

By-Laws
(Revised Dec 2022)
Vulnerable Road Users NM

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is VULNERABLE ROAD USERS NM.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

Vulnerable Road Users NM actively advocates on behalf of all who share New Mexico's roadways.

The specific objectives and purpose of this organization shall be:

- a. to educate young drivers and empower them to lead our communities in reversing the trend in increased traffic violence;
- b. to enlist the support of community leaders, civic organizations, and local businesses.

ARTICLE III. MEMBERSHIP

The organization shall consist of any and all members in "good standing with the corporation" at the time. The Board of Directors will determine the criteria by which a member will be found to be in "good standing with the corporation." This might include payment of dues, participation in activities, etc.

ARTICLE IV. OFFICERS OF THE CORPORATION

Section 1: The Officers of the Corporation with their equivalent title designations shall be:

<u>OFFICER</u>	<u>DESIGNATION</u>
President	Executive Director
Vice-President	Co-director
Secretary	Secretary
Treasurer	Treasurer

Any two (2) or more offices may be held by the same person.

Section 2: The Duties of the Officers shall be as follows

Executive Director

The Director shall preside at all meetings of the Board of Directors and the membership. The Executive Director shall have the following duties:

- a. general superintendence and direction of all other officers of this corporation and see that their duties are properly performed;
- b. serve as Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the Executive Director;
- c. general and active management of the business of the Advisory Board and shall see that all recommendations of the Advisory Board are brought to the Board of Directors performing such other duties as may be prescribed by the Board of Directors or the Executive Director.
- d. performing such other duties as may be prescribed by the Board of Directors

Co- Director

The organization's Co-Director shall be vested with all the powers and shall perform all the duties of the Executive Director during the absence of the latter. Duties of the Co-Director are:

- a. chairing their respective committee and such other duties as may, from time to time, be determined by the Board of Directors;
- b. to either serve as the organization's Secretary/Treasurer or to work directly with the person who holds that office.
- c. performing such other duties as may be prescribed by the Board of Directors or the Executive Director

Secretary/Treasurer

The Secretary shall attend all meetings of the Board of Directors as a clerk thereof. Duties shall consist of:

- a. recording all votes and minutes of all proceedings in a book to be kept for that purpose;
- b. sending notices of all meetings to the members of the Board;
- c. performing such other duties as may be prescribed by the Board of Directors or the Executive Director.

Treasurer

The Treasurer shall attend all meetings of the Board of Directors. Duties shall consist of:

- a. presenting a complete and accurate report of the finances at each meeting, or at any other time upon request to the Board of Directors;
- b. performing such other duties as may be prescribed by the Board of Directors or the Executive Director.

Section 3. Vacancies

Any Officer may resign at any time upon notice given in writing or by electronic transmission to the Corporation.

When vacancies occur, a majority of the Directors then in office, although less than a quorum, or a sole remaining Director will have the power to appoint new Officers to fill this vacancy or vacancies.

The vacancy shall be filled without undue delay.

Section 4. Removal

Any Officer or agent appointed by the Board may be removed by the Board at any time without cause, provided, however, any contractual rights of the person, if any, will not be prejudiced by the removal.

Section 5. Compensation

Compensation for Officers shall be at the sole discretion of the Board of Directors and will conform to Article VIII of these ByLaws.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation. Members of the Board of Directors must be in "good standing" with the corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than seven (7). The Board will consist of at least two (2) directors-at-large plus a Student Representative.

The members of the Board of Directors shall, upon appointment, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly appointed and qualified. All members of the Board of Directors must be approved by a majority vote of the Board.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional two-year terms at the discretion of the Board of Directors. Their terms shall be staggered. There is not a limit to how many terms a Board member may serve.

Section 3: The duties of the Directors shall be as follows:

Directors-at Large

Directors-at-large will sit on the Board of Directors and have a voice in all business conducted by the Board. Directors-at-large will serve the organization in a capacity as outlined below. Their positions/responsibilities will be determined, in large part, by their committee involvement, as outlined below.

Student Representative

A high school or university-aged student will sit on the Board of Directors and have a voice in all business conducted by the Board. He/She will serve as both a representative of the organization to young drivers and as a representative to the Board of Directors of the thoughts and opinions of their peers. As the role of this position becomes established, specific responsibilities of the Student Representative will evolve and be noted in by-law amendments.

Section 4. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day and at a location designated by the Board. The annual meeting will be held during the 4th quarter of the calendar year. The Board of Directors shall provide the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date.

Section 5. Special Meetings

Special meetings of the Board of Directors may be called by the Executive Director.

Section 6. Notice

Notice of any special meeting of the Board of Directors shall be given at least three (3) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice of such meeting, unless specifically required by law or by these by-laws.

Section 7. Action by Directors Without a Meeting

Any action to be taken at any meeting of the Board or of any committee of the Board may be taken without a meeting if all members of the Board or committee, as the case may be, consent to it in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee. This filing will be in paper form if the minutes are maintained in paper form and will be in electronic form if the minutes are maintained in electronic form.

Section 8. Remote Communication Meetings

Remote communication means any electronic communication including conference telephone, video conference, the Internet, or any other method currently available or developed in ~~them~~ the future by which Directors not present in the same physical location may simultaneously communicate with one another.

A meeting of the Board may be held by any means of remote communication by which all persons authorized to vote or take other action at the meeting can hear each other during the meeting and each person has a reasonable opportunity to participate. This remote participation in a meeting will constitute presence in person at the meeting.

Section 9. Quorum

The presence, in person or virtually of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a

majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 10. Vacancies and Newly Created Directorships

Any Director may resign at any time upon notice given in writing or by electronic transmission to the Corporation.

When vacancies occur, a majority of the Directors then in office, although less than a quorum, or a sole remaining Director will have the power to appoint new Directors to fill this vacancy or vacancies.

The vacancy shall be filled without undue delay.

Section 11. Removal

Any Officer or agent appointed by the Board may be removed by the Board at any time without cause, provided, however, any contractual rights of the person, if any, will not be prejudiced by the removal.

Section 12. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 13. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by three-fifths (3/5) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 14. Advisory Council

An Advisory Council may be created whose members shall be appointed by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge.

Section 15. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by reference to Robert's Rules of Order.

ARTICLE VI. EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the Officers of the Corporation and shall be empowered to act between meetings of the Board of Directors on all matters unless spelled out otherwise in these ByLaws. All actions of the Executive Committee are subject to review and approval by the Board of Directors at the next meeting after the Executive Committee takes action.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The Board of Directors may create committees as needed.

Section 1. Committee Chairs

The Co-Director and each of the Members-at-large will each chair or co-chair one of three (3) committees. Based upon the skill-set of the Co-Director, the Board will determine which of the committees will be best served by this person. Appointment of the directors-at-large will be based on which responsibilities each can best fulfill. The responsibilities of each chair will become clearer and be duly noted in the by-laws, as the business of the organization moves forward.

The areas over which the chairs will preside, are as follows:

- a. FINANCES (to include acting as Secretary/Treasurer). Additionally, to pursue grants and other fundraising options.
- b. COMMUNITY LIAISON – connecting with schools, businesses, etc. in order to gain the support of local community members.
- c. OUTREACH – This committee shall be responsible for all aspects of the logistics involved in public events.

ARTICLE VIII. – Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any

applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Compensation A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- a. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

Section 3. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize the Organization's tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE IX. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the state of New Mexico, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a

duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

ARTICLE X. BOOKS AND RECORDS

The corporation shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors.

All reports required by the State of New Mexico and/or the federal government shall be filed in a timely manner.

The calendar year shall serve as the fiscal year for the Organization.

ARTICLE XI. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days in advance. All amendments of the Articles shall require the affirmative vote of a majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ARTICLE XII. DISSOLUTION

Should the Board of Directors determine by a majority vote to dissolve the organization, all procedures must be carried out as required by laws regarding non-profits in the state of New Mexico.

Before Articles of Dissolution of Corporation can be filed with the Secretary of State, all required forms and fees must be filed in a manner designated by the State of New Mexico.

The appropriate termination forms must be submitted for federal tax purposes.

Following the filing of formal dissolution, final business shall include paying of the organization's debts and distributing remaining assets in a manner consistent with the non-profit laws of the State of New Mexico. Distribution is required to be made to one or more 501c3 non-profit organizations. Current and former Directors are prohibited from receiving any of the funds distributed.

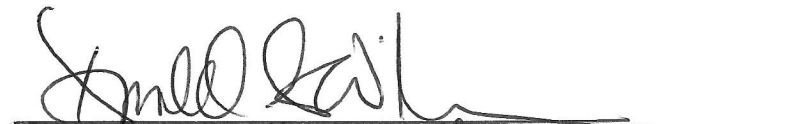
ADOPTION OF REVISED BYLAWS

We, the undersigned, hereby do, adopt the foregoing REVISED Bylaws, consisting of the 10 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 19 day of December 2020.



Barbara Toth, Executive Director – Vulnerable Road Users NM / PRESIDENT


DONALD S. WILSON, VICE PRESIDENT