



## **BY-LAWS**

### **KIRTLAND YOUTH ASSOCIATION, INC.**

#### ARTICLE I – NAME OF ASSOCIATION

- Section 1. The name of this New Mexico nonprofit corporation is Kirtland Youth Association, Inc.
- Section 2. Whenever the word “Organization”, “Association”, or the word “Corporation” is used in these by-laws or their amendments it shall signify the legal entity known as Kirtland Youth Association, Inc. as herein established. The phrase “a vote of the Association” or any similar phrase shall mean a vote of the adult members or directors, respectively, of the nonprofit corporation at any legally convened meeting.

#### ARTICLE II – OFFICES OF ASSOCIATION

The principal office of the Association in the State of New Mexico shall be located in the community of Kirtland, County of San Juan. The Association may have such other offices, either within or without the State of New Mexico, as the Board of Directors may designate or as the business of the Association may from time to time require.

#### ARTICLE III – PURPOSES

Kirtland Youth Association, Inc. is organized for the following purposes:

- Section 1. To provide recreational and educational activities for the youth of Kirtland and surrounding communities.
- Section 2. To provide an organizational structure for the communities’ other youth organizations.
- Section 3. To coordinate facilities (public and private) for the communities’ youth activities.
- Section 4. To conduct fund raising activities and to solicit contributions from individuals, businesses, other charitable organizations, and government agencies.
- Section 5. To own personal property and real property through purchase or donation. To accept the use of personal property and real property for limited periods of time to carry out the purposes of the Association.

#### ARTICLE IV – AFFILIATIONS

- Section 1. The directors shall have the authority to authorize the officers of the Association to apply for membership in local, state, and national organizations that further the recreational and educational development of youth.
- Section 2. The directors shall have the authority to authorize the officers of the Association to apply for membership in local, state, and national organizations that conduct fund raising campaigns and that allocate the proceeds of said campaigns to various educational, charitable, community, recreational, and social programs.

#### ARTICLE V – MEMBERSHIP

- Section 1. Student Memberships: The Board of Directors shall have the authority to determine the requirements for a student to meet in order to become a student member of the Association and participate in the activities sponsored by the Association. Student membership shall be available to any student attending school in Kirtland, Ojo Amarillo, and Nenahnezad BIA school who is at least eight (8) years of age or in the third grade. Memberships are \$10.00 per year per student and are good from 1 October through the following 30 September. Memberships shall be prorated at \$1.00 per month through 30 September for any student joining after 1 January. A student who graduates from high school shall be allowed to participate in Association activities until 30 September of the year he/she graduates. Any student who drops out of school or is terminated from school shall not be entitled to participate in the activities sponsored by the Association. Student memberships are non-refundable and non-transferable. The Board of Directors shall have the right to change the amount of the annual student membership without amending the by-laws of the Association. The Board of Directors may change the amount of the annual student memberships by adopting a resolution at any annual, monthly, or special meeting of the Board of Directors. The amount of the annual student memberships shall not be changed more often than once a fiscal year without amending the by-laws of the Association.
- Section 2. Adult Members: All registered voters living in the attendance areas of the Kirtland and Ojo Amarillo schools shall be considered adult members of the Association. All adult members of the Association shall have the right to vote for directors, to serve as directors, to serve on committees, and to be eligible to apply as volunteers of the Association.

#### ARTICLE VI – MEETINGS OF THE ASSOCIATION

- Section 1. Meetings of the Association: For purposes of these by-laws and for conducting the business of the Association, meetings of the Association shall be defined to mean meetings attended by the adult members of the Association and shall not include student members of the Association.

The student members of the Association shall have no right to vote for directors of the Association nor shall they have the right to vote concerning any matter that may be brought before the membership of the Association.

- Section 2. Annual Business Meeting of the Association: The annual business meeting of the Association shall be held each year during the month of September. The place, date, and time of the annual business meeting shall be determined by the directors. The directors shall be elected at the annual business meeting by the adult members of the Association.
- Section 3. Special Meetings of the Association: The president or a majority of the directors shall have the right to call special meetings of the Association. The date, time, and place of the special meeting shall be determined by the Board of Directors. The purpose of the special meeting shall be included in the notice of said meeting.
- Section 4. Notice of Meetings: The Board of Directors shall give notice of meetings of the Association at least five (5) days in advance of the meeting. The Board of Directors shall determine how notice of meetings of the Association shall be given. Notice of meetings of the Association need not be published in a paper of general circulation in the community. Notice can include community calendar activities broadcast by radio stations serving the community, by posting in public places such as schools, post offices, churches, local businesses, and flyers sent home with school children.
- Section 5. Quorum of Adult Members: At any meeting of the adult members of Association, a simple majority vote of the members present at the duly constituted meeting shall have the authority to transact business on behalf of the Association.
- Section 6. Order of Business: The order of business at adult meetings of the Association shall be as follows:
1. Proof of notice of meeting.
  2. Record roll of members present.
  3. Reading of minutes of preceding Association meeting.
  4. Reports of Officers.
  5. Reports of Committees.
  6. Unfinished Business.
  7. New Business.

#### ARTICLE VII – BOARD OF DIRECTORS

- Section 1. General Powers: The business and affairs of the Association shall be directed by its Board of Directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Association, as they may deem

proper, not inconsistent with these by-laws, the Articles of Incorporation, and the laws of the State of New Mexico.

- Section 2. Number, Tenure, and Qualifications: The number of directors of the Association shall be determined by the Board of Directors at their regular monthly meeting held in August preceding the fiscal year. The initial Board of Directors shall consist of seven (7) directors. The Board of Directors for the fiscal year beginning on 1 October 1998 shall consist of at least nine (9) and not more than fifteen (15). The number of directors shall be an odd number. Each director shall hold office for a period of two (2) years until his/her successor shall have been elected and qualified. At the initial election (annual business meeting of the Association in September 1998) of directors, the majority of the directors shall be chosen by lot to serve for a term of two (2) years., and the remainder of the directors shall serve for a term of one (1) year. Thereafter, directors shall be elected for a term of two (2) years. All directors shall be registered voters living in the attendance area of the Kirtland and Ojo Amarillo schools. Any director moving outside the attendance area of the Kirtland and Ojo Amarillo schools shall be deemed to have resigned from the Board of Directors at the time that the director moves outside the attendance area.
- Section 3. Annual Meeting: The annual meeting of the directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual business meeting of the Association.
- Section 4. Regular Meetings: The directors shall hold regular monthly meetings at the principle offices of the Association on a day and at a time to be determined by the Board of Directors. Date and time of said meeting to be sent to board members at least five (5) days prior to the meeting date.
- Section 5. Special Meetings: Special meetings of the directors may be called by or at the request of the President or any three (3) directors. Special meetings of the Board of Directors shall be held at the principle office of the Association unless it is determined that such place will not accommodate the expected attendance by the public.
- Section 6. Notice: Notice of any special meeting shall be given at least five (5) days previously thereto by written notice delivered personally, or by e-mail or mailed to each director at his personal residence when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by e-mail, such notice shall be deemed to be delivered when the internet indicates the e-mail has been posted to the directors account. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- Section 7. Quorum: At any meeting of the directors, those members of the Board

present at the meeting shall constitute a quorum for the transaction of business. A majority of the directors present may adjourn the meeting from time to time without further notice.

- Section 8. Manner of Acting: The act of a simple majority of the directors present at a meeting shall be the act of the directors.
- Section 9. Vacancies and Increases in Number of Directors: Vacancies occurring in the Board of Directors of any reason may be filled by a vote of a majority of the directors present at the meeting. A director elected to fill a vacancy caused by resignation, moving, death, or removal shall be elected to hold office for the unexpired term of his predecessor. An increase in the number of directors (up to a maximum of 15) as determined by the Board of Directors shall be effective for the succeeding fiscal year.
- Section 10. Removal of Directors: Any or all of the directors may be removed for cause by action of the board. Directors shall be dropped from the Board for failure to attend three (3) consecutive regular monthly meetings. Any director who misses a regular monthly meeting due to employment or medical reasons who has notified either the president or the secretary prior to the scheduled meeting time shall not be deemed to have missed said meeting. The secretary shall note in the minutes of this regular meeting those directors who provided prior notice of their absence.
- Section 11. Resignation: A director may resign at any time by giving written notice to the board, the president, or the secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.
- Section 12. Compensation: No compensation shall be paid to directors, as such, for their services as directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Nothing herein contained shall be construed to preclude the Association from paying for the travel, meals, lodging, and incidental costs for a director to attend conventions, seminars, and other activities on behalf of the Association.
- Section 13. Presumption of Assent: A director of the corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he shall file his/her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
- Section 14. Informal Action by Directors: Unless otherwise provided by law, any action required by the Non-Profit Corporation Act to be taken at a meeting

of the directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors, or all of the members of the committees, as the case may be. The consent shall have the same effect as an unanimous vote at a duly held meeting.

### ARTICLE VIII – ELECTIONS OF DIRECTORS

Section 1. Other Youth Organizations' Nominees: The Board of Directors shall have the right to allow other youth organizations to nominate one of their members (hereinafter nominee) as a possible appointee to the Board of Directors. The Board of Directors shall not be obligated to appoint any other youth organization's nominee as a member of the Board of Directors. The maximum number of nominees from the other youth organizations that can be appointed to the Board of Directors shall be one less than the number of directors necessary to calculate the number of directors constituting a majority of the total number of directors. No later than the monthly meeting held in May of each year, the Board of Directors shall designate which other youth organizations shall be allowed to select a nominee. All nominees must satisfy the requirements of adult members of the Association.

The following types of youth organizations shall be considered by the Board of Directors for the privilege to select a nominee for their organization as a possible appointee by the Board of Directors as a director of the Association:

- Football
- Baseball
- Basketball
- Soccer
- Wrestling
- Volleyball
- Archery
- Nehahnezad BIA School Community organizations
- Ojo Amarillo community organizations

Section 2. Determination of Number of Nominees Appointed as Directors: At its regular meeting in August, the Board of Directors shall determine the number, if any, of nominees from the other youth organizations that will be appointed as directors. Based on the number of nominees that the Board of Directors shall then determine the total number of directors to serve in the next fiscal year and the number of directors to be elected at the Annual Business Meeting of the Association to be held in September. The number of director to be elected at the Annual Business Meeting of the Association shall in no event be less than the number of directors appointed by the Board of Directors from the nominees submitted by the other youth organizations.

Section 3. Election of Directors at Annual Business Meeting: At the Annual

Business Meeting of the Association at which a quorum of adult members is present, the adult members shall elect the remaining members of the Board of Directors so that the total number of directors equals the number of directors determined by the Board of Directors for the coming fiscal year. The number of directors for the coming fiscal year shall be at least nine (9) but not more than fifteen (15).

Those persons receiving the highest number of votes shall be elected to the Board of Directors. If there are two or more persons receiving the same number of votes for the last vacancy to be filled for the coming fiscal year, the retiring Board of Directors shall choose, from those candidates who tied, the person to be elected to the Board of Directors.

### ARTICLE IX – OFFICERS

- Section 1. Number: The officers of the Association shall be a president, a vice-president, a secretary, and a treasurer. Each of the officers of the corporation shall be elected by the Board of Directors. Such officers and assistant officers as may be deemed necessary may be elected or appointed by the directors.
- Section 2. Election and Term of Office: The officers of the Association to be elected by the directors shall be elected annually at the annual meeting of the directors held after each annual business meeting of the Association. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.
- Section 3. Removal: Any officer or agent elected or appointed by the directors may be removed by the directors whenever in their judgment the best interest of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the directors for the unexpired portion of the term.
- Section 5. President: The president shall be the principal executive officer of the Association and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the Association. He shall, when president, preside at all meetings of the adult members and of the directors. He may sign, with the secretary or any other proper officer of the Association thereunto authorized by the directors, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these by-laws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be

prescribed from time to time.

Section 6. Vice-President: In the absence of the president or in event of his death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the directors.

Section 7. Secretary: The secretary shall keep the minutes of the adult members' and of the directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required, be custodian of the corporate records and of the seal of the Association (if the board of directors adopts a corporate seal) and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the directors.

The secretary shall keep a record of the directors' attendance at all regular directors' meetings and notify the president when any director has missed three (3) consecutive regular meetings without giving prior notice.

Section 8. Treasurer: If required by the directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such sureties as the directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with these by-laws and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the directors.

#### ARTICLE X – EXECUTIVE DIRECTOR

Section 1. Selection by Board of Directors: The Board of Directors shall be responsible for the selection of an Executive Director. The compensation and term of employment of the Executive Director shall be determined by the Board of Directors at the October monthly meeting of the Board of Directors.

Section 2. Duties of the Executive Director: The Executive Director shall:

- A. Manage the day-to-day affairs of the Association in accordance with the direction of the Board of Directors. The Executive Director shall direct the employees and volunteers of the Corporation. The Executive Director shall report directly to the Board of Directors.

B. Prepare budgets of expenses for the approval of the Finance Committee.

C. Be authorized to authorize expenses in accordance with approved budget and/or as directed by the Board of Directors.

Section 3. Attendance at Meetings: The Executive Director shall attend all meetings of the Board of Directors. The Executive Director shall be ex-officio member of all committees.

Section 4. Reports: The Executive Director shall from time to time make reports of the work and affairs of the Association to the President. Board of Directors and members of the Association at their monthly, annual, and special meetings.

#### ARTICLE XI – COMMITTEES

Section 1. Permanent Committees: There shall be three (3) permanent committees, namely the Auditing Committee, the Nominating Committee, and the Finance Committee.

Section 2. Additional Committees: The Board of Directors shall authorize such additional committees as it deems necessary to carry out the purposes of the Association. For each additional committee the Board of Directors shall determine the number of members of such committee and their duties and responsibilities. The Board of Directors shall have the right to disband any committee authorized by it or to increase or decrease the number of members or to change the duties and responsibilities of such committee.

Section 3. Appointment of Committees: The President shall appoint all committee chairman members with the approval of the Board of Directors. All committee chairman must be Directors. Committee members shall be adult members of the Association.

Section 4. Auditing Committee: The Auditing Committee is a permanent committee. The Auditing Committee shall consist of three (3) members. The Auditing Committee shall review all financial activities of the Association since the last audit. The Auditing Committee shall begin its audit on the 3rd Thursday in July and submit its report to the President and the Board of Directors prior to the Annual Meeting of the Association on the 3rd Thursday in August. Each member of the Auditing Committee shall sign a statement setting forth the results of the audit and shall note any transaction or practices which they feel is not adequately documented, improper, questionable, or requires further review. If all of the Auditing Committee feel that the financial records of the Association do not fairly and accurately reflect the financial condition of the Association, the Auditing Committee shall recommend that the Board of Directors conduct their own audit of the financial records or take other action as deemed by them to be appropriate. The members of the Auditing Committee may

serve an unlimited number of terms.

Section 5. Nominating Committee: The Nominating Committee is a permanent committee. The Nominating Committee shall consist of five (5) persons. Two of the five must be members of the Board of Directors. The President shall appoint all five (5) committee members and designate the chairman. The Nominating Committee shall select a sufficient number of adult members to be candidates for the office of Director. The Nominating Committee shall be appointed no later than the regular Board of Directors meeting held in May of each year. The Nominating Committee shall make their report to the Board of Directors at the regular meeting in August. At least two members of the Nominating Committee shall not be appointed to successive terms on the committee.

Section 6. Finance Committee: The Finance Committee is a permanent committee. The Finance Committee shall consist of five (5) persons. Two of the five must be members of the Board of Directors. The President shall appoint all five (5) committee members and designate the chairman. The Treasurer shall be a member of the Finance Committee. It shall be the duty of the Finance Committee to report and make recommendations to the Board of Directors concerning all financial affairs of the Association. The Finance Committee shall be responsible for overseeing all fund raising campaigns on behalf of the Association.

#### ARTICLE XII – INDEMNIFICATION

The Board of Directors shall have the right to authorize the officers of the Association to purchase an insurance policy to indemnify the Officers, Directors, Executive Director, employees, and volunteers for actions taken by them in behalf of the Association.

#### ARTICLE XIII – SEAL

The directors may provide for a corporate seal. If the directors provide for a corporate seal, said seal shall be circular in form and shall have inscribed thereon “KIRTLAND YOUTH ASSOCIATION, INC.”, “State of New Mexico”, and “Corporate Seal”.

#### ARTICLE XIV – CONTRACTS AND LOANS

Section 1. Contracts: The directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the directors. Such authority may be general or confined to specific instances.

ARTICLE XV – CHECKING AND SAVINGS ACCOUNTS

Section 1. Checks, Drafts, Etc.: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the directors.

Section 2. Deposits: All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the directors may select.

ARTICLE XVI – FISCAL YEAR

The fiscal year of the Association shall be from 1 October through the following 30 September.

ARTICLE XVII – AMENDMENTS

Amendments to these By-Laws may be proposed by the President or a majority of the Board of Directors at a duly held directors' meeting. The act of a majority vote of the directors present at the meeting shall be the act of the directors.

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a vote of the directors at any annual directors' meeting or at any special directors' meeting when the proposed amendments have been set out in the notice of such meeting.

At any meeting where there is a vote to alter, amend, or repeal these By-Laws, the Secretary shall record the actual vote of each Board Member and note the absence of any Board Member from such meeting.

ARTICLE XVIII – DISSOLUTION

Should this Association cease to function and two-thirds of the Board of Directors, at a legally convened meeting, vote to dissolve the Association, any assets of the Association will be disposed of according to the Articles of Incorporation. The Board of Directors shall determine which organization or organizations shall receive the net assets of the Association.

Adopted by the Board of Directors on the 19th day of April 2005.

President \_\_\_\_\_

ATTEST:

Secretary \_\_\_\_\_