

Bylaws of Plein Air Painters of New Mexico

Article I Organization

Section 1 – Organization and Purpose. Plein Air Painters of New Mexico (“PAPNM” or the “organization”) is a nonprofit, tax-exempt corporation under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. PAPNM will not engage in a regular business of a kind ordinarily carried on for profit. No part of PAPNM’s net earnings shall inure to the benefit of any member.

Article II Membership

Section 1 – Eligibility. PAPNM is a membership organization open to those who are interested in pursuing the business of, preserving, and promoting the tradition of painting *en plein air* – in the open air or outdoors, are interested in advancing the objectives of PAPNM, and subscribe to and are qualified under these bylaws. A member in good standing is one who meets the requirements for membership and whose dues are paid for the current membership year.

Section 2 – Categories of Membership. The Board of Directors will set various categories of membership and related eligibility criteria for Artist Membership and Signature Membership categories at a minimum. The Board of Directors, at its discretion, may establish additional categories of membership and eligibility criteria, given that the new categories subscribe to the bylaws and policies of the organization. Once established, the additional categories of membership and eligibility criteria may be amended and dissolved by the Board of Directors at its discretion.

Section 3 – Membership Year and Dues. The membership year is the calendar year. The Board of Directors will set dues, fees, and terms of membership. PAPNM membership is not transferable to any other for profit or nonprofit organization. The Board of Directors may assess other fees for participants of special events or projects.

Article III Board of Directors

Section 1 – General Duties and Responsibilities. The business and affairs of the organization shall be managed by and are vested in the Board of Directors (“Board members”). The Board of Directors has the duty to carry out the objectives and purposes of the organization. The duties of the Board of Directors include:

1. Establishing and implementing policies and procedures for the operation of the organization;
2. Establishing categories of membership;
3. Establishing and overseeing committees of the organization; and
4. Performing other functions as appropriate for the Board of Directors.

Section 2 – Board Membership and Election. The Board of Directors comprises four (4) officers and not more than five (5) directors, as described in Article IV, elected from among members in good standing at a membership meeting, as described in Article VII.

Section 3 – Terms. Board members shall be elected to serve terms of one (1) year. Board members shall not serve in the same board position for more than three (3) consecutive terms. No board member shall serve on the Executive Committee, as described in Article VI Section 1, for more than three (3) consecutive terms. The officers and directors shall continue to serve their terms of service on the Board of Directors until their successors are duly elected and qualified.

Board members will receive no monetary compensation during their term(s) of service. Board members may resign at any time by giving written notice to the Board of Directors.

Section 4 – Board Meetings. The officers and directors have governing authority of the organization and voting privilege during meetings of the Board of Directors. The Board of Directors will meet at least quarterly. An officer or director's absence at (3) consecutive and duly called meetings of the Board of Directors will be sufficient cause for the Board to consider replacing a Board member under the provisions of these bylaws. Any officer or director unable to be present in person at the meeting may attend by means of telecommunications equipment by which all participants in the meeting can communicate simultaneously. A majority of Board members shall constitute a quorum at any Board of Directors meeting. Should a quorum not be present, the meeting will adjourn until a majority is in attendance. The act of the majority of the Board members attending a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number than majority is required by law, the articles of incorporation, or these bylaws. Each Board member present may cast one vote per motion during voting. Board members shall not cast proxy votes for absent Board members.

Section 4.1 – Conflict of Interest. When an officer or director has a relationship with any individual or organization that has or proposes any project with PAPNM, that officer or director shall disclose the relationship to the President and Chair, and shall refrain from voting on any decisions involving that organization or individual. The nature of the disclosure and the abstention of the officer or director shall be noted in the appropriate minutes of the Board of Directors meeting.

Section 5 – Vacancies. When a vacancy occurs on the Board of Directors, the Executive Committee may appoint a member in good standing to serve the balance of the term and assume the duties requested by the President and Board of Directors.

Article IV Officers and Directors

Section 1 – Officers. The officers of the organization shall be a President, Vice President, Treasurer, and Secretary.

Section 1.1 – President. The President is responsible for managing the organization in accordance with the law, the articles of incorporation, and these bylaws. The President presides at and sets the agenda for meetings of the Board of Directors. The President oversees the policies for the operation of the organization and the fiduciary responsibilities of the organization.

Section 1.2 – Vice President. The Vice President acts for the President during the absence, disability, or failure to act of the President and, when so acting, shall have all the powers and be subject to all of the responsibilities of the office of President. The Vice President serves as the liaison between the officers and directors and performs other duties as requested by the President.

Section 1.3 – Treasurer. The Treasurer oversees the financial management of the organization as specified by these bylaws. The Treasurer reports on the financial condition of the organization at Board of Directors meetings and at the annual membership meeting. The Treasurer shall sign and assist in the filing of all documents and returns to be filed with all state and federal authorities. The Treasurer shall maintain current and accurate fiduciary records in the PAPNM website.

Section 1.4 – Secretary. The Secretary records minutes and decisions of all meetings of the Board of Directors and members. The Secretary will give, or cause to be given, all notices required to be given by these bylaws. The Secretary shall maintain official copies of

minutes, decisions, reports, and supporting documentation from said meetings in the file repository in the PAPNM website.

Section 2 – Directors. The Directors of the organization shall comprise the Past President and no more than four (4) additional director positions (“Advocates”) established at the discretion of the Executive Committee to carry out the objectives and purposes of the organization, given that these positions subscribe to the bylaws and policies of the organization. Once established, the additional director positions may be amended and dissolved by the Executive Committee, at its discretion.

Section 2.1 – Past President. The Past President acts as a director of the organization and an advisor to the President in order to maintain continuity of operations. The member in good standing who held office as President during the preceding membership year shall succeed as Past President for the current membership year and shall not be required to stand for election as a director.

Section 2.2 – Governance Director (“Governance Advocate”). The Governance Director directs and oversees the lifecycle management of the governing document system and implements the principles to retain the institutional memory of the organization. The Governance Advocate acts as parliamentarian during meetings of the Board of Directors.

Section 2.3 – Membership Director (“Membership Advocate”). The Membership Director directs and oversees membership activities for the organization, as specified by these bylaws. Membership activities include managing new and renewed memberships, leading member relations efforts, promoting membership retention and growth, and surveying member interests.

Section 2.4 – Events Director (“Events Advocate”). The Events Director shall act as liaison between the Board of Directors and committee coordinators for special activities, paintouts, workshops, online contests, shows, exhibitions, and other events-related committees, as described in Article VI, Section 4, for the purposes of oversight, direction, and reporting.

Section 2.5 – Communications Director (“Communications Advocate”). The Communications Director shall act as liaison between the Board of Directors and committee coordinators for advertising, marketing, website, newsletters, announcements, press releases, social media, graphic design, and, and other communications-related committees, as described in Article VI, Section 4, for the purposes of oversight, direction, and reporting.

Article V Conduct of Organization Business

Section 1 – Conduct of Business. The Board of Directors and Executive Committee shall conduct the business affairs and exercise all powers of PAPNM through regular board meetings and other executive activities specified in these bylaws. The fiscal year is the calendar year.

Section 2 – Financial Review. The Financial Review Committee, as described in Article VI Section 2, shall conduct a financial review annually. An outside entity (e.g., accountant or financial manager) may be secured to aid in conducting the review. Financial reviews may be conducted more frequently if circumstances dictate. The Executive Committee shall address the results of a financial review and make the resulting actions available to the PAPNM membership no later than ninety (90) days into the following fiscal year.

Article VI Committees

Section 1 – Executive Committee. The Executive Committee is a standing committee of PAPNM and shall consist of the President, Vice President, and Treasurer. The President shall serve as chair. The Executive Committee is empowered to act in the Board’s place between Board

meetings, subject to the Board's instructions. The Executive Committee's duties and responsibilities include execution of established operational policies and procedures, and signing authority on bank accounts, contracts, and other legally binding documents.

Section 2 – Financial Review Committee. Financial Review Committee is a standing committee of PAPNM and shall consist of the Vice President and at least (2) members in good standing. The Vice President shall form the committee and serve as chair. The Treasurer shall not be eligible to serve on the committee, but shall provide all records necessary to complete an examination of organization finances.

Section 3 – Nominating Committee. The Nominating Committee is a standing committee of PAPNM and shall consist of the Past President and at least two (2) members in good standing. The Past President shall form the committee with the approval of the Board of Directors and serve as chair. The Nominating Committee will develop a slate of qualified candidates for the next membership year's Board of Directors. The slate of nominees will be presented to the membership prior to the election at the annual membership meeting or at a special meeting of the members, as described in Article VII of these bylaws.

Section 4 – Other Committees. In addition to committees specified in these bylaws, the Board of Directors, at its discretion, may establish other committees, given that the new committees subscribe to the bylaws and policies of the organization. Committees are subject to the oversight and direction of the Board of Directors. Once established, the additional committees may be amended or dissolved by the Board of Directors, at its discretion. The Board may appoint coordinators to oversee the actions for each respective standing or special committee. Committee coordinators shall not have voting privileges on Board decisions.

Article VII Membership Meetings

Section 1 – Annual Membership Meeting. An annual meeting of the members in good standing of the organization shall be held during the membership year. At the meeting the Board will present the annual financial report and other business as deemed appropriate. The annual election for the Board of Directors may be held during the annual membership meeting or during a special meeting of the members, as described in Article VII Section 2.

Section 2 – Special Meetings of the Members. A special meeting of the members may be called by the President, Board of Directors, or petition signed by at least twenty-five percent (25%) of the members in good standing. The call for a special meeting shall specify the business reason for the meeting. Business at the special meeting will be limited solely to the topic specified. All members will be given notice of the nature of the business at least thirty (30) calendar days prior to the meeting. The President shall preside at a special meeting unless he or she has a conflict of interest regarding the reason such a meeting has been called. In that case, the body calling the special meeting (i.e., the Board or the members) will select an individual to preside at the meeting by majority vote of those individuals constituting the body that is present at the meeting.

Section 3 – Voting of Members. Each member in good standing is entitled to cast one vote in connection with any matter required to be voted on by the members, including the election of officers and directors, whether such vote is conducted at a meeting of the members or in some other manner as permitted by law and these bylaws. Members may vote by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact.

Section 4 – Quorum. A quorum for conducting any business at any meeting of the members shall be members in good standing holding one-tenth (1/10th) of the votes, whether in person or by proxy. Once the quorum for a membership meeting is established, the quorum remains established for the duration of the meeting regardless if attendee attrition occurs.

**Article VIII
Indemnification**

PAPNM may indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative act, by reason of the fact that he or she is or was an officer or director of the organization, against reasonable expenses and costs, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the organization, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the organization, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. It is the intent of this Article VIII to provide indemnification for any director or officer or former director or officer of the organization to the fullest extent authorized by the New Mexico Nonprofit Corporation Act, as amended from time to time.

**Article IX
Dissolution**

Upon dissolution of the organization, and after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made therefore, all of the organization's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code of 1986, as amended.

**Article X
Amendments**

Amendments to these bylaws may only be initiated by the Officers of the Organization or by a petition signed by at least twenty-five percent (25%) of the members in good standing. Notice of any potential change must be provided to the membership at least thirty (30) calendar days prior to a meeting of the members at which voting on such measures is to occur. Amendments shall be approved by a majority of the members in good standing at a meeting of the members. Notice of approved changes to these bylaws shall be published or distributed to all members no later than sixty (60) days following adoption.

OFFICERS' CERTIFICATE

We, the Officers, hereby certify that the forgoing is a true copy of the Bylaws of Plein Air Painters of New Mexico, a New Mexico nonprofit corporation, adopted by the members of the organization on this _____ day of _____ 2018 at a meeting of members, as described in Article VII of these Bylaws. The amendments and provisions contained herein supersede and replace any bylaws prior to this date.

John Meister, President

Dick Wimberly, Vice President

Donna Barnhill, Treasurer

Ruth Marcanti, Secretary