



**AMENDED AND RESTATED
BYLAWS
OF
UNITED WAY OF CENTRAL NEW MEXICO**

**APPROVED BY RESOLUTION
OF THE BOARD OF DIRECTORS**

June 9, 2020

ARTICLE I
PURPOSES

1. Purpose. United Way of Central New Mexico (the "Corporation") is organized exclusively as a nonprofit corporation as defined in the New Mexico Non-profit Corporation Act, Section 53-8-1 through 53-8-99, NMSA 1978 (the "Act"), and the purpose of the Corporation shall be to operate exclusively for charitable, scientific, and educational purposes within the meaning of Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code for the benefit of, to perform the functions of, or to carry out the purposes of the Corporation through certain core initiatives, as adopted by the Board of Directors, from time to time. To accomplish the purposes of the Corporation, the Corporation shall have the power and authority to perform all acts, and to exercise all powers, that are necessary or proper to accomplish its purposes, including all powers authorized by the New Mexico Nonprofit Corporation Act, as set forth in Section 52-8-5, NMSA 1978, or any other Section of the Act, as amended from time to time, and all other applicable laws with respect to nonprofit corporations as are not inconsistent with the Corporation's Articles of Incorporation or the New Mexico Nonprofit Corporation Act

2. Internal Revenue Code Section 501(c)(3). Notwithstanding any provision elsewhere in these Bylaws, no power or authority shall be exercised by the Board of Directors in any manner or for any purpose whatsoever which may jeopardize the status of the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and regulations thereunder as they now exist or as they may hereafter be amended. If, at any time during its existence, the Corporation is a private foundation within the meaning of Code Section 509(a), or is treated as one under Code Section 509(b), or the corresponding provision of any future United States Internal Revenue Law, during such time the Corporation shall:
 - a. Not engage in any act of self-dealing as defined in Code Section 4941(d), or the corresponding provision of any future United States Internal Revenue Law;

- b. Distribute its income at such time and in such manner as not to subject it to tax under Code Section 4942, or the corresponding provision of any future United States Internal Revenue Law;
 - c. Not retain any excess business holding as defined in Code Section 4943(c), or the corresponding provision of any future Internal Revenue Law;
 - d. Not make any investments in such manner as to incur tax liability under Code Section 4944, or the corresponding provision of any future Internal Revenue Law;
and
 - e. Not make any taxable expenditure as defined in Code Section 4945(d), or the corresponding provision of any future Internal Revenue Law.
 - f. The Corporation shall not be operated for profit or pecuniary gain, incidentally or otherwise. The Corporation shall not have or issue shares of stock and no profit or pecuniary gain shall accrue to the members of the Corporation, if any, and no profit shall be accumulated and none distributed to its members, if any. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation or participation in a political campaign. Upon any dissolution of the Corporation, no member, if any, shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, including its operations, after the payment of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used or distributed exclusively for purposes within those set forth above and within the intentment of Code Section 501(c)(3).
3. Service Area. The Corporation's service area is the geographic region of Bernalillo, Sandoval, Tarrant, and Valencia Counties, New Mexico, which area may be revised by a resolution of the Board of Directors.

ARTICLE II
NO MEMBERS

The Corporation shall have no members.

ARTICLE III
GOVERNING BOARD OF DIRECTORS

1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Each member of the Board of Directors (a “Director” or “Directors”) shall be persons who are at least eighteen years of age.
2. Authority. The policy making powers of the Corporation shall be vested in the Board of Directors. It shall oversee its affairs, be responsible for its finances and carry out legal, fiduciary and fiscal duties for the Corporation.
3. Eligibility. Each candidate for the Board of Directors shall recognize that serving as a member of the Board of Directors is an important community assignment that carries heavy responsibility. Candidates shall bring skills, expertise and influence that will benefit the Corporation and will further its mission, vision and goals. No person shall be denied being a Director on the basis of gender, age, race or ethnicity, national origin, sexual orientation, religion, veteran status, or legal disability. Candidates for the Board of Directors shall commit to (1) use their leadership positions to achieve racial, gender, ethnic, and other types of equity; (2) use their position to elevate the voices and leadership potential of diverse people and groups; and (3) represent the different races, ethnicities, genders, and language backgrounds that exist across the Corporation's service area.
4. Eligibility Limitations. No one may serve as a Director who is an employee of the Corporation, except the President and CEO.
5. Number and Terms. There shall be no fewer than twenty (20) and no more than forty (40) Directors. Each Director shall be elected for a three-year term commencing from the date of the Director’s election; provided that each Director shall hold office until his or her successor has been elected. A Director may succeed himself or herself in office for a second

three-year term, and then must leave the Board for a period of one year before being reconsidered for Board membership. However, a Director elected as an Executive Committee member may be allowed to continue as a Director for one or more additional three year term(s), upon the recommendation of the Nominating Committee and with the approval of the Board of Directors, and a retiring Chair of the Board, officer of the Corporation, or chair of a committee may serve as a continuing member of the Board of Directors for a period not to exceed one (1) additional year beyond the expiration of their then existing term.

6. Election. Prior to the Annual Meeting, the Nominating Committee shall recommend to the Board of Directors a new group of Directors to fill the seats being vacated by the existing Directors plus any additional Directors, if desired, up to the maximum allowed by these Bylaws sufficient in number to maintain the desired number of Directors. The Chair of the Community Impact Council shall be included on the slate of Directors at the Annual Meeting. Directors will be elected by the Board of Directors at the Annual Meeting from the slate of qualified candidates presented by the Nominating Committee.
7. Vacancies. By recommendation of the Nominating Committee, a vacancy occurring on the Board of Directors between Annual Meetings, may be filled with approval of the Board of Directors, but the Board is not required to fill the position vacated by a Director. The appointed Director shall serve for the unexpired term of his or her predecessor in office. After completion of the remainder of a predecessor's term, the newly appointed Director will be eligible to be nominated for two successive full terms.
8. Compensation. Directors, shall not receive any salaries for their services as Directors. This bylaw shall not be construed as precluding payment of reasonable compensation of a Director for services rendered for or to the Corporation.
9. Removal of Directors. Directors may be removed from the Board of Directors if they miss more than one-half of regular or special Board meetings in a year. Directors may also be removed, with or without cause, by a two-thirds vote of the Board of Directors in attendance at a duly noticed and constituted Board of Directors meeting-.

10. Commitments and Authority. No Director, officer, or other individual is empowered to make commitments to any organization on behalf of the Corporation unless the making of such a commitment has been authorized by action of the Board of Directors or appropriate corporate authorization. The Board of 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.
11. Meetings of the Board of Directors. Except as expressly set forth in these Bylaws, the Board of Directors gives authority to employees of the Corporation for identification of time and place for holding the Annual Meeting and other regular meetings of the Board of Directors, within the State of New Mexico, without other notice. An annual meeting of the Board of Directors will be held to elect Directors and transact such other business as may be timely and proper. The Annual Meeting shall be held in the first calendar quarter. The Board of Directors will hold regularly scheduled meetings six (6) times a year (which shall include the Annual Meeting) at the time and place fixed and noticed in accordance with these Bylaws.
 - a. Notice of Meetings. Notice of each meeting of Directors, whether annual, regular or special, shall be given to each Director. Notice of a regular meeting is given by delivering written notice to a Director, which includes electronic mail or other electronic means. Notice of a special meeting is given either (a) by delivering written notice to a Director, which includes electronic mail or other electronic means or (b) by telephoning such Director and either making telephone personal contact or leaving a message on a device provided by such Director for recording messages. Notice of a regular meeting shall be given at least five business days prior to the meeting. Notice of a special meeting shall be given at least 24 hours before the meeting. The notice of all meetings shall state the place, date, and hour thereof, but need not, unless otherwise required by statute, state the purpose or purposes thereof.

b. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of five (5) Directors or by the Chair of the Board. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the State of New Mexico, as the place for holding any special meeting of the Board of Directors called by them. Notice must be provided in accordance with Section 11 above.

c. Waiver of Notice of Meetings. Any Director may waive notice of a meeting. 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 transacting of any business because the meeting is not lawfully called or convened.

d. Quorum. In accordance with the Act, one-third of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A quorum once attained continues until adjournment despite voluntary withdrawal of enough Directors to leave less than a quorum.

e. Meetings by Telephone / Video Conference. Directors or any committee designated thereby may hold or participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment provided that all such persons so participating in such meeting can hear each other at the same time.

f. Manner of Acting. The act of the majority of the Directors present at a meeting shall be the act of the Board of Directors, unless the act of a greater number is required by law, by these bylaws or by policy.

g. Consent to Action without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent in writing setting forth the action so taken shall be approved by 100% of the Board of Directors.

ARTICLE IV

OFFICERS/EXECUTIVE COMMITTEE

1. Elected Officers. The officers of the Corporation shall be the Chair of the Board, the Vice-Chair of the Board (the “Chair-Elect”), the Immediate Past Chair, the Treasurer and the Corporate Secretary. The officers shall be nominated by the Nominating Committee, approved in advance by the Board of Directors and elected at an Annual Meeting prior to serving. More than one office may be held by one person, except that the Chair and Secretary shall be two different people.
2. Chair of Meetings. The Chair of the Board of Directors shall chair all meetings of the Board of Directors and the Executive Committee. In the absence of the Chair of the Board of Directors, the Vice-Chair shall chair such meetings. In the absence of the Chair and the Vice-Chair, the chair of the meeting shall be selected from among those who will be present.
3. Removal of Officers. Any elected or appointed officer or member of the Executive Committee who is not an officer may be removed or suspended from office or membership on the Executive Committee with or without cause by a two thirds vote of the Board of Directors in attendance at a duly noticed and constituted Board of Directors Meeting.
4. Executive Committee. The Executive Committee will include the officers. In addition to the officers, additional positions on the Executive Committee will be selected from the Board of Directors as follows: the Chair Elect will present a slate to the Board at the Annual Meeting. Those persons presented by the Chair Elect and approved by the Board shall serve as the Executive Committee until the following Annual Meeting. A Director may serve successive terms as a member of the Executive Committee with the approval of the Board of Directors. The primary responsibility of the Executive Committee shall be to facilitate oversight of the Board of Directors and administration of the Corporation and to carry on the affairs of the Corporation between meetings of the Board of Directors.

5. Meetings of the Executive Committee. The Executive Committee will meet regularly and no less frequently than six (6) times per year, in the months when Board of Directors meetings are not held. .
6. Vacancies. If a vacancy should occur in the Executive Committee, the Board of Directors shall appoint a successor as presented by the Nominating Committee. The successor shall serve until the next Annual Meeting.
7. Quorum. Unless otherwise provided by resolution of the Board of Directors, one-half of the Executive Committee shall constitute a quorum. A quorum once attained continues until adjournment despite voluntary withdrawal of enough Directors to leave less than a quorum.
8. Chair of the Board of Directors. The Chair of the Board of Directors shall serve as the Chair of the Executive Committee. The term of office for a Chair of the Board of Directors shall be twelve months. A Director may serve successive terms as Chair with the approval of the Board of Directors.
9. Treasurer. The Treasurer will be responsible for keeping correct and complete books and records of account for the Corporation, and regularly report to the Board on the finances of the Corporation. The term of office for the Treasurer shall be twelve months. The position of Treasurer may be combined with the position of Secretary. A Director may serve successive terms as Treasurer with the approval of the Board of Directors.
10. Secretary. The Secretary will keep current and have custody of the seal, books and records of the Corporation and the minutes of all meetings. The term of office for the Secretary shall be twelve months. The position of Secretary may be combined with the position of Treasurer. A Director may serve successive terms as Secretary with the approval of the Board of Directors.

ARTICLE V
EMPLOYEES

The Board of Directors shall hire a President and CEO who shall be responsible for the management of the day-to-day affairs of the Corporation. The President and CEO shall serve as a voting member of the Board of Directors and the Executive Committee and shall be invited to attend all such meetings and asked to exit from such meetings only when matters affecting the President and CEO, personally, are being discussed. In addition, other officers and employees may be hired by the President and CEO as needed to carry out the functions of the organization, within the plans approved by the Board of Directors. The President and CEO, upon approval of the Board of Directors, may sign contracts binding the Corporation.

ARTICLE VI

DEPARTMENTS/COMMITTEES

1. Nominating Committee. The Nominating Committee will be chaired by the immediate past Chair of the Board of Directors. It shall be comprised of at least five members who shall be selected from the Board of Directors. The function of the Nominating Committee shall be to present nominations for Board of Directors membership consistent with the needs and objectives of the Corporation.

2. Board-Level Committees. The Board of Directors shall appoint other Board-level committees and committee chairs as needed in order to ensure proper governance of the Corporation. These will include, but are not limited to, Executive Committee, Finance and Audit Committee, Management Committee, Community Impact Council, and Campaign Cabinet. Additionally, the Board of Directors shall appoint committees and committee chairs, as needed, to ensure that the goals and objectives of the Corporation are carried out. Committees will be subject to the same governance procedures set forth herein and committees may implement policies and procedures not inconsistent with these Bylaws. Committee Chairs shall be Directors and no person shall serve as a committee chair for more than four (4) consecutive years; provided that a person can regain eligibility for service after a hiatus of one (1) year. A quorum for committees shall be one-half of that committee's membership. A quorum once attained continues until adjournment despite voluntary withdrawal of enough committee members to leave less than a quorum.

3. Committee Limitations. No committee shall have the following authority of the Board of Directors:

Amending, altering or repealing these Bylaws; electing, appointing or removing any member of any committee or any Director or officer of the Corporation; amending the Articles, restating the Articles, adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee.

4. Non-Board Representation on Committees. Non-Board community members will be encouraged to participate in committee work, and non-Board members may be appointed to any committee, except the Executive Committee, so long as such appointment and the make-up of the committee conforms to the provisions of these Bylaws.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall be July 1 through June 30 of each year, unless otherwise provided by resolution of the Board of Directors.

ARTICLE VIII

RECORDS AND REPORTING

1. Books and Records. The Corporation shall keep correct and complete books and records of account, including all contributions received and disbursements made, and shall also keep minutes of the Board of Directors, Executive Committee and other Board-level committees. Such records and books shall be retained as provided by duly adopted record retention policies.

2. Audit of Books. All financial records of the Corporation shall be audited at the end of each fiscal year by an independent certified public accountant in accordance with generally accepted standards and received by the Board of Directors.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS

1. Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter, a "Proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or while a director of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation or of a partnership, joint venture, trust or other incorporated or unincorporated enterprise, including service with respect to employee benefit plans or trusts, whether the basis of such proceeding is alleged action or inaction in an official capacity as a director, officer, partner, trustee, employee or agent or in any other capacity while serving as a director, officer, partner, trustee, employee or agent shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the New Mexico Nonprofit Corporation Act as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in this Article, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or a part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of

the Corporation. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its formal disposition; provided, however, that, if the New Mexico Nonprofit Corporation Act requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer of the Corporation (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to employee benefit plans or trusts) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise. The Corporation may, by action of its Board, provide indemnification and advance expenses to employees and agents of the Corporation and others permitted to be indemnified by the New Mexico Nonprofit Corporation Act with the same scope and effect as the foregoing indemnification and advancement of expenses of directors and officers.

2. Right of Indemnitee to Bring Suit. If a valid claim pursuant to Section 1 of this Article is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and, if successful in whole or in part, the claimant shall be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the New Mexico Nonprofit Corporation Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board, independent legal counsel, or its members, if any) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met

the applicable standard of conduct set forth in the New Mexico Nonprofit Corporation Act, nor an actual determination by the Corporation (including its Board, independent legal counsel, or its members, if any) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

4. Non-Exclusivity. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Corporation's articles of incorporation, Bylaws, agreement, vote of disinterested Directors or otherwise.
5. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, partner, trustee, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other incorporated or unincorporated enterprise (including an employee benefit plan or trust) against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the New Mexico Nonprofit Corporation Act.

ARTICLE X

DIRECTORS' CONFLICTING INTEREST TRANSACTIONS

The Board of Directors has adopted a Conflict of Interest Policy. Members of the Board of Directors, employees, committee members, and others, as deemed appropriate, are annually required to sign and adhere to the provisions of the Conflict of Interest Policy and to sign a Receipt and Acknowledgment and a Statement of Compliance. In general, no Director shall have a private financial interest, direct or indirect, in any transaction or arrangement with the Corporation, unless such interest has been disclosed and authorized by the Board of Directors at a meeting.

ARTICLE XI

AMENDMENT TO BYLAWS

These Bylaws may be altered, amended, or repealed by a two-thirds majority vote of the Board of Directors. Any proposal to amend these Bylaws must read into the minutes of a legal meeting of the Board of Directors, distributed to all members of the Board of Directors, and entered into the agenda of a subsequent meeting of the Board of Directors as an action item for a recorded vote. At least thirty (30) days must expire between the reading of the proposed amendment and the taking of a vote on its approval or rejection. These Bylaws may be altered, amended or repealed and new bylaws may be adopted at any regular meeting or at any special meeting of the Board of Directors, if written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting in a properly given notice of such meeting.

Adopted by the Board of Directors, United Way of Central New Mexico, on June 9, 2020.



Name: Rodney Truby

Title: UWCNM President & CEO

Name: _____

Title: UWCNM Board Chair