

**BYLAWS
ARSENAL PERFORMING ARTS, INC.
A NEW MEXICO NON-PROFIT CORPORATION**

**ARTICLE I
NAME AND PURPOSE**

Section 1: Name

The name of the organization shall be “Arsenal Performing Arts Inc.” It shall be a nonprofit organization incorporated under the laws of the State of New Mexico.

It shall be referred to within this document as the “Corporation”. The Corporation may also use the synonymous names “Arsenal”, “Arsenal Drum & Bugle Corps”, or such other Doing Business As names as the Board might approve.

Section 2: Purpose

Arsenal Performing Arts Inc. is organized exclusively for charitable, religious, educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Our mission is to provide performing arts programs for the greater New Mexico community in order to improve the artistic environment of the area as well as provide training in music, dance, and performance. We hope to emphasize the development of leadership and social skills through the challenge, experience, and self-discipline presented by the organization through performance, competition, and our everlasting pursuit of greater heights.

**ARTICLE II
OFFICES**

Section 1: Registered Office

The Corporation shall continuously maintain an office within the State of New Mexico and the State of Texas and this office shall be at the same address as the registered agent.

Section 2: Principle Office

The Principal Office for the transaction of business of the Corporation is located in the State of New Mexico with offices in El Paso, TX.

Section 3: Other Offices

The Corporation may also have offices at such others places, within or without the State of New Mexico, where it is qualified to do business, as its business may require as the Board of Directors may, from time to time, designate.

ARTICLE III MEMBERSHIP

Section 1: Membership

There will be no members of the Corporation. All responsibility and function will be vested in the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 1: General Powers

The business affairs of the Corporation shall be administered by the Board of Directors as provided in these bylaws and in a manner consistent with the New Mexico Nonprofit Corporation Act. The Board may approve and publish Policies and Procedures related to such administration in addition to the procedures set forth in these bylaws. Although the Board shall have the power to hire and terminate the Executive Director and the Directors of Affiliate Programs as well as the authority to approve a budget, it shall not have the authority to make specific decisions related to performance of the Drum Corps and other Affiliate Programs, such as which instruments to purchase, who to hire as instructional staff, leasing of rehearsal sites, rehearsal and performance schedules, what music is played or routines used. Such decisions relating to the performance of the Drum Corps or Affiliate Program shall be made by the Executive Director and individual Program's staff within the parameters of the overall budget approved by the Board.

Section 2: Number and Terms

The number of Directors constituting the Board of Directors shall at be no fewer than three (3) and not more than eleven (11), not counting ex officio Board members. Directors need not be residents of the State of New Mexico, but must be able to attend the Board Meetings either in person, by phone or video conference, or such other electronic means as may be approved by the Board and allowed by law.

Except for the terms of the initial Board elected by the Incorporator, terms for all Directors on the Board shall be for three years. Each member of the Board of Directors may only serve for two consecutive terms. Board members may be elected to serve additional terms after at least one year off the Board. Directors may be appointed to fill a partial term and such partial term shall not be counted in the limit on serving consecutive terms.

Section 3: Method and Manner of Appointment

The initial Directors of the Corporation shall be appointed by the incorporator for specified terms, not to exceed three years, and thereafter Directors shall be elected from a slate of nominees prepared and adopted by the Board and presented at the first and subsequent annual meetings. Vacancies in office that occur following the election of Directors shall be filled for the remainder of the unexpired term by an affirmative vote of a majority of the remaining Directors.

Section 4: Ex-Officio Members

Only the Executive Director will be granted Ex-Officio membership status for the Board of Directors. He/She may join in discussions of the Board but is not permitted to vote.

Section 5: Compensation

Service on the Board of Directors is voluntary and no Director shall be paid a salary or stipend by the Corporation for his or her service on the Board of Directors. The Board may provide by resolution for Directors to be reimbursed for their expenses, if any, of attendance at a meeting of the Board.

Section 6: Removal

A Director may be removed by a two-thirds (2/3) majority vote of the Directors for failure to attend five (5) consecutive meetings, and may be removed for cause other than nonattendance by a majority vote of the Directors. A Director may be removed without cause by a vote of three-quarters of the Directors.

ARTICLE V OFFICERS OF THE BOARD

Section 1: Officers

The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and the Executive Director. President, Treasurer and Executive Director shall be held at all times; all other officer positions are optional.

Section 2: Election and Term

All Officers of the Board shall be elected by the Board of Directors and each Officer shall serve a term of one year, or until a successor has been. Each Officer may serve multiple terms. Officer vacancies shall be filled by the Board of Directors for the unexpired portion of the term.

Section 3: President

The President shall be the Principal Officer of the Board of Directors, shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board, and, subject to the control of the Board of Directors, shall supervise the Executive Director and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 4: Vice-President

The Vice President shall, in the absence or disability of the president 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. The Vice President shall perform such other duties as from time to time may be assigned by the President.

Section 5: Secretary

The Secretary shall:

- a. keep the minutes of the meetings of the Board of Directors;
- b. see that all notices are duly given in accordance with the provisions of these bylaws,
- c. keep a register of the current mailing and e-mail address of each Director, which shall be furnished to the Secretary by such Director;
- d. prepare and file annual reports and other reports necessary to the continuation of the Corporation, and
- e. in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President

Section 8: Treasurer

The Treasurer shall:

- a. have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in such depositories as shall be selected in accordance with the provisions of these bylaws;
- b. prepare, or cause to be prepared, a true statement of the Corporation's assets and liabilities as of the close of each fiscal year, which statement shall be made and filed at the Corporation's registered office or principal place of business in the State of New Mexico within four months after the end of such fiscal year and thereafter kept available for a period of at least ten years;
- c. prepare and ensure the filing of tax returns and other financial reports required of the Corporation and;
- d. in general perform all of the duties incident to the office of treasurer

ARTICLE VI BOARD MEETINGS

Section 1: Annual Meeting

The Board shall hold an Annual Meeting in September of each year. The annual meeting shall be conducted with the primary purpose of electing Directors and officers for the coming year, but secondary business such as would take place at a regular meeting may also be conducted.

Section 2: Regular Meetings

The Board of Directors shall hold regular meetings throughout the year in addition to its annual meeting on at least a bi-monthly basis. The Board of Directors may provide by resolution the time and place for holding such regular meetings without other notice than said resolution. Additional regular meetings may be held in the absence of any designation in the resolution. Regular meetings shall be open to members and staff of the organization. In the event that matters of personnel or internal finance must be discussed, the Board can call a special meeting that is closed.

The notice of all regular meetings of the Board of Directors shall be given at least three (3) days prior to the meeting by notice delivered personally or sent by mail, email, or telephone to each Director at his or her address as shown by the records of the Corporation.

Section 3: Special Meetings

A special meeting of the Board of Directors may be called by or at the request of the President. The notice of any special meeting of the Board of Directors shall be given at least three (3) days prior to the meeting by notice delivered personally or sent by mail, email, or telephone to each Director at his or her address as shown by the records of the Corporation.

Section 4: Quorum for Meetings

A majority of the voting members of the Board of Directors shall be deemed to be a quorum for the transaction of business.

Section 5: Conflict of Interest

All Directors will be required to sign a conflict of interest statement and whenever an Officer or Member has a financial or personal interest in any matter coming before the Board of Directors or Membership, the affected person shall

- a) fully disclose the nature of the interest and
- b) withdraw from discussion, lobbying, and voting on the matter.

ARTICLE VII COMMITTEES

Section 1: Nominating Committee

The Board of Directors shall appoint a Nominating Committee for the purposes of identifying candidates to become new Directors of the Board and to formulate a slate of candidates from the existing Directors for the Officer positions.

Section 2: Ad Hoc Committees

The President may form other committees as needed with the approval of the Board of Directors. The President shall appoint the Chair of the Committee, who in turn shall select the members of his/her Committee.

ARTICLE VIII EXECUTIVE DIRECTOR

Section 1: Executive Director

The Board of Directors shall appoint and engage an Executive Director to oversee and manage the Corporation, the Arsenal Drum and Bugle Corps, and all other Affiliate Programs associated with the Corporation. The Executive Director may also be referred to as the Corps Director, and the duties, compensation, and other terms of employment for the Executive Director shall be established by and set forth in, a contract approved by the Board of Directors. This shall include the authority to make and authorize expenditures of funds in accordance with the budget approved by the Board and the responsibility to make a monthly report to the Board of all such expenditures so made or authorized.

- a) The Executive Director shall supervise and manage all aspects of the Arsenal Drum & Bugle Corps and other performing ensembles including the purchasing of equipment and the hiring of Staff.
- b) The Executive Director shall also perform such other duties as may be prescribed by the Board of Directors from time to time.
- c) The Executive Director shall sit on the Board of Directors as an Ex-Officio member.

**ARTICLE IX
FINANCES**

Section 1: Fiscal Year

Arsenal Performing Arts Inc's fiscal year shall be from October 1st to September 30th.

Section 2: Method of Accounting

The Corporation shall use the Accrual Method of Accounting.

Section 3: Annual Budget

The Annual Budget shall be prepared and presented to the Board of Directors before the annual Board Meeting in September to be approved for the fiscal year.

**ARTICLE X
CONTRACTS, LOANS, ACCOUNTS, DEPOSITS, AND CHECKS**

Section 1: Contracts and Other Instruments

Only the Executive Director shall have the authority to enter into any contract or execute and deliver any contract or instrument in the name of and on behalf of the Corporation, including but not limited to contracts, deeds, mortgages, bonds, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business. The Executive Director may act without prior approval provided that the sum of the contract does not exceed \$1,000, however, expenditures of more than \$1,000 shall require the approval of the President or Vice President of the Board.

Section 2: Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors.

Section 3: Bank Account

A bank account shall be maintained by the Treasurer for the sole purpose of business operations of the Corporation.

Section 4: Deposits

All funds of the Corporation shall be deposited in the bank account maintained by the Treasurer.

Section 5: Checks, Drafts and Debits for the Payment of Money

The signature of the President, Vice President or Executive Director is sufficient for amounts under \$1,000 spent in accordance with a budget previously approved by the Board. All other checks, drafts, or orders for the payment of money over \$1,000 issued in the name of the Corporation shall be signed by the Executive Director and require the additional signature of the President or Vice President.

**ARTICLE XI
INDEMNIFICATION**

In accordance with the provisions of Section 53-8-26, NMSA 1978 (1995 Cum. Supp.), each officer and Director of the Corporation shall be indemnified against reasonable expenses, costs and attorney's fees actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or of having been a Director or officer. Such indemnification shall include amounts reasonably paid to satisfy a judgment or compromise or to settle a claim. The officer or Director shall not be indemnified if he or she shall be adjudged to be liable on the basis that he or she has breached or failed to perform the duties of his or her office and the breach or failure to perform constitutes willful misconduct or recklessness.

**ARTICLE XII
AMENDMENT OF BYLAWS**

Section 1: Notice

Notice of any intent to amend the Bylaws of this Corporation must be communicated to each voting member at least two (2) weeks in advance of the meeting at which the proposed change will be voted upon.

Section 2: Changes

Changes to the Bylaws require a two-thirds (2/3) majority vote of the voting members present and voting. Abstentions will not be counted in determining whether a proposal is accepted or rejected. Absent members shall not be allowed to vote by proxy. A quorum must be present.

**ARTICLE XIII
LIMITATION ON EARNINGS AND DISSOLUTION**

Section 1: Limitation

No part of the net earnings of Arsenal Performing Arts Inc shall inure to the benefit of any Director of the Corporation, Officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of the purposes set forth in Article One hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2: Dissolution

Upon the dissolution of the Corporation, 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 to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the

Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

THESE BYLAWS are adopted by the Board of Directors, this _____ day of _____, 2016.

BOARD OF DIRECTORS

By: _____

By: _____

By: _____

By: _____