



By-Laws

ARTICLE I: NAME AND LOCATION

Section 1: Name

The name of the corporation is Roswell Homeless Coalition Incorporated.

Section 2: Location

The corporation's principal office in the State of New Mexico shall be in Roswell, New Mexico.

The address of the Corporation's principal office may be changed from time to time by the Board by filing the applicable forms with the New Mexico Secretary of State.

Section 3: Agent in Charge

The agent in charge is the President of the Board, with the Executive Director having day-to-day operational responsibilities and accountable to the board.

The address of the registered office may be changed from time to time by the Board by filing the applicable forms with the New Mexico Secretary of State.

ARTICLE II: NATURE AND PURPOSE

Section 1: Purposes

The purposes for which this corporation is formed and for which it shall exist are to identify and provide services to the homeless and needy as deemed appropriate.

Section 2: Nature

The nature of the corporation is a non-profit organization which shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its purposes. No part of the net earnings of Roswell Homeless Coalition, Incorporated shall be distributed to members of the Board of Directors, Officers, or other private persons.

The corporation will work to create a structured, disciplined environment for clients to regain hope and control of their lives by providing a safe temporary living environment to individuals in need of shelter, offering Christian ministry and Bible studies to promote a relationship with Jesus Christ, assist clients in gaining access to permanent housing; assist clients in finding employment; work in cooperation with education, health, and various life skills providers to serve homeless individuals and families.

ARTICLE III: MEMBERSHIP OF THE BOARD OF DIRECTOR

Section 1: Number of Members

Members of Roswell Homeless Coalition, Inc. Board of Directors shall be not less than five (5) or more than thirteen (13) members.

Section 2: Board Members

Terms

Directors shall be elected for three-year terms, or until his or her successor has been elected, or until his or her death, or until he or she shall resign or shall have been removed in the manner provided in the bylaws. Directors shall take office immediately following election unless otherwise determined by the Board. Directors may serve more than one term on the Board, and terms are not limited.

Qualifications

Directors must be individuals at least eighteen (18) years of age at the time of appointment. Directors who hold public office or are officers in any other organization or group are to conduct themselves in their own right, not as a representative of any other organization or government body. A director need not be a resident of the State of New Mexico.

Section 3: Vacancies

Any vacancy on the Board, including a vacancy created by increasing the number of Board members, shall be filled by the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 4: Voting

Directors shall be elected by the other, existing directors then in office. In general, the Board intends to elect directors at its annual meeting.

ARTICLE IV: MEETINGS

Section 1: Regular Meetings

The Board may provide, by resolution, the time and place, either inside or outside the State of New Mexico, for the holding of regular meetings without other notice than such resolution. At least one Board meeting must be designated as the annual meeting of the Board.

Board members may participate in any meeting via an electronic device, provided each member can be identified and has an equal opportunity to participate fully and in real time. Directors must be able to hear and be heard by all other participants throughout the meeting.

Section 2: Meeting Place

The Board of Directors will generally meet in the conference room of The Injury and Disability Law Center (614 N. Main, Roswell, NM 88201). The Board of Directors may designate an alternate meeting place, either electronic or a physical location, for any regular or special meeting called by the Board of Directors, provided each member is notified in writing or by other means, such as email or text.

Section 3: Definition of a Quorum

A majority (one more than half) of the members of the Board of Directors who are eligible to vote, present in person or electronically as outlined in Article IV, Section 1, shall constitute a quorum at the meeting. Once attained at a meeting, a quorum shall be deemed to continue until adjournment, notwithstanding the voluntary withdrawal of enough members to leave less than a quorum. If a quorum is or at any time had been present, the vote of the majority of the members present at the meeting at the time the

vote is called for and entitled to vote on the subject shall be the act of the members.

Section 4: Executive Committee Actions

The Executive Committee shall be the delegated authority to act for the Board in fulfilling the Board's usual duties in between the full Board meetings or in the absence of a quorum. The President shall be the Chair of the Executive Committee, and the membership includes the other Board Officers. A record of the meeting will be presented to the full Board for incorporation in the next meeting. This may be via minutes or a verbal report, which shall be included in the regular meeting minutes.

Section 5: Voting

Each member entitled to vote shall be entitled to one vote upon each matter submitted to vote at the meeting of the members. Phone conference vote is allowed. All board members are voting members.

Section 6: Proxies

Members of the Board may vote in person or by proxy in writing, personally signed by the member of the Board. Such proxy will be effective when received by the Secretary of the Board. No proxy shall be valid after thirty (30) days from the date of its execution.

Section 7: Election Date

Election of officers shall take place annually at the January meeting unless designated otherwise.

ARTICLE V: ELECTIONS

Section 1: Nominations

At the monthly meeting prior to elections, the Board will accept nominations for Board officers and determine the nominee's eligibility and willingness to serve. The election will then take place in January.

ARTICLE VI: OFFICERS

Section 1: Definition of Officers

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. The Board members elect officers. Such other Officers and Assistant Officers, as deemed necessary, may be elected or appointed by the Board of Directors.

Section 2: Removal and Resignation of Officers

Any director may be removed from office with or without cause by the affirmative vote of two-thirds (2/3) of the directors then in office who are present and voting at a meeting of the Board at which a quorum is present. A director may resign from the Board at any time by delivering a written notification of resignation to the President/Chairperson or Secretary of the Corporation, which shall be effective as of the date that such notice is received by the President/Chairperson or Secretary or as of such other date as may be specified in such notice, as applicable.

Section 3: Duties of the President/Chairperson

The President/Chairperson shall generally supervise and control all of the Corporation's business and affairs, subject to the control of the Board. He or she shall, when present, preside at all meetings of the Board and, in general, shall perform all duties incident to the office of President/Chairperson and such other duties as may be prescribed by the Board from time to time. The President/Chairperson may sign deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board.

Section 4: Duties of the Vice President

In the absence of the President, 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 placed upon the President. The Vice-President shall perform such other duties as from time to time may be delegated to him/her by the President or by the Board of Directors. If the office of the President is vacated for any reason, the Vice-President shall move up to the position of President until a new election can be held. A new Vice-President shall be elected by special election.

Section 5: Duties of the Secretary

The Secretary shall: (a) keep the minutes of the Board of Directors meetings (b) provide notices in accordance with the provisions of the By-Laws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the address of each member which shall be furnished to the Secretary by such member; (e) record all the notes of the Corporation and Directors in a book to be kept for that purpose; and (f) perform all duties incident to the Office of Secretary and such other duties as from time to time may be delegated to him/her by the President of the Board of Directors.

Section 6: Duties of the Treasurer

The Treasurer shall report the current financial standing to the Board of Directors. S/he shall make sure that the books are audited yearly, and such other duties as from time to time may be delegated to him/her by the President of the Board of Directors. The Treasurer will meet with the executive director to review financial statements prior to Board Meetings and will review financial information at the Board Meetings. Treasurer will be available to sign checks and in any instance where the Treasurer is unavailable to sign checks, will find a replacement that is permitted to sign checks according to the Fiscal Policies and Procedures. The Treasurer is responsible for the oversight of fraud, waste, and abuse of corporate funds and assets.

Section 7: Executive Director

The Board of Directors will hire an executive director as the executive officer of the corporation. The executive director may be hired within the company at the discretion and vote of the Board of Directors, or the Board of Directors may conduct a search to interview and hire potential candidates as an executive director. The duties of the executive director include but are not limited to grant applications and compliance; organizing meetings, staff meetings, and board meetings; establishing policies and procedures in housing programs consistent with grant funding requirements to ensure all federal, state, and local guidelines are met; oversee and coordinate with case managers on issues related to client services, program discharges, safety issues, client complaints, etc.; oversee all RHC personnel and programs; attend to client and staff grievances; perform other duties as assigned. The duties of the executive director shall be more particularly determined by the Board at any regularly scheduled meeting. The executive director will be evaluated by the Board of Directors at least annually in writing. Such performance evaluation will be the basis for salary increases or bonuses as allowed by funding.

At the discretion of the Board as a whole, the executive director may be invited to attend the regular board meeting as a non-voting ex-officio member.

ARTICLE VII: CONFLICT OF INTEREST

Section 1: Definition of Conflict of Interest

Any Board member who is an owner, trustee, officer, or who has any proprietary interest in or who receives or has expectations of receiving compensation for services from any organization, program, or project under consideration by the corporation shall be deemed to have a conflict of interest. Any member of the Board who will monetarily gain or lose from the results of the Board of Directors' action upon the matter under consideration shall be deemed to have a conflict of interest. Persons having a conflict of interest shall so declare and shall be deemed to have a conflict of interest. Persons having a conflict of interest shall so declare and shall abstain from discussion and debate upon the matter under consideration unless requested by the Board of Directors to provide technical information for the purposes of clarification. Persons having such a conflict shall abstain from voting upon the matter under consideration.

ARTICLE VIII: MISCELLANEOUS PROVISIONS

Section 1: Exempt Organization Restrictions

Notwithstanding anything herein contained to the contrary, no action shall be required or permitted to be taken under these bylaws or by the officers or directors of this Corporation that would not be permitted to be taken by an organization described in Code Section 501(c)(3).

Section 2. Internal Revenue Code

All references to sections of the "Internal Revenue Code" or the "Code" shall be considered to be references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any similar law subsequently enacted, and to all regulations issued under such sections and provisions.

Section 3. Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of § 53-8-96 of the New Mexico Statutes Annotated or any successor thereto, or under the provisions of the Articles of Incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a director at any 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 4. Fiscal Year

The Corporation's fiscal year shall be as determined by the Board, with the initial fiscal year selected as the year ending December 31.

Section 5. Interpretation

When the context in which words are used in these bylaws indicates that such is the intent, words in the masculine shall include the feminine and neuter and vice versa. Section headings are for description purposes only and shall not control or alter the meaning of the bylaws as set forth in the text.

Section 6: New Mexico Bylaws

These bylaws are intended to be consistent with and shall be construed under the laws of the State of New Mexico.

ARTICLE IX: AMENDMENTS

Section 1: Permission to Amend

These By-Laws may be altered, amended, or appealed, and new By-Laws may be adopted by a majority vote of the Directors at any regular Board meeting or at any special Board meeting.

Section 2: Regular Review

The By-Laws will be reviewed, revised, and approved as necessary.

ARTICLE X: PARLIAMENTARY AUTHORITY

Section 1: Robert's Rules of Order

Robert's Rules of Order shall be the parliamentary authority for rules and procedures that these by-laws may not cover.

Article XI: INDEMNIFICATION

Section 1: Mandatory Indemnification

The Corporation shall, to the fullest extent permitted or required by § 53-8-26, inclusive, of the New Mexico Statutes Annotated (“Statute”), including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a party because such Director or Officer is a Director or Officer of the Corporation and was acting within the scope of his or her duties as such. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such Director or Officer may be entitled under any written agreement, board resolution, insurance policy, Statute, or otherwise. All capitalized terms used in Article XI and not otherwise defined herein shall have the meaning outlined in § 53-8-26 of the Statute.

Section 2: Permissive Supplementary Benefits

The Corporation may, but shall not be required to, supplement the right to indemnification set forth in Section 11.1 of these bylaws by purchasing insurance covering any one or more of its Directors, Officers, employees, or agents, whether or not the Corporation would be obligated to indemnify or advance Expenses to any such person under Section 11.1, and/or by entering into individual or group indemnification agreements with any one or more of such persons.

Section 3: Indemnification Provisions Constitute a Contract

The foregoing indemnification provisions of this Article constitute a contract between the Corporation and the respective officers, directors and other persons described above and for whose benefit indemnification is provided under this Article.

Section 4: Effect of Invalidity

The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of any other provision of this Article or of these bylaws.

Article XII: COMMITTEES OF THE BOARD OF DIRECTORS

Section 1: Committees Generally

The Board may establish standing or temporary committees as it considers appropriate, and the President/Chairperson, with confirmation from the Board, shall appoint the members of the committees and name the chairperson. As required under New Mexico law, each committee shall consist of two or more Directors and shall perform such duties and have such responsibilities as are provided in the resolution establishing any such committee, as initially adopted or thereafter supplemented or amended. The Board may elect one or more persons as alternate members of any such committee who may take the place of any absent member or members at any meeting of the committee upon request of the committee's chairperson or other person presiding at such committee meeting. Except as otherwise provided by the Board, each such committee shall fix its own rules governing the conduct of its activities. Each committee shall make such reports to the Board of its activities as the Board may request. The designation of a committee or committees and the delegation thereto of any Board authority will not operate to relieve the Board, or any director, of any responsibility imposed upon it or him or her by law.

Section 2: Advisory Committees and Members

The Board, by resolution, may designate one or more ad hoc or advisory committees to assist it in any capacity as it directs, but such committees shall not have or exercise any of the powers of the Board. Any such committee shall have the duties set forth in the resolution of the Board creating the committee.

Section 3: Meetings and Actions of Committees

A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee, but if less than such majority is present at a meeting, a majority of the voting members present may adjourn the meeting from time to time without notice. The act of a majority of the voting members present at a committee meeting at which a quorum is present shall be the act of the committee unless the action of a greater number is required by the resolutions establishing such committee. Committees shall keep regular minutes of their proceedings, cause them to be filed with the corporate records, and report the same to the Board as required by the Board.

Section 4: Committee of Advisors

The Board, at its discretion, may appoint individuals to serve on an advisory committee of the Board called the “Committee of Advisors” and advise the Board on various matters that arise. The Committee of Advisors’ main purpose is to provide advice to the Board on policy-related matters and advocate on behalf of the Board on various issues facing the Corporation. The Committee of Advisors is also granted authority to speak on behalf of the Corporation in any legislative manner or dealing with the news media. The Committee of Advisors shall have no legal or governing authority over the actions of the Board of Directors or the Officers of the Corporation, nor shall they be members or directors of the Corporation, but rather shall be appointed as special advisors. Members of the Committee of Advisors need not be residents of the Commonwealth of New Mexico.

Appointment

The Board shall be entitled to appoint individuals to the Committee of Advisors by majority vote of the Directors. There is no limit as to the number of members appointed to the Board of Advisors.

Term

Each individual appointed to the Committee of Advisors shall be appointed for a one-year term from the date of initial appointment. Such a term may be renewed by the Board without any limitation on the number of terms. Appointment shall end by the following actions: end of term without renewal, removal by a majority vote of the Board of Directors, voluntary resignation, incapacitation, or death.

Duties

Members of the Committee of Advisors shall perform advisory duties as requested from time to time by the President or by a majority vote of the Board of Directors.

Compensation

Members of the Committee of Advisors shall not receive compensation for serving as members of the Committee of Advisors but may be reimbursed for reasonable expenses incurred in connection with corporate matters in accordance with the Corporation’s expense reimbursement policies as may be authorized by the Board from time to time.

Article XIII: CONTRACTS, CHECKS, DEPOSITS, GIFTS AND FINANCIAL SUPPORT

Section 1: Contracts

The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement to pledge the Corporation's credit or to render the Corporation liable monetarily for any purpose or in any amount. In the absence of such determination by the Board, deeds, bonds, contracts, and other instruments shall be signed by the President/Chairperson then in office.

Section2: Books and Accounts

The Corporation shall keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board and its committees. In addition, the Corporation shall cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

Section 3: Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as is from time to time to be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President/Chairperson then in office.

Section 4: Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 5: Donations

The Board may accept on behalf of the Corporation any donation, contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

XIV: Dissolution

Upon the dissolution of the Corporation, all assets remaining after the satisfaction of all debts and liabilities shall be distributed to one or more exempt organizations (the Recipients) as defined in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. A majority vote of the Board of Directors will designate the Recipients. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes outlined in [ARTICLE II](#) hereof.

President

Date

Secretary

Date