

BYLAWS OF THE ROBERT F. NICODEMUS MEMORIAL WILDERNESS PROJECT

ARTICLE I. NAMES AND LOGOS

The names Robert F. Nicodemus Memorial Wilderness Project, Nicodemus Wilderness Project, Apprentice Ecologist, Nicodemus Environmental Club, and the associated logos are trademarks. Permission to use either these names or logos must be obtained from the board.

ARTICLE II. PURPOSE

The Robert F. Nicodemus Memorial Wilderness Project (common name = Nicodemus Wilderness Project) has been organized to operate exclusively for charitable purposes within the meaning of sections 501(c)(3), 509(a)(1), and 170(b)(1)(A)(vi) of the Internal Revenue Code as a publicly supported charity, including but not limited to: ***educating humanity - especially our youth - about the importance of protecting the wild lands and waters that sustain earth's biodiversity and ecosystems by working together on environmental stewardship and conservation efforts.***

ARTICLE III. LOCATION

The principal office of the charitable organization (charity), at which the general business of the charity will be conducted and where the original records and proceedings of the charity will be kept, will be at such place in the metropolitan area of Albuquerque, state of New Mexico (USA), as may be fixed from time to time by the board. Unless otherwise fixed, it will be at:
865-1 Tramway Ln. Ct. NE
Albuquerque, NM 87122

ARTICLE IV. MEMBERS

The charity will have two types of members. The first type will be comprised of members of the board; these members will be granted full voting privileges within the charity. The second type will be comprised of persons who have contributed at least the current annual student, individual, or family membership due; these members will not have voting privileges within the charity but will receive the annual report and periodic updates about the charity and its charitable activities.

ARTICLE V. BOARD OF DIRECTORS

Section 1: The number of members of the board of directors (board) of this charity will be at least three. All officers of the charity shall be *ex officio* members of the board.

Section 2: Members will be representatives of environmental protection, stewardship, conservation, and education interests and will share and work to achieve the mission and goals of the charity. This charity is committed to a policy of fair representation on the board, which does not discriminate on the basis of race, physical handicap, sex, religion, sexual orientation, or age.

Section 3: The term of each member of the charity will be three years.

Section 4: No compensation will be paid to any member for services on the board.

ARTICLE VI. PROCEDURES OF THE BOARD OF DIRECTORS

Section 1. An annual voting, review, and comment period (not to exceed 30 days) will be held in the autumn of each year for the purpose of electing/reelecting members, reviewing current and future projects, commenting on any proposed actions, and for conducting any other business.

- Section 2. Each member will be entitled to cast one vote in any election, reelection, or motion coming before the board. The participation of a majority of the members in any vote will constitute a quorum.
- Section 3. A majority affirmative vote of the members forming a quorum is required to pass a motion before the board or to elect/relect any member.
- Section 4. Proxy voting will be permitted.
- Section 5: When a member dies, resigns, or is removed, the board may elect a new member to serve for the duration of the remaining term.
- Section 6: Any member may be removed from the board by an affirmative vote of the majority of members. Notice of the proposed removal will be given to members at least 15 days prior to the day such vote is to occur. The member involved will be given an opportunity to comment in writing prior to the vote.
- Section 7. Robert's Rule of Order will be the authority for all questions of procedure.

ARTICLE VII. OFFICERS

- Section 1. The officers of this charity will include a president, vice-president, secretary, treasurer, and such other officers with duties as the board prescribes. The same person may hold no more than two offices. No one person can simultaneously hold the offices of president and secretary.
- Section 2. Each officer will serve a three-year term.
- Section 3. The *president* will be the executive director of the charity. It will be the duty of the president to have general supervision of the affairs of the charity. He or she will execute on behalf of the charity all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the board for the proper and necessary transaction of the business of the charity.
- Section 4. It will be the duty of the *vice-president* to act in the absence or disability of the president and to perform such other duties as may be assigned to him or her by the president or the board. In the absence of the president, the execution by the vice-president on behalf of the charity of any instrument will have the same force and effect as if it were executed on behalf of the charity by the president.
- Section 5. The *secretary* will be responsible for keeping copies of all corporate records and proceedings. He or she will prepare and present to the board such records and proceedings as it may desire and request at such time or times as it may designate. The board at its discretion may elect an assistant secretary, also a member of the board, who will perform the duties and assume the responsibilities of the secretary as above set forth under the general direction of the secretary or the president.
- Section 6. The *treasurer* will have general charge of the finances of the charity. When necessary and proper, he or she will endorse on behalf of the charity all checks, drafts, notes, and other obligations and evidences of the payment of money to the charity or coming into his or her possession; and he or she will deposit the same, together with all other funds of the charity coming into his or her possession, in such bank or banks as may be selected by the board. He or she will keep full and accurate account of all receipts and disbursements of the charity in books or files belonging to the charity, which will be open at all times to the inspection of the board.

Section 7. Any officer of the charity, in addition to the powers conferred upon him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the board.

ARTICLE VIII. COMMITTEES AND SPECIAL MEETINGS

Section 1. The board may designate one or more ad hoc committees, each of which will consist of at least one committee chair and two or more committee members. Committee members must serve on the board. The president of the charity, who will act with the board's approval, will appoint the chair of the committee. After consultation with the committee chair, the president will appoint committee members. The studies, findings, and recommendations of all committees will be reported to the board for consideration and action, except as otherwise ordered by the board. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these bylaws, the articles of incharity, or law.

Section 2. The board will have the following standing committee.

Executive Committee: This committee will be chaired by the president of the charity and will consist of all other officers of the charity and the chairs of all committees. This committee will serve as the central planning group for the charity. It also will have full authority to act for the board in managing the affairs of the charity.

Section 3. Special meetings of the board may be called at any time by the president of the charity, or in his or her absence by the vice-president, or upon receipt of a request signed by a majority of the members. Notice of all special meetings will be emailed or mailed at least 15 days prior to the day such meeting is to be held. The notice shall be deemed to be delivered when sent to the members provided email address or deposited in the mail addressed to the member at his or her address as it appears on the records of the charity (with postage thereon prepaid). Any member of the charity may make written waiver of notice before, at, or after a meeting. The waiver will be filed with the person who has been designated to act as secretary of the meeting; this person will enter it in the record of the meeting. Appearance at a meeting is deemed a waiver unless the member attends for the express purpose of asserting the illegality of the meeting.

ARTICLE IX. ENDOWMENT FUND

All moneys received from donors for the endowment fund will be deposited separately and securely for this purpose. Only the income generated from the endowment fund can be used for expenditures. The primary purpose of the endowment fund will be to provide a permanent source of funds to the charity with the goal of attaining autonomy from year-to-year dependence on grants and membership dues. This endowment fund will provide additional security that the charity will be able to operate in perpetuity for the purpose of fulfilling its mission and goals. All moneys for the endowment fund must come from donor-directed requests or bequests.

ARTICLE X. MISCELLANEOUS

Section 1. The charity will have the power to indemnify and hold harmless any member of the board or employee from any suit, damage, claim, judgement, or liability arising out of conduct of such person in his or her capacity as a member of the board or employee (except in cases where the member of the board or employee breached or failed to perform their duties in compliance with Section 53-8-25.1 NMSA 1978 and the breach or failure involved willful misconduct or recklessness).

- Section 2. The board may authorize any officer(s), agent(s) of the charity, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the charity. Such authority may be general or confined to specific instances.
- Section 3. All checks, drafts, and other orders for payment of funds will be signed by such officers or such other persons as the board may from time to time designate.
- Section 4. The charity will keep correct and complete records of all accounts, will keep summary notes of the proceedings of the board and committees having any of the authority of the board, and will keep at the registered or principal office a record giving the names and addresses of the individuals entitled to vote. Any member of the board or his or her agent or attorney may inspect all books and records of the charity for any proper purpose at any reasonable time.
- Section 5. The fiscal year of the charity will be 1 January through 31 December.
- Section 6. Notwithstanding any other provision of these Articles, the charity shall not carry on any other activities not permitted to be carried on (a) by a charity exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a charity, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI. AMENDMENTS

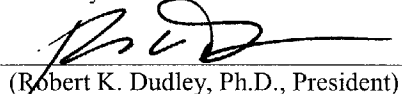
The board may amend these bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least 15 days, any number of amendments or an entire revision of the bylaws may be submitted and voted upon by the board and will be adopted upon receiving a majority vote of the members of the board. The initial bylaws and any subsequent bylaws whether by amendment, repeal, or new adoption shall be executed by the charity's executive director and by its vice-president, secretary, or assistant secretary and filed with the Public Regulation Commission of New Mexico (Commission). Such bylaws shall be void until filed with the Commission.

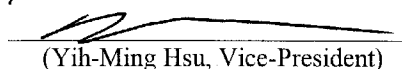
ARTICLE XII. DISSOLUTION

Upon winding up and dissolution of this charity, after paying or adequately providing for the debts and obligations of the charity, the remaining assets shall be distributed to a charitable charity which is organized and operated for environmental protection, stewardship, conservation, and educational purposes and which has established its tax exempt status under section 501(c)(3), 509(a)(1), and 170(b)(1)(A)(vi) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the charity is then located, exclusively for environmental protection, stewardship, conservation, and educational purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for environmental protection, stewardship, conservation, and educational purposes.

A quorum of the members of the board of directors entitled to vote approved these bylaws for the Robert F. Nicodemus Memorial Wilderness Project by a unanimous vote.

Dated: 1 May 2010

By: 
(Robert K. Dudley, Ph.D., President)

and: 
(Yih-Ming Hsu, Vice-President)