

BY-LAWS
OF THE
NEW MEXICO FOUNDATION FOR OPEN GOVERNMENT, INC.

ARTICLE ONE

OFFICES AND POWERS

- Section 1. The name of this corporation is the New Mexico Foundation for Open Government, Inc.
- Section 2. The principal offices of the corporation in the state of New Mexico shall be located in the City of Albuquerque, New Mexico. The corporation may have such other offices, either within or without the State of New Mexico, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.
- Section 3. The corporation shall have and maintain in the State of New Mexico, a registered office and a registered agent, whose office is identical with such registered office, as required by the New Mexico Nonprofit Corporation Act, NMSA 53-8 (the "Act") . The registered office may be, but need not be identical with the principal office in the State of New Mexico, and the address of the registered office may be changed from time to time by the Board of Directors.
- Section 4. The business and affairs of the corporation shall be managed by the Board of Directors, which shall have all powers as defined by the Act.

ARTICLE TWO

MEMBERS

The corporation shall have two (2) classes of membership. One class shall be voting members, the other non-voting members. The Board of Directors of the corporation shall be voting members. Non-voting members shall be entitled to join the Foundation under terms and conditions established by the Board of Directors.

ARTICLE THREE

BOARD OF DIRECTORS

- Section 1. The affairs of this Corporation shall be conducted and managed by a Board of Directors.
- Section 2. The number of directors shall be determined by the Board, but at no time shall be less than three (3) or more than thirty (30) members.
- Section 3. The members of the Board of Directors shall be elected by the Board of Directors of the Foundation for three-year terms. The Board of Directors may authorize a limited number of one-year terms. Terms of office shall be based on calendar years. Terms of

office shall be staggered, in a manner prescribed by the Board of Directors, so that approximately one-third of the members of the Board shall be subject to election each year.

- Section 4. Any member of the Board of Directors may resign by delivering a written resignation to the Secretary of the corporation, and any member of the Board may be removed when, in the opinion of the Board, such removal is justified, by the affirmative vote of two-thirds of the Board of Directors present at any meeting called for that purpose, provided, that such member shall have first been served with written notice of the proposed removal and shall have been given an opportunity to be heard at the meeting at which such vote is taken. Any member with three consecutive unexcused absences from regularly scheduled meetings of the Board shall be considered to have resigned from the Board, subject to the Board's authority to reappoint that member. In the event of a vacancy during a term, a successor shall be elected to fill out the existing term by a majority vote of the Board of Directors present at any meeting at which such vote is taken.
- Section 5. Members of the Board of Directors shall receive no compensation from the corporation for services rendered in their capacity as Board members.
- Section 6. An Executive Committee of the Board of Directors shall consist of the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past President, and two At-Large Members from the Board of Directors who are appointed by the President with approval from the Board. The appointees will serve for one year. If the Immediate Past President is no longer a member of the Board, the Directors shall elect a seventh member of the Committee by a majority vote of the Board of Directors present at any meeting at which such vote is taken. The Executive Committee shall exercise such powers as the Board of Directors may delegate to it, and the Board may modify the scope of such powers at any time.
- Section 7. The President is empowered to call meetings of the Executive Committee. A meeting of the Committee may also be called by any two other members of the Committee for the purpose of exercising the Committee's proper authority.
- Section 8. The Board of Directors shall have authority to hire and fire an Executive Director and to approve the creation of such other salaried staff positions as it deems necessary and proper and within the confines of the budget. The Executive Committee shall serve as the Management Committee for the corporation on behalf of the Board of Directors. The Executive Committee shall: 1) recommend to the Board the hiring and/or firing of the Executive Director, 2) select a search committee to identify potential candidates for the position of Executive Director, 3) have the authority to hire and fire other employees upon the recommendation of the Executive Director, and 4) review and approve performance evaluations of all employees. The Executive Committee shall inform and update the Board of Directors about employment matters in a timely manner.

Section 9. The President, with the advise and consent of the Executive Committee, or the Board of Directors by resolution adopted by a majority of the Directors present at any meeting at which such vote is taken, may designate and appoint one or more committees, each of which shall consist of two or more directors, including, but not limited to, a committee to accept, review and present to the Board nominations to the Board of Directors. Each committee shall act under the direction of the Board of Directors.

ARTICLE FOUR

MEETINGS OF THE DIRECTORS

Section 1. Regular meetings of the Board of Directors shall be held at such places and times as may be fixed by a resolution of the Board. Special meetings shall be held whenever called by the President or by one-third of the Board in writing. The annual meeting of the members shall be held at such place and time as may be fixed by resolution of the Board. The Board shall keep minutes of its meetings and a full account of its transactions.

Section 2. Notice in writing of the place, date and hour of every regular and special meeting of the Board shall be given not later than ten (10)days before the date set for the meeting. No notice need be given to any member who waives such notice in writing either before or after the meeting.

Section 3. Attendance in person or by telephone or video conferencing of a majority of the members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business at every meeting of the Board, but if at any meeting there be less than a quorum present, a majority of those present may with notice adjourn the meeting until a quorum shall attend. A quorum, once attained at a meeting, shall be deemed to continue until adjournment, notwithstanding the voluntary withdrawal of enough directors to leave less than a quorum. Any member of the Board may give his/her proxy to any other member of the Board, providing such proxy be given in writing. The proxy will be good only for the specific meeting noted in the written statement. Although the proxy may be used in obtaining a quorum and in voting on questions coming before the Board, the Board member issuing the proxy will be counted as being absent unless he/she is present in person or by telephone or video at the meeting.

Section 4. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the members of the Board.

ARTICLE FIVE

OFFICERS

- Section 1. The officers of the corporation shall consist of a President, a President-Elect, a Secretary, and a Treasurer – all of whom shall be elected from among the members of the Board of Directors -- and the Immediate Past President, if he/she is still a member of the Board. The Board of Directors shall define the duties of such officers. No two offices may be held by the same person. The officers shall be elected to one year terms by a majority vote of the Board of Directors present at a meeting at which such vote is taken, and the term of office shall be the same as the calendar year.
- Section 2. In the event of the resignation, removal or incapacitation of the President, the President-Elect shall succeed to the office of President for the duration of the existing term. In the event both of the offices of President and President-Elect become vacant or the office holders become incapacitated at the same time, the Board of Directors shall fill both offices by a majority vote.

ARTICLE SIX

AMENDMENTS

- Section 1. The Board of Directors may propose any amendment, repeal of any provision, or add new provisions to these Bylaws at any meeting of the Board at which notice of the substance of the proposed amendment shall have been given in accordance with the provisions of this paragraph. Such amendment, repeal, or addition shall become effective upon approval thereof by action of a two-thirds majority of the Board of Directors present at any meeting of such Board at which notice of the provisions of such proposal shall have been given not less than ten (10) or more than forty-five (45) days in advance, except that there should be no provision herein which would be contrary to the purpose of this corporation as set forth in Article Three (3) of the Articles of Incorporation.

ARTICLE SEVEN

MISCELLANEOUS

- Section 1. The fiscal year of this corporation shall begin on the first day of January in each year.
- Section 2. All checks and notes of this corporation shall be signed by such officers, employee or employees as the Board of Directors shall from time to time designate. No checks shall be signed in blank. Checks under \$1,000 only need one signature. Checks over \$1,000 need two signatures.
- Section 3. As provided in the Act, the directors, officers, employees and members of the corporation shall not be personally liable for the corporation's obligations.
- Section 4

A. To the full extent allowed under the Act, the corporation shall, if requested by the affected party in this section, indemnify any director or officer who is named as a party or is threatened to be made a party to any threatened, pending or completed action, suit, arbitration or proceeding, whether civil, criminal, administrative or investigative, provided any such claim is asserted against such person by reason of acts or omissions performed or alleged to be performed by such person while acting in the capacity of a director or officer of the corporation. Such indemnification shall, if so requested in this subsection A, be against any expenses (including attorneys' fees), costs, judgments, settlements, fines, penalties or any other amounts reasonably paid or incurred by such person in connection with any such claim. However, such indemnification and liability of the corporation shall be limited to the amount available and provided under the insurance purchased pursuant to subsection C hereunder.

Such indemnification shall not extend to acts or omissions that constitute willful misconduct or recklessness personal to the party requesting indemnification.

B. Any right to indemnity shall inure to the benefit of the heirs, executors and administrators of any person entitled to indemnity.

C. The Board shall authorize the corporation to purchase insurance in an amount that the Board, in its sole discretion, deems reasonable to cover any indemnity obligation it might have under this section of the Bylaws.

Section 5. To the extent that any of the foregoing provisions are prohibited by the Act, the Act shall control.

ARTICLE EIGHT

PURPOSES

Section 1. The purposes of this corporation shall be as set forth in the Articles of Incorporation.

Section 2. The purposes of this corporation shall be carried out by:

- (a) Encouraging, sponsoring, and facilitating the public's right to know about the workings of government at all levels;
- (b) Educating the public, elected officials and government employees about their rights and responsibilities under the New Mexico Inspection of Public Records Act and the New Mexico Open Meetings Act.
- (c) Encouraging, sponsoring, and facilitating the cultivation and diffusion of knowledge and understanding of the philosophy of transparent government, the First Amendment of the Constitution of the United States, and transparency laws of the United States or of the State of New Mexico, through the giving of lectures and the publications of addresses, essays, treatises, reports and other literary and research works in the field of press freedoms and First Amendment protections;
- (d) Making inquiry into the extent and adequacy of the protection of freedom of information in the United States and of the State of New Mexico, and to publish the results of any such inquiry;

- (e) Supplying assistance whenever possible to persons involved in activities wherein their access to public information and/or their First Amendment freedoms as guaranteed to them under the laws of the United States and of the State of New Mexico, are threatened or infringed upon.
- (f) Entering into litigation on behalf of the corporation or on behalf of third parties in furtherance of the purposes of the corporation.

Effective this 4th day of April 2014

President of the Board

Secretary of the Board