

Section 2. **Mission Statement.** Las Esperanzas, Inc. is an educational, social and charitable organization established to advocate for the renaissance of the Mesquite Historic District and original townsite of the city of Las Cruces, New Mexico through: the revitalization of our neighborhood; the protection of our culture; and the preservation and renovation of our buildings.

Section 3. **Public Foundation.** LEI is a federally tax exempt publicly supported charity as described in sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code or corresponding sections of future tax code.

Section 4. **No personal financial benefit.** No Member, Officer or any other individual shall directly financially benefit from the net earnings of LEI.

Section 5. **Nonpartisan.** LEI shall not participate in any political campaign on behalf of or in opposition to any candidate for public office.

Section 6. **Dissolution.** Upon dissolution of LEI, residual assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government or a state or local government for a public purpose.

Article 5 – Membership

Section 1. **Members.** LEI shall have two types of Memberships: Individual Memberships, which shall be one (1) person representing himself, herself or a corporation; and Family Memberships, which shall be two (2) or more people residing in the same household. Each Member will be registered with the Secretary. The Membership period is the current calendar year.

Section 2. **Dues.** Annual Individual and Family Membership dues shall be set by the Executive Committee of LEI, are due on January 1 and become delinquent if not paid by March 1.

Section 3. **Good Standing.**

- A. Members in Good Standing with LEI are those Members whose dues are not delinquent and who have not missed three (3) consecutive meetings without justified notice to the Secretary.
- B. New Members who have paid their dues and attended three (3) meetings in a five (5) month period become Members in Good Standing with LEI.

- C. Members who have lost their Good Standing status shall regain it once their dues are current and they have attended three (3) meetings in a five (5) month period.

Section 4. **Voting Rights.**

- A. All Members in Good Standing are entitled to vote on each matter submitted to a vote of the Membership.
- B. After attending two (2) consecutive meetings, a New Member is entitled to vote on each matter submitted to a vote of the Membership.
- C. Individual Memberships shall be entitled to one (1) vote. Family Memberships shall be entitled to up to two (2) votes, one (1) vote for and by each Member in Good Standing.
- D. **Vote by proxy.** LEI strongly asserts that all Members entitled to vote, vote in person. However, if a member justifiably cannot attend a meeting where an announced issue will be voted on, Members may vote by written proxy given to the Secretary prior to that meeting. General proxy voting is not acceptable.

Section 5. **Removal.** LEI may expel any Member for reasonable cause. The Executive Committee shall start the process of removal by notifying the Member at least thirty (30) days prior to the regular meeting where a vote will be taken to expel, and the Member will be offered an opportunity to address the Membership at that meeting prior to the vote. A unanimous affirmative vote of the Officers present plus a 1/3 affirmative vote of Members present at the meeting is required for expulsion.

Article 6 – Officers

Section 1. **Title, Election, and Term of office.** LEI shall be governed by its elected Officers consisting of a President, Vice-President, Secretary, Treasurer and Officer At Large. Each Officer shall have the duties and powers specified in Section 2 and those that are customary for that office. Officers shall be elected in odd numbered years at LEI's Annual Meeting by the Members entitled to vote, from a slate of candidates who are Members in Good Standing, presented according to a process determined by the current Executive Committee. The term of Officers shall be two (2) years or until a successor is elected.

Section 2. **Duties of Officers.**

- A. **President.** The President shall be the chief executive officer of LEI. The President shall preside at all business meetings. If the President is absent, then a member of the Executive Committee, in descending order, Vice-President -> Secretary -> Treasurer -> Officer At Large, shall preside.
- B. **Vice-President.** The Vice-President shall perform the duties of the President during any absence of the President.
- C. **Secretary.** The Secretary shall record and maintain in good order the minutes of any regular or special meeting.
- D. **Treasurer.** The Treasurer shall maintain the financial records of LEI and shall present a financial report at regular meetings.
- E. **Officer At Large.** The Officer At Large serves as advisor to the other Officers and is entitled to vote on each matter submitted for a vote of the Executive Committee.

Section 3. **Compensation.** The Officers of LEI may be entitled to such compensation as the Membership shall from time-to-time determine.

Section 4. **Resignation and Removal.** Any Officer may resign by giving written notice, including the effective date of resignation, to the President or the Secretary of LEI. The acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed with or without cause by action of the Membership. Three (3) unexcused absences by any Officer from regular meetings is cause for removal. Loss of Good Standing status is cause for removal.

Section 5. **Vacancies.** A vacancy in any office may, at any time, be filled for the unexpired portion of the term by a majority vote of the Membership at any regular or special meeting.

Section 6. **Liability.** No Officer shall be personally liable for any debt, obligation or liability of LEI.

Article 7 – Board of Directors

The Executive Committee will serve as the Board of Directors of Las Esperanzas, Inc.

Article 8 –Committees

Section 1. **Executive Committee.** The Officers of Las Esperanzas, Inc. make up the Executive Committee. The Executive Committee shall have the duty to advise the President in carrying out the duties of her or his office and other duties as specified in these Bylaws.

Section 2. **Other Committees.** The President, with the advice of the Executive Committee, shall appoint committees as needed. Committees may hold meetings without notice, shall keep minutes of those meetings and present a report at the next regular or special meeting of the Membership.

Article 9 – Meetings

Section 1. **Regular Meetings.** The Membership shall meet monthly to conduct the business of LEI at such time and place as determined by the Executive Committee. If circumstances prevent a regular meeting, the President may, with notice to the Membership, reschedule or cancel that meeting.

Section 2. **Annual Meeting.** An annual meeting of LEI shall be held in January of each year unless rescheduled by the Membership. The President shall make reasonable attempts to give prior notice made in writing, by telephone, by text message or by email, to every Member in Good Standing. The Annual Meeting shall be for the purpose of electing Officers in odd numbered years, strategic planning in even numbered years, and for receiving Annual Reports, paying Membership dues, and any other business as the Executive Committee determines.

Section 3. **Special Meetings.** The President, a majority of the Executive Committee or one third (1/3) of the Members in Good Standing may call for a special meeting giving at least a five (5) day notice to the Membership with the date, time and place of the meeting. Notice of special meetings may be made in writing, by telephone, by text message or by email.

Section 4. **Quorum.** At all meetings of LEI, the presence of a simple majority of the Executive Committee shall constitute a quorum for the transaction of business, except as otherwise provided by law, the Articles of Incorporation or these Bylaws. If a quorum shall not be present, those Officers present may adjourn without notice until a quorum shall be present.

Section 5. **Procedures.** Robert's Rules of Order Newly Revised shall govern the parliamentary procedures of LEI in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

Article 10 – Indemnification

Section 1. **Indemnification.** Any Officer or employee of LEI shall be indemnified and held harmless to the full extent allowed by law.

Section 2. **Insurance.** LEI may, but is not required to, obtain insurance providing for indemnification of Officers and employees.

Section 3. **Hold Harmless.** No Officer of LEI shall be personally liable to LEI for breach of fiduciary duty except as otherwise required by the provisions of the Not for Profit Corporation Act of the State of New Mexico.

Article 11 – General Provisions

Section 1. **Annual Report.** The Secretary of LEI, with assistance from the President, shall prepare the Annual Report.

Section 2. **Records.** LEI shall keep fiscal records and accounts, minutes of meetings and proceedings, and Membership records. Such records shall be kept at such place as specified by the Executive Committee. Any such record shall be in written form or in a form capable of being converted into written form. Upon election of new LEI Officers, the Executive Committee shall gather all Membership records, meeting minutes, financial records and documents, legally required reports and their instructions, legal documents and any other pertinent documents, and hand them over to the newly elected Executive Committee to be distributed to the appropriate Officer. Regulatory reports, fiscal records, meeting minutes and documents without historic significance shall be kept for seven (7) years and purged in the eighth (8th) year. Historical documents shall be kept indefinitely in paper or electronic form.

Section 3. **Inspection of Corporate Records.** Any Member in Good Standing, Officer or auditor shall have the right, on written demand stating the purpose thereof, to examine and make copies from the relevant fiscal records, accounts, minutes, and Membership records of LEI.

Section 4. **Fiscal Year and Reports.** The fiscal year of LEI shall be the calendar year for federal income tax purposes. The Executive Committee shall be responsible for filing all reports required by law and will report to the Membership when those filings have been submitted to and accepted by their respective government agencies.

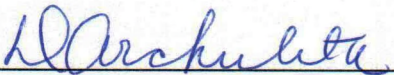
Article 12 – Amendments

Section 1. **Articles of Incorporation.** The Articles of Incorporation may be amended by the Executive Committee in concurrence with the Members in Good Standing as provided by law.

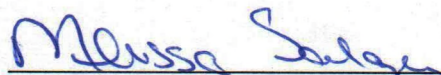
Section 2. **Bylaws.** The Executive Committee may amend the Bylaws at any regular or special meeting with the advice and consent of the Members in Good Standing in attendance, provided the Membership has been notified at least ten (10) days in advance of that meeting.

I certify that the foregoing Bylaws were adopted and ratified by the Members in Good

Standing of Las Esperanzas, Inc. on the 15th day of December, 2016.



Dolores Archuleta, President



Melissa Salazar, Secretary