

NEW MEXICO ENGINEERING FOUNDATION (NMEF) BYLAWS

ARTICLE I -Name

The name of the corporation shall be the New Mexico Engineering Foundation (NMEF), and will be hereinafter referred to as the Foundation.

ARTICLE II -Purpose

The purposes of the Foundation as stated in its Articles of Incorporation are:

1. To carry on through the use of the Foundation's assets, including the income there from, for exclusively educational, literary, scientific and charitable purposes, or anyone of them, or to the use of any corporation, trust, fund or foundation whose purposes and operations are exclusively charitable, scientific, literary or educational, in furtherance thereof, including but not limited to the following:

- a) To conduct and support educational programs in engineering;
- b) To grant scholarships, provide guidance, support mathematics and science-related competitions and by other means encourage worthy students to pursue training in scientific fields leading to engineering careers;
- c) To foster, promote and preserve the profession of engineering through the dissemination of educational information in all its forms; and
- d) To serve as a catalyst for the advancement of engineering education in New Mexico through cooperative and constructive efforts among the engineering profession, elementary and secondary schools and post secondary schools of engineering and engineering technology;

provided; however, that no part of the assets or income of the Foundation shall inure to the benefit of any donor to the Foundation, and provided further that the Foundation shall not engage in, nor shall any of its funds or property be used in, carrying on propaganda or otherwise attempting to influence legislation.

2. To receive by gift, bequest, devise or in any other manner, money, assistance and any other form of contribution, whether of real, personal or mixed property, from any person, firm or corporation to be used in the furtherance of the objectives and purposes of this Foundation.

3. To establish one or more offices and to contract such services as may be deemed necessary or proper to conduct and carry on the work of the Foundation and to pay for the services of such persons a reasonable compensation.

4. To contract and be contracted with, and to enforce same, invest and reinvest the funds of the Foundation, and to do all acts and things requisite, necessary and proper or desirable to carry out and further the objects and purposes for which this Foundation is formed.

ARTICLE III-Offices

The Foundation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the State of New Mexico as the Board of Directors (hereinafter the Board) may from time to time determine.

ARTICLE IV-Board of Directors

Section 1. General Powers. The general powers of the Foundation shall be vested in the Board of Directors (the Board), which shall control and manage the affairs of the Foundation and select the recipients who will benefit from the purposes and objectives of the Foundation.

Section 2. Composition and Terms. The Board shall be comprised of not less than four (4) officers and a minimum of eleven (11) directors. All officers and directors of the Board must be donors of \$100 or more to the Foundation each year they serve. Directors shall serve for three-year staggered terms. Directors may serve no more than two consecutive terms.

Section 3. Election of Directors. A nominating committee, chaired by the Foundation Past President and composed of Board members whose terms do not expire, shall develop a slate of nominees sufficient to fill the positions of the Board members whose terms are about to expire to be presented to the Board at the last regular Board meeting of the fiscal year. The slate will be presented to the Board for vote. The Board, at its discretion, may also elect additional Board members by majority vote at any regular Board meeting. As far as possible, New Mexico's geographic areas, population centers and professional and technical engineering societies shall be represented on the Board.

Section 4. Regular Meetings. The Board shall hold at least four regular meetings a year. Roberts Rule of Order will be maintained during meetings.

Section 5. Special Meetings. Special meetings of the Board may be called by or at the request of the President or a minimum of three of the remaining officers and directors. The person(s) authorized to call special meetings of the Board may fix any place, either within or without the State of New Mexico, as the place for holding such special meeting. Any special meeting of the Board may be held by telephone conference call.

Section 6. Notice of Regular Meeting. Written or printed notice stating the place, day and hour of any regular meeting of the Board shall be delivered, either personally, by mail or by email, to each Board member not less than ten days before the date of such meeting, by or at the direction of the President, or the Secretary/Treasurer, or the person(s) calling the meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the

Board member at his/her address as it appears on the records of the Foundation, with postage thereon prepaid. Any Board member may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

Section 7. Proxies. A Board member may designate any other Board member to serve as his or her proxy for any regular or special meeting. Such proxy designation must be submitted in writing or electronically to the Board President, the Executive Director or the Board member designated to act as proxy.

Section 8. Action Without Meeting. The Board may act without a formal meeting if each member of the Board shall consent in writing (sent via regular or electronic mail, by courier or in person) thereto. Such consent or consents shall be filed in the minute book. In addition, the directors may consent to corporate action as authorized by New Mexico Non-Profit Corporation Act (section 58-8-97).

Section 9. Notice of Special Meeting. Notice of any special meeting of the Board shall be given at least three days prior by telephone or electronic mail. The purpose for which the meeting is called shall be stated in the notice. 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. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

Section 10. Quorum. A majority of the Board, including duly executed proxies, shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 11. Attendance. An officer or director is expected to miss no more than two meetings in a row without a valid reason and a proxy in his/her stead or shall be subject to removal from the Board per Section 16.

Section 12. Vacancies. The Board may act to fill the unexpired term of a sitting officer or director who resigns, who is removed from the Board, or who cannot continue to serve on the Board.

Section 13. Compensation. Officers and directors shall receive no compensation for their services, but by resolution of the Board they may be reimbursed for their expenses of attendance at meetings of the Board or for other activities specifically directed by the Board.

Section 14. Executive Authority. Executive authority for management and administration of the Foundation may be vested in an executive director contracted by formal action of the Board.

Section 15. Committees. The Board may establish such committees as are necessary to carry out the purposes of the Foundation. Persons may be designated as committee members who are not members of the Board.

Section 16. Removal. Any officer or director of the Board or member of any committee may be removed for cause by the affirmative vote of two-thirds (2/3) of the entire Board at a meeting of the Board, and placed on the official published agenda.

ARTICLE V -Officers

Section 1. Officers. The officers of the Foundation shall be a President, a Vice-President, a Secretary/Treasurer and the immediate Past President. These officers shall comprise the Executive Committee, which may act on behalf of the Board between meetings of the Board, subject to notification to the Board of any action taken on its behalf.

Section 2. Terms of Office. All officers shall be elected by the Board at the last meeting of each fiscal year. The outgoing president shall pass the gavel to the incoming president at the close of this meeting, and at that time the new officers begin their term. The officers shall hold office for one year. Officers in elected positions may be elected to a second term in the same office.

Section 3. Duties of Officers. The duties of the officers shall be such as usually attached to such offices and further duties as may be designated from time to time by the Board.

Section 4. Surety Bond. At the direction of the Board, the Secretary/Treasurer and/or any other officer of the Foundation may be bonded. The premium on said bond shall be paid by the Foundation.

Section 5. Fiscal Year. The fiscal year of the Foundation shall be from July 1 through June 30, or as determined by the Board.

ARTICLE VI –Awards

Section 1. Awards Program. The Board may establish and fund an awards and recognition program for the furtherance of the Foundation.

Section 2. Distinguished Professional. A Distinguished Professional of the Foundation shall be a person who has been awarded this title by the Board in recognition of distinguished contribution to the benefit of engineering.

ARTICLE VII -Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board may authorize an officer or officers, agent or agents of the Foundation, to enter into a contract or execute and deliver an instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by

such officer or officers, agent or agents of the Foundation in such manner as shall from time to time be determined by resolution of the Board.

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

Section 4. Gifts. The Board may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation. Gifts, donations and bequests may be given directly to the Foundation with directions that the principal or the income there from shall be used for certain specified purposes, or the principal of such gift, donation or bequest may be given to some other person, corporation or director with instructions that the income there from shall either be paid to the Foundation or disbursed in accordance with direction by the Board, provided, however, that the uses and purposes of such gifts, donations and bequests, either of income or principal, shall be in accord with the purpose of the Foundation specified in the Articles of Incorporation.

ARTICLE VIII -Books and Records

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the Board. All books and records of the Foundation may be inspected by any Board member, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX –Seal

The Board may provide a corporate seal that shall be in such form and design as may be directed by the Board.

ARTICLE X -Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the New Mexico Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or by the bylaws of the Foundation, 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 deemed equivalent to the giving of such notice.

ARTICLE XI -Indemnification of Officers and Directors

Section 1. Right to Indemnification. Each person who was or is made a party or is involved in any action, suit or proceeding, whether civil, administrative or investigative (hereinafter, a"

proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Foundation or while a director of the Foundation shall be indemnified and held harmless by the Foundation to the fullest extent authorized by the New Mexico Nonprofit Corporation Act.

Section 2. Right of Indemnitee to Bring Suit. If valid claim pursuant to Section 1 of this Article is not paid in full by the Foundation within ninety (90) days after a written claim has been received by the Foundation, the claimant may at any time thereafter bring suit against the Foundation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim

Section 3. Non-Exclusivity. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive to any other right which any person may have or hereafter acquire under any statute, provision of the Foundation's Articles of Incorporation, Bylaws, agreement, vote of members or disinterested directors or otherwise.

Section 4. Insurance. The Foundation may maintain insurance, at its expense, to protect itself and any director, officer, partner, trustee, or agent of the Foundation or another corporation, partnership, joint venture, trust or other incorporated or unincorporated enterprise against any such expense, liability or loss, whether or not the Foundation would have the power to indemnify such person against such expense, liability or loss under the New Mexico Nonprofit Corporation Act.

ARTICLE XII -Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by two-thirds of the members of the Board, including duly executed proxies.

ARTICLE XIII -Dissolution, Use of Assets, Activities

Section 1. In the event of the dissolution of this Foundation, after paying or making provision for payment of all of the liabilities of the Foundation, the Board shall dispose of all assets, if any, exclusively in the furtherance of the specific objectives for which it was formed, namely for educational, literary, charitable and scientific purposes as described in Article II - Purpose.

Section 2. If at any time in the future there should be money or property of any kind in said Foundation, no dividends of any kind shall ever be declared for the use and benefit of any officer or director of said Foundation, except that the Foundation is authorized and empowered to pay reasonable compensation for services rendered and to make distributions in the furtherance of educational, charitable and scientific purposes of the Foundation.

Section 3. This Foundation shall never directly or indirectly, through any part of its activities, attempt to influence legislation by propaganda or otherwise.

Section 4. Notwithstanding any other provisions of these articles, the corporation shall not carry

on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Incorporated by the State of New Mexico 9/28/90

New Mexico Engineering Foundation Bylaws adopted 4/7/90, as amended 4/22/95, as amended 9/23/95, as amended 4/19/97, as amended 5/8/98, as amended 11/24/03, as amended 6/04/2010.