

STORYTELLERS OF NEW MEXICO BYLAWS

ARTICLE I NAME:

1.1 BUSINESS NAME: This corporation shall be known as Storytellers of New Mexico, Inc., (STNM) and is incorporated under the laws of New Mexico as a 501(c)3 non-profit entity.

ARTICLE II PURPOSE:

- 2.1** This corporation is organized and shall be operated exclusively for educational, charitable, scientific, and cultural purposes to:
- a) Promote, support and encourage the art, knowledge and history of storytelling and;
 - b) Provide opportunities for storytellers and storytelling enthusiasts to meet and engage in the art of storytelling and;
 - c) Bring storytelling skills, techniques, and experience into new environments.
- 2.2** This corporation will, from time to time, raise operating funds by conducting seminars, holding festivals or other fundraising events, selling merchandise, collecting dues and performing all necessary transactions for the maintenance and growth of Storytellers of New Mexico, Inc.

ARTICLE III MEMBERS:

- 3.1 MEMBERSHIP:** Individuals become voting members of Storytellers of New Mexico, Inc. by submitting a registration form and payment of annual dues, as set by the Board of Directors.
- 3.1.1 A person who has paid the current year's dues is a member in good standing for the purposes of voting on issues and items properly brought before the membership at the annual meeting or other special meetings as may from time to time be called.
 - 3.1.2 Membership entitles individuals to a quarterly newsletter, website listing, e-mail updates on activities and storytelling opportunities, workshop discounts, and committee involvement.
 - 3.1.3 Individuals may become honorary members by approval of the board of directors based on nominees' contributions to the organization. Nomination can be submitted to the board of directors by any member of Storytellers of New Mexico, Inc. Honorary members shall have full membership rights; dues are waived for a defined term.
- 3.2 MEMBERSHIP MEETINGS:**
- 3.2.1 An annual membership meeting for the transaction of such business as may come before the membership shall be held at a time, date, and place designated by the board of directors and so stated in the meeting notice;
 - 3.2.2 So far as is possible, regular membership meetings shall be held monthly to disseminate information, conduct "story swaps," or workshops, or conduct such other business as may become necessary.
- 3.3 NOTICE OF MEMBERSHIP MEETINGS:** Notice of meetings shall be mailed to the last known address of current dues, and honorary, members through the quarterly newsletter, or by other correspondence sent by regular mail or electronic mail.
- 3.3.1 The Secretary or his/her designee shall give notice of all regular membership meetings to all voting members at least fourteen (14) days prior to the meeting date by regular mail, newsletter, electronic mail or telephone.
 - 3.3.2 The secretary or his/her designee shall give notice of the annual membership meeting at

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least twenty-one (21) days prior to the meeting date.

3.3.3 No additional periodic notice of regularly scheduled membership meetings is required once the schedule has been published.

3.4 QUORUM: Any business matter or item duly brought before the members at an annual meeting requires only a simple majority of the voting members (as described in Section 3.1) present to pass a resolution on the matter.

3.5 VOTING FOR DIRECTORS: Every member is entitled to vote for as many persons as there are directors to be elected.

3.5.1 Directors are elected by a simple majority of the votes cast by paper or electronic ballot delivered to the prior year's board of directors by the date of the annual membership meeting.

ARTICLE IV BOARD OF DIRECTORS

4.1 MEMBERS: The Board of Directors shall consist of a president, first vice-president, second vice-president, secretary, treasurer, and a minimum of three (3) and a maximum of seven (7) members at large, elected annually by the membership. The president shall preside over all board and membership meetings. In the absence of the president, the first vice-president shall preside. In the absence of the president and the first vice-president, the second vice-president shall preside.

4.2 AUTHORITY: The duly elected board of directors shall have full power to act in behalf of the organization.

4.3 DIRECTOR QUORUM AND VOTING: A majority of the elected board members shall constitute a quorum for the purpose of holding a board of directors meeting and transacting business. A simple majority vote of a quorum of directors present at a meeting is required to act on any issue properly brought before the board.

4.4 DUTIES:

4.4.1 It shall be the duty and responsibility of the board of directors to:

- a) Perform all duties assigned to them by the Articles of Incorporation, or by these by laws; and
- b) Appoint, remove, employ, discharge, and prescribe duties of agents and employees of the corporation; and
- c) Manage the business activities and affairs of the corporation; and
- d) Appoint two (2) directors, other than the treasurer, to conduct an annual internal financial audit, ensuring the financial status of the corporation, which becomes an official record by incorporation in the minutes; and
- e) Create an annual operations budget; and
- f) Meet at such times and places as required by law and these bylaws.

4.5 TERM OF OFFICE:

4.5.1 Each director shall be elected to serve, beginning at the annual board meeting, for a term of one (1) year or until a replacement is elected or appointed. The board of directors may designate an appointee to fill a director vacancy for the remainder of an unexpired term. The appointee shall have all the rights and responsibilities of an elected position.

4.5.2 The current directors can, at their discretion, appoint a director to fill a non officer position for the balance of the current year's term ensuring that the Board is composed of a minimum of three (3) and a maximum of seven (7) non officer directors.

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4.6 COMPENSATION:

- 4.6.1 Directors shall serve without salary, stipend, or other compensation for attendance at meetings of the directors and the performance of their duties as directors.
- 4.6.2 By resolution of the board of directors, travel and other expenses incurred for the benefit of Storytellers of New Mexico, Inc. and its activities, by directors and other members, can be reimbursed.
- 4.6.3 No expense reimbursement or restriction set forth in section 3.5.1 shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

4.7 DIRECTOR COMMITTEES

- 4.7.1 Quarterly board of director meetings should be held at a place agreed upon by members of the board and designated in the meeting notice. Members are welcome to attend board meetings.
- 4.7.2 Notices of board meetings by US mail, electronic mail, or telephone shall be sufficient to constitute valid notice. The secretary or his/her designee shall give notice of board meetings at least twenty-one (21) days prior to the meeting date by regular mail, newsletter, electronic mail or telephone.
- 4.7.3 SPECIAL BOARD MEETINGS: May be at the call of the president or two (2) board members.
- 4.7.4 ANNUAL BOARD MEETING: The annual board meeting for the transaction of such business as may come before the board shall be held at a time, date, and place designated by the board of directors and so stated in the meeting notice.

ARTICLE V: OFFICERS

5.1 OFFICERS AND BOARD MEMBERS: The board shall consist of a president, first vice-president, second vice-president, secretary, treasurer and a minimum of three to a maximum of seven at-large board members. Each person serves for one (1) year or until the next annual election. All officers shall be elected by ballot prior to the annual meeting. An officer can be elected to the same office only three (3) consecutive terms.

5.2 QUALIFICATION: Any member in good standing may be elected to any position. One person cannot be elected to two (2) positions at the same time.

5.3 SUBORDINATE OFFICERS: The board of directors may appoint such other officers or agents as they deem necessary. The general membership can override such decisions, should they deem it necessary. Such officers shall not serve longer than the appointing board. Such offices must be re-appointed on an annual basis.

5.4 VACANCIES:

5.4.1 Vacancy of the president shall be filled by the first vice-president and the second vice-president shall become the first vice-president. A new second vice-president shall be appointed by the board of directors for the balance of the term.

5.4.2 If the treasurer or the secretary are unable to fulfill the duties of the position, the balance of the current directors are obligated to appoint a replacement for the position for the balance of the current year's term.

5.5 RESIGNATION OF DIRECTORS: A director may resign at any time by giving a written notice of resignation to the corporation.

5.6 DUTIES OF PRESIDENT: The President shall:

- a) Be the chief operating officer of the corporation; and

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- b) Preside over board of director and membership meetings; and
- c) Abstain from voting during the course of board and membership meetings, except in the instance required to break a tie vote; and
- d) Execute checks, deeds, mortgages, bonds, or instruments authorized by the board of directors, and
- e) Perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

5.7 DUTIES OF THE FIRST VICE PRESIDENT: The first vice-president shall:

- a) Serve in the absence of the president; and
- b) Manage the corporate communication function which includes but is not limited to publishing the Storytellers of New Mexico, Inc. newsletter, disseminating news and information to members, posting information to the website; and
- c) Perform all duties incident to the office of the first vice-president and such other duties as may be prescribed by the president or the board of directors.

5.8 DUTIES OF THE SECOND VICE PRESIDENT: The second vice-president shall:

- a) Serve in the absence of the president and first vice president; and
- b) Manage the general program function which includes, but is not limited to, coordinating story swaps, workshops, Tellabration; and
- c) Perform all duties incident to the office of second vice president and such other duties as may be prescribed by the president or the board of directors.

5.9 DUTIES OF THE SECRETARY: The secretary shall:

- a) Be responsible for the minutes of board meetings and the annual membership meeting; and
- b) See that all notices are duly given in accordance with the provisions of the bylaws or as required by law; and
- c) Be custodian of the corporate records; and
- d) Authenticate records of the corporation when requested or required; and
- e) Perform all duties incident to the office of the secretary and such other duties as may be prescribed by the president or the board of directors.

5.10 DUTIES OF THE TREASURER: The treasurer shall:

- a) Manage the custody of and be responsible for all funds of the corporation, including the execution of checks; and
- b) Receive and give receipts for monies due and payable to the corporation; and
- c) Deposit monies in the name of the corporation as directed by the board of directors; and
- d) Maintain the membership roster of dues paying and honorary members; and
- e) Exhibit the books of account and financial records to any director of the corporation or to their attorney on request; and
- f) Perform all duties incident to the office of the treasurer and such other duties as may be prescribed by the president or the board of directors.

5.11 DUTIES OF DIRECTORS-AT-LARGE: Non-officer directors shall:

- a) Assist officers in the operation of the corporation and in achieving the purposes as set forth in Article II; and
- b) Serve on and/or chair committees in the performance of such organizational functions as membership, youth storytelling, director nominations, internal audit, fundraising, education and public relations, authorized by the board of directors.

5.12 ADVISORY COUNCIL: The advisory council may consist of one or more individuals who have demonstrated leadership and are respected as advisors within their areas of expertise so as to benefit Storytellers of New Mexico, Inc. as a whole. The advisory council may:

- a) Be appointed by the board of directors, who will determine criteria and length of service; and

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b) Assist directors in achieving the purposes of the organization.

ARTICLE VI FISCAL YEAR AND REGISTERED OFFICE:

6.1 The fiscal year of Storytellers of New Mexico, Inc. shall be July 1 to June 30.

6.2 The official registered office for the corporation shall be located in New Mexico, as the board of directors may designate or as the business of the corporation may require. The address of the registered office may be changed from time to time.

ARTICLE VII AMENDMENT:

7.1 There shall be an annual review of the Storytellers of New Mexico, Inc. bylaws

7.2 These bylaws shall only be amended by a majority vote of the membership.