall have no voting rights in the Committee or the Board. Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reasons may be filled by a vote of a majority of the Directors then in office, A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his or her predecessor.

**Section 3
Removal of Directors**

Any Director may be removed only for good cause by a vote of two-thirds (2/3) of the Directors. A Director who does not attend three (3) consecutive meetings of the Board of Directors may be removed. Prior to removing a Director for not attending meetings, the Executive Committee shall review the facts and recommend a course of action to the Board.

**Section 4
Resignation**

A Director may resign at any time by giving written notice to the President of the Board.

**Section 5
Quorum of Directors**

A majority of the entire Board shall constitute a quorum for the transaction of business of the Board. A quorum of the Board shall be required at any regular meeting of the Board for any action of the Board to take place.

Section 6 Action of the Board

Unless otherwise required by law, by the Bylaws, or by the Articles of Incorporation, the vote of a majority of the Directors present at the time of the vote, shall be the act of the Board. Each Director present shall have one (1) vote.

Section 7 Meetings

The Board may hold its meetings at the office of the Corporation or at such other places, either within or without the State, as it may from time to time determine. The Board shall meet at least monthly on a regular schedule to be determined by the Board. Special meetings of the Board as it may from time to time determine may be called at any time by the President or by no fewer than three (3) Directors. The purpose of such meeting and the business to be transacted shall be stated in such call and no other business shall be transacted. A Director may attend a Board meeting by physical presence or through electronic communications. Meetings shall be presided over by the President of the Board. In the event the President is not present at the meeting, the Treasurer shall preside the meeting. In the event that the President and the Treasurer are not present at the meeting, the Secretary shall preside the meeting.

Section 8 Compensation

The Directors shall receive no compensation for their services as Directors. Expenses incurred by any Director may be compensated for as the Board may so resolve.

Article III Officers

Section 1 Number of Officers and Election

There shall be a minimum of three (3) officers of the Board. Additional officers may be elected to the Board with such powers and duties as may be prescribed by the Board. All officers of the Board shall be elected by a majority of Directors present at the regular January board meeting to serve a one (1) year term.

Section 2 President

The President shall have general active management of the business of the Corporation; when present preside at meetings of the Board; sign and deliver in the name of the Corporation any instruments pertaining to the business of the Corporation, except in cases in which the authority is required by law to be exercised by another person and perform such other duties as prescribed by the Board.

Section 3 Secretary

The Secretary shall keep the Corporation's records, record and maintain the minutes of Board meetings, fulfill the usual duties required by such office and perform such other duties as prescribed from time to time by resolution of the Board.

Section 4 Treasurer

The Treasurer shall ensure accurate accounting of all moneys of the Corporation received or disbursed. The Treasurer shall have the authority to endorse for deposit all checks, notes and drafts received by the Corporation, disburse corporate funds and issue checks and drafts in the name of the Corporation and perform such other duties as prescribed from time to time by resolution of the Board. The Treasurer shall report the financial condition of the Corporation to the Board at regular or special board meetings that the Board may from time to time request but no less than quarterly.

Article IV Standing Committees

Section 1 Executive Committee

The Executive Committee shall at a minimum consist of the President, Treasurer and an At-Large Director elected by a majority of the other Directors. Additional members may be elected to or withdrawn from the Executive Committee as the Board may elect. The President shall chair the Executive Committee. The Executive Committee shall meet at times and places as it may designate and shall keep records of its proceedings. A quorum of the Executive Committee shall be a majority of its members. The Executive Committee acts for the Board of Directors in emergencies or in other situations where time factors do not permit awaiting the next regular meeting of the Board and fulfills other such functions as the Board may designate. It shall not make any decisions which require a vote of a specified number of Directors. The Executive Committee is at all times accountable to the Board and shall inform the Board of its actions as soon as practical.

Section 1 Nominating Committee

The Nominating Committee shall at a minimum consist of one (1) person elected by a majority of the Board. The Board may elect additional members at its discretion. Nominating Committee members are not required to be board members. The Nominating Committee shall actively seek new Board members from a broad representation of the community, review all applications from prospective new board members and make recommendations for the nomination of new board members to the Board.

Section 3 Other Committees

The Board may authorize such other Committees as it may from time to time consider appropriate to assist the Board in the conduct of its business. Each such Committee shall serve at the pleasure of the Board.

Article V Amendments

Bylaws may be amended or repealed by a vote of three-fourths (3/4) of the entire Board of Directors.

**Article VI
Fiscal Year**

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

**Article VII
Parliamentary Authority**

Robert's Rules of Order shall constitute the ruling authority where they do not conflict with the rules of the Corporation or any statute of the State of New Mexico.

**Article VIII
Indemnification**

To the fullest extent permitted by any applicable law, the Corporation shall indemnify its Directors, Officers, Committee members, Executive Director and employees from any and all expenses arising out of demands, claims or causes of action either third party or derivative. Such indemnification shall not be limited by any applicable insurance purchased by the Corporation.

**Article IX
Governing Laws**

The Corporation shall be governed by the laws of the State of New Mexico.



Richard Scramstad
Board President