

**AMENDED BYLAWS
OF THE
NEW MEXICO COALITION FOR LITERACY**

ARTICLE I. NAME AND PURPOSE

Section 1. Name.

The name of the organization shall be the New Mexico Coalition for Literacy,
hereinafter referred to as the "NMCL."

Section 2. Purpose.

The vision of the NMCL is that all adult New Mexicans are empowered to achieve their dreams through the foundational tools of reading, writing, and understanding the written word.

The mission of the NMCL is to partner with and create volunteer, community-based programs in New Mexico to facilitate the delivery of the foundational tools of reading, writing, and understanding for adults who read at or below a sixth grade level.

ARTICLE II. OFFICES, AGENT, AND PROPERTY

Section 1. Offices. The principal office of the NMCL in the State of New Mexico shall be located in the city of Santa Fe, county of Santa Fe. The NMCL may have other offices either within or without the State of New Mexico, as the Board of Directors may designate, or as the business of the NMCL may require from time to time. The registered office may be, but need not be, identical with the principal office in the State of New Mexico and the address of the registered office may be changed from time to time by the Board of Directors.

Section 2. Agent. The NMCL shall have and continuously maintain in the State of New Mexico a registered office, and a registered agent whose office is identical with such registered office, as required by the New Mexico Non-Profit Corporation Act.

Section 3. Property. No member, director, officer or employee of the NMCL or any private individual shall have any rights to or interests in the property or assets of the NMCL. In the event that the NMCL is liquidated or dissolved or ceases to actively carry on its business, all of the remaining property and assets of the NMCL after necessary expenses thereof shall be distributed to non-profit adult literacy concerns within the state of New Mexico as determined by the NMCL Board of Directors.

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ARTICLE III. MEMBERSHIP

Section 1. Eligibility. Membership in the NMCL shall include, but not be limited to, representatives of such groups and organizations as volunteer literacy providers, adult basic education providers, business, labor, libraries, educational institutions, media and students.

Section 2. Members. Membership shall be obtained by paying an individual or program membership fee.

Section 3. Voting Rights. Each individual member or the designated representative of a program shall be entitled to one vote on each matter submitted to a vote of the members. No one shall vote on a question affecting himself/herself.

Section 4. Advisory Council. The Advisory Council shall serve as a group of counselors to whom the NMCL may refer matters for advice. It shall consist of no more than 12 individuals who have a genuine interest in the objectives and mission of the NMCL, and who have agreed to serve as advisors to the Board in the areas of strategy or specific expertise and to provide extensive support in fundraising. The Executive Committee shall appoint such individuals to serve for 3 years on the Advisory Council or until their successors are appointed. They are welcomed at all Board meetings, but have no requirements to attend, and will serve without remuneration, or voting rights. The Advisory Council members shall not have a vote on matters brought before the board. Advisory Council members may resign at any time by providing written notification of their intent to resign to the secretary.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held on a date to be determined by the Board of Directors. Officers and new directors of the Board of Directors will be elected at this meeting. If the election of officers and directors of the Board of Directors is not held on the day designated herein for an annual meeting, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be conveniently set.

Section 2. Place of Meeting. The Executive Committee may designate any place, within the State of New Mexico, as the location of the annual meeting, or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the NMCL in the State of New Mexico.

Section 3. Notice of Meetings. Written or electronic mail notices stating the place, day and hour of any meeting of members shall be delivered, either personally, by postal mail, e-mail, or shall be posted on the NMCL website for each member entitled to vote at such meeting, at least twenty days before the date of such meeting, by or at the direction of the President or the Secretary, or the officers or persons calling the

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meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If postal mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the individual member at his/her address or the programmatic address as it appears in the records of the NMCL.

Section 4. Quorum. One-tenth of the members of the organization shall constitute a quorum.

Section 5. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

Section 6. Special Meetings. Special meetings of the members may be called by the President, Vice President in the absence of the President, or the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Governing Body. The principal governing body of the NMCL shall be the Board of Directors consisting of not fewer than fifteen and not more than twenty-one members. The Board of Directors should be constituted so as to represent the broadest geographical areas and literacy group or agency constituencies.

Section 2. Responsibilities. The Board of Directors shall have general charge and control of the affairs, funds and property of the NMCL including the power to hire an Executive Director and such other employees as it may determine. Directors shall be responsible to keep abreast of NMCL activities throughout New Mexico.

Section 3. Election. The Directors shall be elected at the annual meeting of the members from a slate prepared by the Nominating Committee by a majority of the votes cast. Nominations shall not be accepted from the floor. Each Director shall hold office from the time of his/her election until the annual meeting three years later, when he/she is replaced or re-elected. One third of the Board of Directors shall be elected each year.

Section 4. Meetings. The Board of Directors shall meet at least four times per year. Additional or special meetings may be held at a time and place specified by the President of the Board of Directors, with the consent of the majority of the Executive Committee. Meetings may be held by teleconference at the direction of the President.

Section 5. Notice of Meetings. Notice of any special meeting of the Board of Directors shall be given at least twenty days previously thereto by written notice delivered personally, by mail, facsimile, or electronic mail to each Director at his/her address as shown in the records of the NMCL. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so

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addressed. If notice is given by facsimile or other electronic communication system, such notice shall be deemed to be delivered when the facsimile or other electronic transmission is confirmed by the sending machine. Any Director may waive notice of any 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 transaction of any business because the meeting is not lawfully called or convened. The purpose or the business to be transacted at a special meeting shall be specified in the meeting notification.

Section 6. Quorum. One-third of the Directors of the Board then serving in office shall constitute a quorum at any meeting of the Board.

Section 7. Liability. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the organization. Further, every Director or his or her personal representative shall be indemnified by the NMCL against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a part by reason of his or her being or having been a Director or Officer of the NMCL, except in relation to such matters at to which he or she shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct or willful negligence in the performance of his or her duty as Director.

Section 8. Resignation. Two consecutive, unexcused absences in any one year by any Director from a Board meeting shall be deemed a resignation. Any Director may resign at any time by giving written notice to the President or Secretary of the NMCL.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of any increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though by not less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 10. Term limits. Directors shall be limited to two consecutive terms. After a one-year absence, a former director may be elected to serve on the board again.

Section 11. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 12. Voting Outside of Regular Meetings. If there is a need to poll members of the Board of Directors between meetings on any issue, electronic voting (email or facsimile) may be used. Motions can be made via email or facsimile. Once a motion is seconded, the officer conducting the poll will open discussions – allowing each board member an opportunity to make comments by email or facsimile.

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Comments will be sent to all members of the Board of Directors. The officer conducting the poll will announce a date and time certain for end of discussion. At the end of discussion the officer conducting the poll will restate the motion, summarize the debate, and request the body to vote. The request to vote will set a specific time by which voting will be completed. When the results are complete, the officer conducting the polling will announce the results. If any member of the Board requests verbal communication on the issue, the officer conducting the polling will schedule and preside over a conference telephone call.

The Parliamentary steps are as follows:

1. Motion
2. Second
3. Debate on the motion
4. Closing debate
5. Voting
6. Announcement of results

Section 13. Conflict of Interest

Every Director shall sign the Conflict of Interest Statement (attached) to ensure that no one serves on the Board of Directors while profiting in any way from a special interest related to the NMCL.

ARTICLE VI. OFFICERS OF THE BOARD OF DIRECTORS

Section 1. Officers. The Officers of the NMCL shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other Officers as may be elected in accordance with the provision of this Article. Any Officer shall serve on the Board for at least one year before taking office. The Board of Directors may elect or appoint such other Officers, as it shall deem desirable, such Officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. Election and Term of Office. The Officers of the NMCL shall be elected annually by the membership at the regular annual meeting from a slate prepared by the Nominating Committee. Nominations shall not be accepted from the floor. All prospective Officers must be current members of the Board of Directors. If the election shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his/her successor shall have been duly elected. The term of office for Officers shall be one year, and no Officer shall be eligible to serve more than two consecutive terms in the same office.

Section 3. Removal. Any Officer elected or appointed to the Board of Directors or elected by

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membership may be removed by the Board of Directors whenever in its judgment the best interests of the NMCL would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the NMCL and shall in general supervise and control all of the business and affairs of the NMCL. The President shall be an ex-officio member of all committees except the Nominating committee. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper Officer of the NMCL authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other Officer or agent of the NMCL. In general the President shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors from time to time. The President shall appoint committees as needed except the nominating committee.

Section 6. Vice President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the NMCL, receive and give receipts for monies due and payable to the NMCL from any source whatsoever, and deposit all such monies in the name of the NMCL in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Treasurer may assign certain of the above duties to the NMCL staff, while overseeing the general financial status of the organization.

Section 8. Secretary. The Secretary shall keep, or cause to be kept, the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post-office and electronic mail address of each

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member which shall be furnished to the Secretary by each member; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Secretary may assign certain of the above duties to the NMCL staff.

ARTICLE VII. STANDING COMMITTEES

Section 1. Standing Committees. There will be six Standing Committees of the Board of Directors whose conduct shall conform to the provisions of this Article. Those Committees shall be:

1. Planning
2. Legislative
3. Public Relations
4. Nominating
5. Financial Resources and Fundraising
6. Audit

The chair of each committee shall be an elected NMCL Board member. With the exception of the nominating and executive committees, committees may consist of NMCL members and non-members with expertise to assist the work of a committee. The NMCL President shall solicit and/or appoint the constituents of all committees except the nominating committee. Ad hoc committees, for example, Grants Review and Governance, may be created by the President, as needed. The Grants Review ad hoc committee will conduct annual grants selection and provide follow-up reviews as needed. The Governance ad hoc committee will be responsible for the organizational structure of the corporate body, including Personnel Policy reviews and reviewing and amending by-laws as needed. Any committee constituent thereof may be removed by the person or persons authorized to appoint such committee constituent whenever in his/her or their judgment the best interests of the NMCL shall be served by such removal.

Section 2. Committee Obligation of Directors. It is an obligation of each Director of the Board of Directors, with the exception of the President of the NMCL, to serve on one of the standing committees.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the NMCL and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

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Section 5. Rules. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 6. Committees and Reports. The President shall appoint a chairperson from among the Board members for each ad hoc and standing committee except for the nominating committee (See Section 7.D.). All reports will be submitted to the appropriate Board members for review approximately ten business days prior to meetings of either the executive committee or full board.

Section 7. Committee Responsibilities

A. Planning Committee:

1. Shall review and/or update annually the Strategic Plan
2. Plan the annual meeting with support of the NMCL's Executive Director
3. Plan the annual retreat for Board of Directors
4. Perform other duties as determined by the President and Board of Directors and request help from the NMCL staff, as needed.

B. Legislative Committee:

1. Shall lead the legislative initiatives, dealing with the New Mexico Legislature and/or the U.S. Congress
2. Perform other duties as determined by the president and Board of Directors and request help from the NMCL staff, as needed.

C. Public Relations Committee:

1. Shall be responsible for informing the public about activities of the NMCL
2. Shall seek media coverage of events of the NMCL
3. Shall release official statements concerning the NMCL's position on issues
4. Perform other duties as determined by the President and Board of Directors and request help from the NMCL staff, as needed.

D. Nominating Committee:

1. Shall consist of three to five directors. The Nominating Committee and its chair shall be selected by the Executive Committee no later than sixty days prior to the annual meeting and their names reported to the Board of Directors.
2. Shall present a slate of one or more candidates of each open position on the Board of Directors in writing to the membership of the NMCL at the annual meeting, the consent of each nominee having been previously obtained.
3. Shall likewise present a slate of candidates for each officer of the NMCL at the annual meeting, prospective officers being current members of the Board of Directors.

E. Financial Resources and Fundraising Committee:

1. Shall support the Executive Director in developing an annual budget
2. Shall maintain accurate accounting of all funds collected and disbursed by the NMCL

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3. Shall plan for organizational fundraising.
4. Shall perform other duties as determined by the President and Board of Directors and request help from the NMCL staff, as needed.

F. Audit Committee:

1. Audit committee members, the majority of whom are board members, shall be people who have the financial expertise to carry out the committee charter.
2. Prepare and annually update, if needed, a Board-approved committee charter which describes the objectives of the committee.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall consist of the Officers of the NMCL, the immediate past President and the chairperson from each Standing Committee.

Section 2. Authority. The Executive Committee shall have the powers of the Board of Directors between meetings of the Board. Actions of the Executive Committee shall be reported to the Board of Directors at the first Directors' meeting following the actions taken by the Executive Committee.

ARTICLE IX. AFFILIATES

Section 1. NMCL Affiliates. Affiliates shall be defined as community-based literacy programs that are served by NMCL training, technical services, and/or grants.

Section 2. Program Credibility. Affiliates shall be approved by the NMCL Board of Directors. The programs must remain in good standing, using as standards either the ProLiteracy accreditation standards or those stated in the NMCL grant application and guidelines. The NMCL has an obligation to serve the programs equitably. Program affiliates may not compete with the NMCL for legislative funding or grant funding which are for the purpose of serving all programs equitably.

ARTICLE X. EXECUTIVE DIRECTOR

Section 1. Ex-officio Member. The Executive Director shall be an ex-officio, non-voting member of all committees.

Section 2. Hiring and Disciplinary Action. Procedures for hiring and for conducting disciplinary action of the Executive Director shall be found in the NMCL Personnel Policies, a copy of which is attached hereto.

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Section 3. The Executive Director is an authorized agent of the NMCL and as such he/she is empowered to sign any and all of the foregoing documents which are specifically delegated herein or by the President or an officer.

ARTICLE XI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the NMCL 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 NMCL and such authority may be general or confined to specific instances.

Section 2. Check, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the NMCL shall be signed by such Officer or Officers, agent or agents of the NMCL and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments not in excess of \$300.00 shall be signed in a timely manner by the agent or agents of the NMCL authorized to sign and countersigned by the agent or agents of the NMCL authorized to sign.

Section 3. Deposits. All funds of the NMCL shall be deposited in a timely manner to the credit of the NMCL in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept or decline on behalf of the NMCL any contribution, gift, bequest or devise for the general purposes or for any special purpose of the NMCL.

ARTICLE XII. BOOKS AND RECORDS

The NMCL shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its meetings. The NMCL shall keep at its registered or principal office a record giving the names and addresses of the individual and programmatic members entitled to vote. All books and records of the NMCL may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XIII. NON-DISCRIMINATION

There shall be no discrimination on the basis of race, color, religious preference, national origin, gender, sexual orientation, age, disability or veteran status with respect to members of the NMCL's governing body.

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ARTICLE XIV. FISCAL YEAR

The fiscal year of the NMCL shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XV. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the New Mexico Corporation Act or under the provisions of the articles of incorporation or bylaws of the NMCL, 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 deed equivalent to the giving of such notice.

ARTICLE XVI. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised, shall govern this organization in all instances in which they are applicable and in which they are not inconsistent with the bylaws.

ARTICLE XVII. AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed in whole or in part and new bylaws may be adopted by a two-thirds vote of the members present at any regular meeting or at any special meeting, provided a copy of the proposed alteration or amendment shall have been mailed, emailed, or posted on the NMCL's website for each member of the organization at least twenty days before the date of such meeting.

ARTICLE XVIII. ADDENDA TO THE BYLAWS

Section 1. Addenda. Addenda to the bylaws shall consist of such additional statements of organizational structure, procedure, and purposes as are deemed necessary for the orderly and systematic guidance of the NMCL.

Section 2. Addenda Change. Addenda may be added, or present addenda changed or deleted, upon a majority vote of the board members present and voting at any meeting of the NMCL Board of Directors.

THESE AMENDED BYLAWS were adopted at the meeting of the membership held on June 17, 2011.

ATTEST: PRESIDENT

SECRETARY

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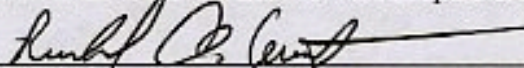
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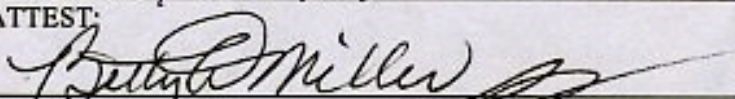
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SECRETARY

Approved June 17, 2011