

BY-LAWS OF THE  
EL VALLE COMMUNITY CENTER  
A NON-PROFIT CORPORATION

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation is EL VALLE COMMUNITY CENTER.

ARTICLE II

FISCAL YEAR

The fiscal year for this corporation shall start on January 1 and end on December 31 of each year.

ARTICLE III

PURPOSE OF THE ORGANIZATION

The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it is as follows:

1. To operate an adequately insured community center to serve the population of El Valle, which consists of all of the villages in the El Valle region.
2. To provide the El Valle community with an alcohol and drug free forum to be used for charitable, recreational and educational purposes.
3. To advertise and market community services.
4. To provide informational services, seminars and other educational information services and programs.
5. To operate such business within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
6. To take, hold and acquire by purchase, lease, exchange, merger or otherwise deal in real property and personal property of every kind, nature and description and any and all interest therein and wherever situated.
7. To construct buildings or other improvements upon its land or upon the lands of others, and to furnish, manage or operate same.
8. To act as agent, nominee, contractor, trustee or otherwise, either alone or in company with others, as fully and to the same extent as natural persons might or could do.
9. Provided, however, that no gift, bequest, devise or receipt of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization which shall, in the opinion of the directors of the corporation, jeopardize the federal income tax exemption of the corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as amended from time to time.
10. To market all related products and services in the State of New Mexico or elsewhere as may be permitted by the laws in effect where such marketing may be conducted.
11. To make, enter into, and perform every sort of contract.
12. To transact any and all business connected with the business purposes of the business.
13. To contract and borrow moneys when necessary for a transaction of business or for any other lawful purpose of the incorporation of this business.

14. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of the objective or the furtherance of any powers hereinabove set forth.

15. To carry on, operate, maintain, pursue and engage in any other lawful business, act or activity for which this corporation may be organized under the Non-Profit Corporation Act of New Mexico.

16. In order to properly execute the objects and purposes above set forth, the corporation shall have full power and authority to purchase, lease, and otherwise acquire, hold, mortgage, convey, and otherwise dispose of all kinds of property, both real and personal, both in this State and in all other states, territories, and dependencies of the United States, and generally to perform all acts that may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created.

#### ARTICLE IV THE BOARD OF DIRECTORS

1. Number and Selection:

The Board of Directors shall consist of a minimum of three and a maximum of seven members. Board positions may include a Chair, Vice-Chair, Treasurer, Secretary, at-large members, and one youth member, age 13 to 18. Board members are nominated by existing board members. New board nominees are approved or disapproved at the next board meeting after nomination.

2. Eligibility Requirements and Qualifications:

In order to be eligible to serve as a member of the Board of Directors, the candidate must be willing to serve in the capacity of the board for the duration of the period for which he or she is appointed.

3. Term of Office:

The members of the Board of Directors except for the President will serve a term of two (2) years from the date of appointment. The Vice-Chair and Secretary will serve two (2) consecutive years starting in an odd year. The Treasurer will serve two (2) consecutive years, the first year of service beginning on an even year.

The President will serve a term of four (4) years from the date of the meeting on which he or she was appointed, unless the board is dissatisfied with the performance of the President, in which case he or she will be replaced by a newly appointed President after two (2) years.

4. Compensation:

The board members may not be compensated for those hours that they work as board members, but they may receive reasonable reimbursement for expenses that they incur in the process of discharging their duties as directors.

5. General Duties, Powers and Responsibilities:

A. The general duties, powers and responsibilities of the Board of Directors are:

i. They have general control and supervision over the business affairs of the Center, and the general power to act for the Center in any manner not prohibited by law, or these by-laws.

- ii. They set the policies regarding employment with the Center including pay rates, benefits, work assignments and employment termination.
- iii. They have the power to contract on behalf of the Center.
- iv. They shall provide, together with staff, a year-end report. This report should detail how the Center functioned during the previous year.
- v. They shall make all arrangements and conduct regular board meetings.

6. Vacancies

In case a vacancy or vacancies occur in the Board of Directors due to death, resignation or otherwise, the remaining directors shall fill such vacancy or vacancies by appointment and the appointee or appointees shall hold that office until his/her successor, is elected.

ARTICLE V  
MEETING OF THE BOARD OF DIRECTORS

1. Regular Monthly Meetings:

A. Regular meetings of the Board of Directors shall be held no less than quarterly and no more than monthly, unless scheduled otherwise by a vote of the Board of Directors

B. Notice Requirements: Notice of these meetings should be provided to each of the Directors by the chairperson by stating the date, time and location of the next meeting at the end of every meeting.

2. Special Meeting:

Special meetings of the Board of Directors can be called at any time by the Chair provided that the other Directors are not prohibited from attending because of illness or major inconvenience. Any one of the Directors may request that the Chair call a special meeting if in his/her opinion a need for such a meeting exists. In the event that the Chair refuses to call such a meeting, any Director can convene the meeting and take action on the matter or matters for which the meeting was called, provided that proper notice of the proposed meeting was provided to all the Directors and that a legal quorum of the Directors is attained.

3. Agenda:

The agenda for all meetings of the Board of Directors should be prepared by the Chair of the Board after consulting with the other directors for their ideas of agenda items

All Board of Director meeting agendas should, at a minimum, include the following items:

- A. Call to order
- B. Roll call of members.
- C. Presentation and approval of minutes of the last meeting
- D. Recognition of new ideas.
- E. Scheduling of next meeting.

4. Voting Rights:

Voting at meetings of the Board of Directors shall be on a "one director-one vote" basis, except regarding the Executive Director, who is a non-voting board member

5. Proxy Voting:

Proxy voting will not be allowed at meetings of the Board of Directors.

6. Quorum:

A quorum of the Board of Directors shall consist of not less than fifty percent (50%) of the Directors.

ARTICLE VI  
SPECIFIC DUTIES OF THE OFFICERS

1. Duties of the Chair:

The Chair shall preside at all meetings of both the general membership and the Board of Directors. He/she shall coordinate the Board of Directors conduct and supervision of the affairs of the organization, and shall perform such additional duties as may be assigned to him/her by the Board of Directors.

2. Duties of the vice-Chair:

In absence of the Chair, the vice-Chair will take over the activities of the Chair and otherwise will carry out those tasks assigned to him/her by the Chair.

3. Duties of the Secretary:

The Secretary shall record or cause to be recorded the minutes of all meetings of the Board of Directors. He/She also assures proper custody of all records other than financial and shall assure that all certificates and other documents are properly kept and filed.

4. Duties of the Treasurer:

In general, the Treasurer shall be responsible for all funds and securities of the association. He/She maintains a proper record of the receipts and disbursements of the association.

ARTICLE VII  
AMENDING THESE BY-LAWS

These by-laws may be amended at any meeting of the Board of Directors by a majority vote of the Directors. All amendments become effective and a part of these by-laws once they have been approved by the Board of Directors. All amendments thus approved shall be filed with the appropriate state agencies within thirty (30) days.

ARTICLE VIII  
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) actually and necessarily incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding of whatever nature to which he is or shall be made a party by reason of his/her being, or having been, a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceedings at the time such costs or expenses are incurred by or imposed upon him/her), except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such Director or Officer; provided, however, that in the case of such an action, suit or proceeding which is settled or compromised, such right of indemnification shall be applicable only (a) if such



settlement or compromise is approved by the court having jurisdiction over such action, suit or proceeding, and (b) to the extent provided in the terms of such compromise or settlement so approved. Every such person shall be entitled, without demand by him upon the corporation or any action by the corporation, to enforce his right to such indemnity in an action at law against the corporation.

Section 2. The right of indemnification hereinabove provided shall not be deemed exclusive of any other rights to which any such person may not or hereafter be otherwise entitled and specifically, without limiting the generality of the foregoing, shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any such person in any such action, suit or proceeding to have assessed or allowed in his favor, against the company or otherwise, his costs and expenses incurred therein or in connection therewith or any part thereof.

Section 3. Limitation of Liability: To the fullest extent permitted by law, as amended or interpreted, no director or officer of the corporation shall be personally liable to the corporation or to its stockholders for money damages; provided, however, that this article shall not protect any director or officer of the corporation against any liability to the corporation or to its stockholders to which he/she would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his/her office. No amendment of the by-laws or the Articles of Incorporation or any of the provisions therein shall limit or eliminate the benefits provided to directors and officers under this provision in connection with any act or omission that occurred prior to such amendment to by-laws or Articles of Incorporation.

\_\_\_\_\_  
Date

\_\_\_\_\_  
President, El Valle Community Center Board

\_\_\_\_\_  
Date

\_\_\_\_\_  
Officer, El Valle Community Center Board

Revised July, 2022

Recorded in the minutes of the Board meeting for that month.

Revised January 19th, 2020

Recorded in the minutes of the Board meeting of that date