

## Bylaws of Northern Youth Project

### Article 1: Name and Purpose

#### Section 1.01: Name

The name of the corporation is Northern Youth Project. It is a domestic nonprofit corporation organized under the laws of the State of New Mexico.

#### Section 1.02: Purpose

The purpose for which the corporation is organized is to provide youth of Rio Arriba County opportunities in arts, agriculture, and leadership programming.

#### Section 1.02: Mission

The Northern Youth Project works to better the outcomes and opportunities for rural northern New Mexico youth through hands on art, agriculture, community service, and leadership projects that honor the past and look to the future.

### Article 2: Board of Directors

#### Section 2.01: Board Role

The board of directors is responsible for the overall policy and direction of the corporation. Its directors are responsible for hiring an executive director and working with him/her as they manage the day-to-day operations of the corporation. The directors receive no compensation for their participation as board director.

#### Section 2.02: Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be approved by the directors through consensus vote. In accordance with the board conflict of interest policy, the director whose services are in question may not vote on their remuneration.

#### Section 2.03: Size of Board

The board of directors may consist of up to 6 members but no fewer than 3.

#### Section 2.04: Terms

All board directors serve for 1-year terms. Unless the director otherwise advises to the Board, the 1 year term will automatically rollover. There is no limit as to the number of terms a director may hold.

#### Section 2.05: Election Procedures

A board director may be elected to the board at any time in the year by a consensus vote of existing directors. The issue of nominating a potential new director must be brought by a

director/s as an item to a board meeting agenda for a vote. If any directors are absent from such a meeting, they will be notified of the vote and have 48 hours to vote by email to all board directors.

#### Section 2.06: Removal of a Board Director

A board director may be removed from the board by a consensus vote of the existing directors. The item must be brought by a director/s to a board meeting agenda for a vote. If any directors are absent from such a meeting, they will be notified of the vote and have 48 hours to vote by email to all board directors.

#### Section 2.07: Resignation of a Board Director

A board director may communicate and activate their resignation by bringing an item to a board of directors meeting agenda or, in the event of crisis/emergency, the resignation communication may be made by email to all board directors.

### Article 3: Manner of Acting

#### 3.01: Quorum

A majority of voting board members at a meeting will constitute a quorum. No manner of business will be handled without a quorum of members present.

#### 3.02: Consensus

Decision-making will be handled through consensus of board director votes. When a consensus has not been reached, the matter will be discussed and/or revised. If a consensus cannot be reached, a 2/3 majority vote of members will determine the act of the corporation.

#### 3.03: Participation

Directors may participate in regular or special meetings through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting including in person, internet video meeting, or by telephonic conference call.

#### 3.04: Absences

In the event a director is absent from a regular or special meeting, the director will be informed of a vote via email and will have 48 hours to vote on the matter in question.

### Article 4: Officers

#### Section 4.01: Officers and Duties

The officers of the board shall consist of a president, vice president, secretary, and treasurer. One officer may fulfill multiple roles as approved by the board.

#### Section 4.02: Elections

Officers shall be elected by consensus of directors at the first meeting of the calendar year.

#### Section 4.03: Terms

Officers are elected for a 1-year term at the first meeting of the calendar year and may be reelected indefinitely.

#### Section 4.04: Removal

Officers may be subject to removal from the office by consensus vote of directors. The director in question shall abstain from the vote. The issue of removing an officer must be brought by a director as an item to the board meeting agenda for a vote. If any directors are absent from such a meeting, they will be notified of the vote and have 48 hours to vote by email to all board directors.

#### Section: 4.05: President

The president shall be the principle volunteer executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. She may sign, with any other proper officer of the corporation, any contracts that the board of directors has authorized to be executed. The board president shall lead the board in performing its duties.

#### Section 4.06: Vice President

In the absence of the board president, the vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president.

#### Section 4.07: Secretary

The secretary shall keep a book for minutes of all meetings and actions of the directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors as requires by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

#### Section 4.08: Treasurer

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial conditions of the corporation and of audit or financial review results. In conjunction with other directors, the treasurer shall oversee budget preparation and shall

ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer may appoint, with approval of the board a qualified member of the staff to assist in performance of all or part of the duties of the treasurer.

#### Article 5: Fiscal Year, Books and Records, Financial Statements

##### Section 5.01: Fiscal Year

The fiscal year of the corporation will be from January 1 to December 31.

##### Section 5.02: Books, Records, and Financial Statements

The corporation will keep correct and complete books and records of accounts and also keep minutes of the meetings of the board of directors. All books and record of the corporation can be accessed and inspected at any time by the board or any director for any reasonable purpose.

#### Article 6: Meetings and Advisory Council

##### Section 6.01: First Meeting

The first meeting of the year will be the annual meeting that will include confirmation of the board, officers and presentation of the annual budget by the treasurer.

##### Section 6.02: Advisory Council

The board of directors may establish an advisory council. The purpose of the advisory council is to provide advice and assistance at the request of the board.

##### Section 6.03: Committees

The board directors may establish committees and vest them with authority and responsibility as the board of directors sees fit.

#### Article 7: Amendments to the Articles of Incorporation and Bylaws

##### Section 7.01

The articles of incorporation and the bylaws may be amended at any time by a consensus vote of the directors. Any director may initiate a recommendation for amendment by presenting it as an item for a board meeting agenda. If any directors are absent from such a meeting, they will be notified of the vote and have 48 hours to vote by email to all board members.

Article 8: General Provision

8.01 Indemnity Provision

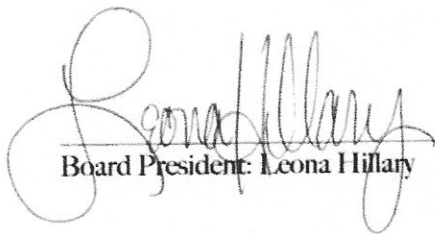
Each person who is or was a director, officer or employee of Northern Youth Project (including the heirs, executors, administrators or estate of such person) shall be indemnified by Northern Youth Project to the full extent permitted by the nonprofit corporation law of the State of New Mexico against any liability, cost or expense incurred in the capacity as director, officer or employee except when she/he has been guilty of gross negligence or willful misconduct in the matter in which indemnity is sought.

8.02:

All directors that are considering any action that could incur liability of debt to the corporation must bring their intention to the board as an item for the board meeting agenda for consideration and vote.

8.03. Non-Discrimination

It is the policy of Northern Youth Project to comply with all applicable state and federal requirements pertaining to non-discrimination on the basis of race, color, religion, creed, national origin, age, sex, or sexual orientation.

  
Board President: Leona Hillary

6/13/18  
Date