

BYLAWS
of
The New Mexico Humanities Council

Revised 11/16/2019

**Bylaws
of
THE NEW MEXICO HUMANITIES COUNCIL**

ARTICLE I. NAME

The New Mexico Humanities Council.

ARTICLE II. PURPOSE

The New Mexico Humanities Council (NMHC) is a nonprofit organization dedicated to bringing the humanities to public audiences throughout New Mexico. NMHC is partially funded by the State of New Mexico, is a grantee of the National Endowment for the Humanities, and is an affiliate of the independent Federation of State Humanities Councils.

ARTICLE III. MEMBERSHIP

The New Mexico Humanities Council is incorporated in the State of New Mexico as a corporation without members and does not have members as that term is defined in the New Mexico Nonprofit Corporation Act. The Board of Directors is the ultimate governing body.

A. Directors:

The Board will consist of up to 22 directors of which up to five directors or 25 percent of the membership will be appointed by the Governor. The Board of Directors is primarily responsible for providing independent oversight of the operations and financial assets of the NMHC. Directors are chosen to reflect the rich diversity of New Mexico's population, and to ensure the Board, as a whole, possesses the expertise required to successfully carry out its oversight responsibilities. As such, a director must be a New Mexico resident, and possess talents required to assist the Board in carrying out its fiduciary and other oversight responsibilities. At least one Director will have formal training and/or experience in financial management.

1. Elected Directors:

Up to 17 directors are elected by the Board to serve one three-year term with a maximum of two consecutive terms. Elections for directors will be held during the summer Board meeting to fill expired terms after compliance with the nomination procedures of these Bylaws. The term of office for all directors will begin January 1 of the year following election or appointment. Past Chairs will be accessible in an advisory, ex-officio capacity for two years.

2. Appointed Directors:

Up to five Board Directors or 25 percent of the membership may be appointed by the Governor of the State of New Mexico in accordance with the guidelines and procedures recommended by the National Endowment for the Humanities. Gubernatorial appointees will serve one three-year term beginning on January 1 of the year following appointment and may be reappointed for a second three-year term for a total of two consecutive terms.

B. Resignation, Termination, Vacancies:

A Director may resign or the Board may, by a two-thirds majority vote, remove an elected Director if that Director is not performing satisfactorily or fails to comply with the provisions of the Articles of Incorporation or the Bylaws of the Board. Board membership can be terminated for elected Directors after two consecutive absences at Board meetings and a persistent lack of participation in committee meetings and work. After the second absence from a Board meeting and a persistent lack of participation in committee meetings and work, the Chair will contact the Director in question to confirm their intent to remain an active and contributing Board member. The Board will review, and may vote to terminate, the Board membership of the Director in question after a second consecutive absence and continued lack of participation in committee meetings and work. The Chair will send the Director in question a letter advising them of any decisions made by the Board, and in the case of termination, thank them for their service to the NMHC. This policy may only be suspended by a two-thirds majority of the Board present and voting at a regular Board meeting. Vacancies may be filled by a majority vote of the remaining Directors, in the case of the resignation or termination of an elected Director. Vacancies created by the resignation or removal of Directors will be filled only if the unexpired term is one year or more. Thereafter, they may serve one additional term. Directors appointed by the Governor serve at the Governor's pleasure unless terminated after a second consecutive absence and continued lack of participation in committee meetings and work. If an appointed Director resigns, the Governor will appoint a replacement Director.

C. Meetings:

Meetings of the Board will be held at least three times a year at equal intervals at a time and place fixed by the Chair. Exceptions may occur to avoid conflicts with a national meeting of humanities' councils and endowments. The fall meeting will be the Annual meeting. Special meetings of Directors may be called by the Chair or by a majority of the Directors and will be held at a time and place fixed by the Chair or the persons calling the meeting.

D. Notice:

Notice of all Board Meetings and of Special Meetings stating the time, place, and purpose, will be given either personally by telephone, electronically, or by mail at the direction of the Chair, the Secretary/Treasurer, or the persons calling the meeting, to each Director entitled to vote at the meeting. Ten to 14 days' prior notice will be given to all Directors before a Special Meeting is called.

E. Quorum and Voting:

Each director will have one vote to cast for all purposes. The presence in person of one-third of the Directors will constitute a quorum. A quorum once attained continues until adjournment despite voluntary withdrawal of enough Directors to leave less than a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will constitute Directors' action.

ARTICLE IV. BOARD OF DIRECTORS

A. Officers:

The Officers of the Board will be a Chair, Vice Chair, Past Chair (ex-officio), Secretary and Treasurer. Officers (Chair, Vice Chair, Secretary, Treasurer) will be elected by the Directors at the summer Board Meeting when the terms of the current officers conclude (biannually). The current Vice Chair becomes Chair at the adjournment of the summer Board Meeting at which time the outgoing Chair becomes the Immediate Past Chair. An officer may be removed with or without cause by a two-thirds vote of the Board or may resign. Officers will perform the duties and have the powers assigned by the Board incident to the office and provided in these Bylaws. Only one director will be elected to each position.

1. Chair:

The Chair will be the Chief Executive Officer, will preside at all Board meetings, and when authorized, will execute and deliver documents in the name of the Board.

2. Vice Chair:

The Vice Chair will perform the duties of the Chair during the absence, disability or failure to act of the Chair, or whenever having been delegated the responsibility by the Chair. The Vice Chair serves as the Chair of the Nominating Committee.

3. Secretary:

The Secretary will be responsible for the seal, books and records of the Board, and the minutes of all meetings, will give all notices required and, when authorized, will execute, attest, seal, and deliver documents to authorities requiring them and will inform the Board of such actions. The Secretary will be supported by the staff in fulfilling these duties.

4. Treasurer:

The Treasurer will be responsible for financial records of the Council and the Board. The Treasurer will be supported by the staff in fulfilling these duties.

B. Duties and Authorities of the Board:

The Board is responsible for providing independent oversight of NMHC operations and financial assets, including approval of the annual budget, audit reports and financial statements, and U.S. Government Form 990. The Board has the authority to hire, evaluate, contract with and dismiss the Executive Director. The Board authorizes and constitutes employment searches for the Executive Director. In partnership with the staff, it establishes, approves, and evaluates all NMHC projects and programs.

C. Terms of Office:

Officers may not serve more than one two-year term in the same office except in the event of death, permanent incapacity, removal, resignation or lack of candidates for the office. In such circumstances, the Directors may vote to retain the outgoing officers for an additional year. Directors being considered for the position of Vice Chair must consent to serve a maximum of six years (Vice Chair, Chair and Past Chair). Past Chairs will serve in an ex-officio capacity for two years. Should a Vice Chair be unable to advance to the position of Chair and the Board elects to retain the current Chair for an additional year, there will not be a Past Chair. The Nominating Committee is responsible for presenting the Directors with a slate of candidates for director vacancies and officers at least three weeks prior to the summer Board Meeting during which voting will take place.

ARTICLE V. EXECUTIVE DIRECTOR

The position of Executive Director may be authorized and filled at the discretion of the Board. The Executive Director serves at the pleasure of the Board. At the time of employment, the Executive Director will have an advanced degree in a relevant field, a demonstrated ability to develop and successfully execute humanities programs, and the business acumen required for successful management of Council operations and financial assets. The Executive Director will execute the policies established by the Board and within the guidelines established by the National Endowment for the Humanities, maintain liaison with the National Endowment for the Humanities, administer the NMHC office, and hires staff with the approval of the Executive Committee. The Executive Director's performance will be reviewed annually by the Executive Committee after consultation with the Board of Directors. Annual salary increases for the Executive Director will be determined by the Board based upon a recommendation by the Executive Committee.

ARTICLE VI. COMMITTEES

A. Executive Committee

The Executive Committee is authorized to act on behalf of the Board between the regularly scheduled meetings and will report actions taken to the full Board either by mail or at the next meeting.

1. Number, Tenure, Qualification, Election:

The Executive Committee will consist of the Chair, the Vice Chair, Secretary, Treasurer and the immediate past Chair if still a Board director, and the Executive Director as an ex-officio non-voting member.

2. Meetings:

Meetings of the Executive Committee may be called by the Chair or by a majority of the Executive Committee members, and will be held at the time and place fixed by the Chair, or the persons who called the meeting, upon written or oral notice given to each Executive Committee member at least two days before the meeting.

3. Quorum, Action:

A majority of the number of Executive Committee members constitutes a quorum at Executive Committee meeting so long as at least two Board Officers are present.

4. Responsibilities:

The Executive Committee will recommend personnel policy and procedure to the Board, including but not limited to:

- a. completing and reporting an annual evaluation of the Executive Director after consultation with the full Board, and reporting the Executive Director's salary and benefits after they have been approved by the full Board;
- b. reporting the outcome of the Executive Director's annual evaluation of all staff; and
- c. reporting the Executive Director's recommendations for staff salaries and benefits to the full Board annually.

The Executive Committee will also:

- a. monitor the progress of all committees and report to the full Board;
- b. advise the Chair on meeting times and agenda, and advise on interim decisions between regularly or specifically scheduled Board meetings; and
- c. appoint the nominating committee.

B. Audit Committee

The Audit Committee will assist the Board in fulfilling its fiduciary responsibilities by annually reviewing Council financial accounting policies, practices, and controls. The Committee will report at least annually to the Board on their assessment of such matters. The Audit Committee will select an independent accounting firm to audit annually and report on the accuracy of Council financial records and the adequacy of Council accounting policies, practices, and controls. A new auditing firm will be chosen by the Committee at least every five years based upon a competitive solicitation of services from firms experienced in providing such services to the nonprofit sector. The firm chosen may not perform non-audit services for the Council during the period in which audit services are provided and will disclose to the Audit Committee for review all critical accounting policies and practices to be used by the firm in performing the audits. The Committee will review the scope and general extent of the examination to be performed prior to each year's audit. It shall review the audit results with the Executive Director and the independent accountants and recommend disposition of the report and any required actions to the Board. The Board will review and act on the results of the audit and any recommendations provided by the Audit Committee.

The Audit Committee will also advise Directors on matters involving compliance with the NMHC Board of Directors Code of Conduct, and will investigate suspected or actual violations of the Code and recommend appropriate corrective actions to the Board of Directors.

In keeping with common accepted practices, the Audit Committee will remain, at all times, separate from other Board committees and will have no other responsibilities assigned to it other than the financial and Code of Conduct oversight responsibilities defined above.

The Committee shall consist of two Board members, each of whom will be free of conflict of interest relative to the Council's business interests. The Treasurer of the Board and the Chair of the Finance Committee will serve as ex-officio, non-voting members of the Committee. Whenever Board membership permits, the Audit Committee membership will include at least one individual with formal training and/or experience in financial management.

C. Program Committee:

The Program Committee assists the Board in fulfilling its oversight responsibilities for all NMHC programs, ensuring that all programs are consistent with the NMHC vision and mission, cost-effective in providing humanities-related programming to underserved communities statewide, and in compliance with NMHC policies. The Committee will review proposed programs and recommend action on these programs to the Board. The Board will approve all new programs. The Committee will also formally assess each NMHC program on an annual basis and report the results of this assessment and any recommended actions to the Board.

D. Committee

The Grants Committee assists the Board in fulfilling its program oversight and fiduciary responsibilities by reviewing all requests for grant funding, and recommending to the Board appropriate action for each grant request. The Board of Directors must approve each project for which NMHC grant funding will be provided. For each successful grant request, the Committee will ensure that the project is consistent with the NMHC vision and mission, cost-effective in providing humanities-related programming to under-served communities in the State of New Mexico, and in compliance with NMHC policies.

E. Finance Committee

The Finance Committee assists the Board in providing oversight of Council financial assets by reviewing NMHC annual budgets, financial performance against the budget, and annual submissions of U.S. Government Form 990. The Committee will report on these matters at each Board meeting and make recommendations for Board actions as needed. The Board will approve an annual budget for the NMHC and the annual submission of U.S. Government Form 990 based on the recommendation of the Finance Committee. The Committee will also develop and submit for approval to the Board an investment policy for the NMHC Reserve Fund, and will provide oversight for the Reserve Fund, recommending actions to the Board as needed to ensure that investment goals are achieved. The Committee will report on the performance of the Reserve Fund and make recommendations for Board action if needed at each Board meeting. The Committee will review the performance of the investment advisor for the Reserve Fund at least every three years and recommend to the Board whether the services of the existing investment advisor should be retained or a new advisor should be sought. In the event that the Board determines that a new investment advisor should be sought, the Finance Committee will interview and recommend selection of a new advisor to the Board based upon a competitive solicitation of services from firms experienced in providing such services to the nonprofit sector. The Treasurer shall serve as the Chair of the Finance Committee.

F. Development Committee:

The Development Committee will assist the Board by providing recommendations to enhance and support non-federal program activities under the NMHC. The recommendations include both long-term and short-term goals and objectives. The committee will present to the Board concrete proposals for the implementation of goals and objectives. It will be the Development Committee's leadership role to encourage Board members to participate in fund raising activities and to develop the Board's capacity to be involved with NMHC activities. This committee will work closely with and coordinate its efforts with those of our committees to ensure availability of support resources to implement proposals.

G. Nominating Committee:

At the fall meeting of the Board, the Executive Committee will appoint a Nominating Committee of five directors. The Vice Chair of the Board will serve as the Chair of the Nominating Committee. The committee will:

1. Select a slate of new directors who are dedicated to the humanities to be elected at the summer Board meeting. The directors will represent the public-at-large and the academic community and should reflect the rich diversity of New Mexico's population, and possess talents required for an effective Board, including financial, fundraising, marketing, public relations, planning, and programming expertise.
2. Select in odd-numbered years a slate of three officers: Vice Chair, Secretary and Treasurer, from among directors who have not completed their terms of service.

H. Standing and Special Committees:

The Board, by a majority vote of the Board directors, may designate and appoint Standing and Special Committees. To the extent possible, committee members will be selected to represent the geographic, ethnic, academic, gender, and tenure diversity of the Board. A majority of the members of a Committee may designate necessary subcommittees, and may fix rules of procedure for the same.

I. Committee Meetings:

Notice of all committee meetings may be given orally, by email, or in writing by the Chair of the Committee or the staff member assigned to work with that committee and in such manner as may be adopted by each Committee. Committee members may participate in a meeting by conference telephone or other communications equipment by means of which all persons participating can hear each other, and participation in this manner shall constitute presence in person at the meeting.

ARTICLE VII. OPEN MEETING POLICY

All meetings of the Board shall be open to any citizen, except during discussion and voting upon election of new Directors to the Board. No such citizen may speak at a Board meeting without the permission of the Board. Any citizen who wishes to present material to the Board should do so in writing prior to the meeting. Personnel matters are the exclusive domain of the Executive Committee and no outsiders may observe.

ARTICLE VIII. MONETARY MATTERS

A. Funds and Borrowing

The depository for operating funds, the persons entitled to draw against these funds, the person entitled to borrow on behalf of the Board, and the manner of accomplishing these matters will be determined by the Directors and placed in the Policy and Procedures Document.

B. Compensation and Pecuniary Benefit

No director or officer will receive, directly or indirectly, any income, profit, compensation or pecuniary benefit from the NMHC, except that the NMHC will reimburse from corporate funds expenses incurred on behalf of the Board. The NMHC will not, under any circumstances, grant personal loans to NMHC directors or officers.

C. Provision Against Sharing in Corporate Earnings

No director or officer will receive at any time any of the net earnings of the NMHC or share in any of the corporate assets upon dissolution of the NMHC.

ARTICLE IX. INDEMNITY

The NMHC will indemnify each Director, Committee member, Officer, and staff member, and their heirs, legal representative and assigns, against expenses and attorney's fees actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which the Director, Committee member, Officer, or staff member is made a party by reason of being or having been a Director, Committee member, Officer, or staff member, provided that the Director, Committee member, Officer, or staff member agrees to reimburse the NMHC if it is subsequently determined that the Director, Committee member, Officer, or staff member was not entitled to indemnification by reason of misconduct in the performance of duty to the NMHC.

ARTICLE X. BOARD DIRECTOR AND STAFF CONFLICT OF INTEREST

The interest of the humanities requires a maximum contribution from the leaders in the field. Therefore Directors, NMHC employees, and their close relatives (parents, spouses, siblings and offspring), should not disqualify themselves from participation in projects supported by the NMHC merely because of their position. However, Directors, NMHC employees, and their close relatives should be alert to avoid any action which could possibly be interpreted as a use of their position to further their own interests or those of an institution with which they are affiliated. To ensure proper identification and management of conflicts of interest, all Directors and NMHC employees will declare in writing potential conflicts of interest and a plan for managing such conflicts on an annual basis.

ARTICLE XI. AFFILIATIONS

NMHC is affiliated with:

- A. National Endowment for the Humanities
- B. Federation of State Humanities Councils
- C. New Mexico Department of Cultural Affairs

NMHC receives federal funds from NEH and state funds from the Department of Cultural Affairs and is accountable thereto for those funds.

ARTICLE XII. AMENDMENTS

These Bylaws may be altered, amended or repealed by two-thirds vote of the Directors provided they have thirty days' notice of the amendment.

ARTICLE XIII. DISSOLUTION

In the event of dissolution of the New Mexico Humanities Council, the Directors shall select another non-profit organization with a similar purpose and program to be the recipient of its assets.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order shall serve as the parliamentary authority for NMHC. Where the Bylaws specifically differ from "Roberts," they shall prevail.