

**By-Laws of Supporting People in Need (S.P.I.N.)
Non-Profit Corporation
adopted at the March 7, 2017 Meeting**

ARTICLE I: NAME

This organization shall be known as Supporting People in Need, Inc., (S.P.I.N.) a nonprofit corporation, hereinafter referred to as the "Corporation."

ARTICLE II: PRINCIPAL OFFICE

The principal office of the Corporation will be at a location within the state of New Mexico as the Board of Directors may determine from time to time.

ARTICLE III: PURPOSE

The purpose of the Corporation is to: The purpose of the Corporation is to provide permanent supportive housing and/or services to homeless individuals with substance abuse problems and mental illness and for individuals and families in need. The corporation is formed for charitable purposes, including the making of distribution to organizations which qualify as tax exempt organization under Section 501(c) (3) of the Internal Revenue Code. The Corporation promotes its purposes by collaborating with diverse organizations, agencies, partners, communities, and individuals, among others to build capacity for self-reliance and a sustainable future. The Corporation may establish and promote projects and activities which further its purposes; and may work with others in carrying out programs that accomplish its mission and have nonprofit, 501(c)(3) purposes.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Qualifications and Election:

The directors of the Corporation shall be active in and supportive of the purposes of the Corporation, shall be voting members of the Corporation, and shall conduct the affairs of the Corporation in a charitable and educational manner to improve the social and economic conditions of the populace. The initial Board of Directors will be composed of the original incorporators of this nonprofit corporation and shall serve until the full Board of Directors is elected by the voting membership. Where reference is made to the Board of Directors, or the Board, such reference will mean and include the persons so designated.

Section 2: Number of Voting Members of the Board of Directors

The Board of Directors of the Corporation shall be composed of no less than five nor more than eight individuals.

Section 3: Length of Terms

Once the full Board of Directors is elected by the voting directors, each Director shall serve for two years. There is no limit on the number of terms each Director can serve. Any Directorship to be filled by reason of an increase in the number of voting Directors may be filled by the Board of Directors for a term of office continuing only until the next election of Directors. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent voting Director.

Section 4: Removal of Directors

A Director who is not active in the affairs of the Corporation and misses two consecutive Board meetings without valid excuse will be removed from the Board upon an affirmative vote of a majority of the remaining directors. Any member of the Board of Directors may be removed from office by the vote of a majority of the total members of the Board at any scheduled meeting of the Board.

Section 5: Resignations

Any Director may resign at any time by giving 30 days written notice to the Board President. If the President resigns, written notice shall be given to the Vice-President.

Section 6: Vacancies

If any vacancies shall occur on the Board of Directors, such vacancy may be filled for the remainder of the unexpired term by a person elected by majority vote of the remaining voting Directors, even if the same is less than a quorum. In the event of a vacancy on the Board, the directors shall fill the vacancy by election at a regular Board meeting.

Section 7: Compensation

No Director will receive any compensation for service on the Board or as an Officer. However, nothing herein contained shall be construed to preclude any Director from serving the Corporation in some other capacity and receiving compensation for actual services provided to the Corporation. Such compensation must be approved in advance by an affirmative vote of a majority of the voting members of the remaining Directors. Furthermore, a Director may receive reimbursement for actual expenses incurred as a Director conducting the Corporation's business and activities, including mileage to Board meetings. The rate of such compensation for services and/or reimbursements must be approved by the affirmative vote or written consent of a majority of the Board according to a budget for these services and/or expenses that is approved by the Board in advance and where funds for such expenses have already been secured.

ARTICLE V: DUTIES OF DIRECTORS**Section 1: General Powers and Duties**

The Board of Directors will exercise and perform all the duties and powers conferred or imposed upon the Directors by these By-laws, the Articles of Incorporation, and the Nonprofit Code of the state of New Mexico, including the general powers to manage, direct, and control the activities, affairs, and property of the Corporation. It is the duty of the Board of Directors to manage these activities, affairs, and property with care and loyalty to the purposes of the Corporation. The Board may delegate responsibility for day-to-day operations of the Corporation

to an Executive Director and appropriate committees, but such delegation shall not absolve the Board from its oversight responsibilities.

Section 2: Special Powers and Duties

In addition to and without limitation of the foregoing general powers and duties, and such powers and duties as are vested in the Board of Directors by the New Mexico Nonprofit Code and laws and regulations for tax-exempt status under the Internal Revenue Service Code, the Board of Directors is vested with and responsible for, the following powers and duties:

A. Selection, appointment, and removal of all officers, agents, and the Executive Director of the Corporation and the fixing of any compensation.

B. The power to contract for and pay for, as reasonably necessary, fire, casualty, blanket liability, malicious mischief, vandalism, errors and omissions, and other insurance insuring members, the Corporation, the Board of Directors, the officers, agents, and employees of the Corporation, and other interested parties as the Board deems advisable.

C. The power to cause the Corporation to indemnify as appropriate the officers, directors, agents, fiduciaries, employees, and members of the Corporation to the fullest extent permitted by law.

Section 3: Books

The Board of Directors shall cause to be maintained a full set of books and records showing the financial condition of the affairs of the Corporation in a manner consistent with generally accepted accounting principles. The Board shall have control of any books, papers, or documents in the hands of the officers. All books, records, and papers of the Corporation, except those relating to personnel, legal, and other matters that the Board by resolution exempts for legitimate reasons, will be available for inspection by other Directors and partners in the Corporation's activities. Such may be copied at the principal office of the Corporation or at such other place as the Board may prescribe, subject to reasonable rules established by the Board for the time of inspection and payment of reproduction costs. A written request for inspection of the books can be emailed and a response will be given within 72 hours.

ARTICLE VI: OFFICERS

Section 1: Designation

The officers of this Corporation shall consist of a President, a Vice-President, a Treasurer, and a Secretary. The officers shall be elected by a majority vote of the voting Directors at their first meeting, and in each annual meeting thereafter. The officers shall be elected from the voting members of the Board of Directors. Such officers shall hold their respective offices for a term of one year, or until their successors are elected and qualified, unless they shall resign, be removed, or become disqualified.

Section 2: Multiple Officers

Any two of the said offices, except the offices of President and Secretary, may be held by the same person, if the Board of Directors shall so determine.

Section 3: Vacancies

In case a vacancy or vacancies shall occur in any of said offices, the same may be filled for the remainder of the unexpired term by majority vote of the qualified Directors.

Section 4: Removal of Officers

Upon affirmative vote of the majority of the entire Board of Directors, any officer may be removed for cause as determined by the Board, and her or his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

Section 5: Other Officers

The Board of Directors may, from time to time, appoint other officers of the Corporation, who shall perform such duties as may be assigned to them. They shall hold such offices at the pleasure of the Board.

ARTICLE VII: DUTIES OF OFFICERS**Section 1: Duties of the President**

The President shall convene regularly scheduled or special Board meetings and shall preside at or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, Treasurer. The President shall, in conjunction with at least one other board member, set the agenda for regular and special meetings.

The President shall sign all contracts and other instruments in writing authorized by the Board of Directors to be executed and shall have the active management of and general supervision over the affairs of the Corporation. She or he shall perform such other duties as may be required by law, by these Bylaws, and by the Board of Directors, and in general shall perform the duties and functions usually pertaining to and vested in the president of a Corporation.

Section 2: Duties of the Vice President

It shall be the duty of the Vice President in case of absence, sickness or other disability preventing the President from performing the duties of the office, to perform and discharge the duties and functions of the President, and such other duties as may be required of her or him by the Board of Directors.

Section 3: Duties of the Secretary

The Secretary will be Secretary of the Board of Directors. It will be the duty of the Secretary, or designee, to give proper notice of all meetings to the Board of Directors, to attend all such meetings and to keep, record, and preserve the minutes of all meetings of the Directors. The Secretary, or designee, will also attend to the filing of all papers and reports required by law to be filed. In general, the Secretary will perform such duties as usually pertain to the office of the Secretary, and such as may specifically be assigned by the Board of Directors.

Section 4: Duties of the Treasurer

The Treasurer will be the custodian of the funds of the Corporation, and all securities, valuable papers and documents connected with and pertaining to the business of the Corporation, which

shall be kept in such depositories and in such manner as directed by the Board of Directors. The Treasurer, or designee, will from time to time, disburse the funds of the Corporation in accordance with a budget prepared and approved by the Board of Directors and will keep complete and proper records, accounts, and vouchers for all funds disbursed. The Treasurer will present reports on the approved budget and bring to the Board's attention any budgetary and financial issues of significance. The Treasurer shall chair the Finance Committee; present the Corporation's Annual Budget for approval; help develop fundraising plans; and make financial information available to Board members and the membership on a reasonable basis.

ARTICLE VIII: MEETINGS OF DIRECTORS

Section 1: Regular Meetings and Notice

The Board of Directors shall meet at least 4 times annually, at a place and time designated by the Board and with at least 1 week notice to all members of the Corporation. Notice will be given by e-mail.

Section 2: Special Meetings

Special meetings of the Board of Directors may be called for the purpose of taking immediate action on any matter and may be called by

- a. any two voting Directors of the Board;
- b. one-third of the members in good standing; or
- c. the President

Notice for Special Meetings shall be given at least 4 days in advance by the most efficient and effective means to reach all Directors, including electronic communications.

Section 3: Executive Session

Any voting Board Member can call for an Executive Session during any meeting called by the Board. The Board will move immediately into Executive Session on the affirmative vote of a majority of the directors present.

Section 4: Quorum to Conduct Business

A Board meeting must be attended by a quorum of at least three-fifths of the Board members before business can be transacted or motions made or passed. However, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, or by these Bylaws.

Section 5: Notice and Attendance

Any Director may at any time waive the notice required to be given under these Bylaws, or action may be taken by unanimous written consent thereto without a meeting. Any or all Board members may participate in a meeting by conference telephone or other communications equipment by which all persons participating can communicate with each other at the same time, and such participation shall constitute presence in person at the meeting.

Section 6: Voting

For any matter which these Bylaws or the provisions of the New Mexico Nonprofit Corporation Act authorize or require voting by the Board of Directors of the Corporation, each voting Director will have one vote to be cast for any such matter. Electronic voting is allowed and results of each voting Director shall be documented. Voting by proxy shall be permitted.

Section 7: Presumption of Assent, and Noting of Dissent

Directors who are present at a meeting of the Board of Directors at which a decision or action on any matter is taken will be presumed to have assented to the decision or action unless their dissent is entered into the minutes of the meeting, or they file their written dissent to such decision or action with the person recording the minutes within ten (10) days of adjournment. Such right to dissent shall not apply to a Director who voted in favor of the decision or action at the meeting.

ARTICLE IX: COMMITTEES**Section 1: Creation of Committees or Advisory Councils**

The Board, by a majority vote, may establish committees or advisory councils as needed. The Board minutes shall state the purpose and duration of the committee, how it shall be constituted, how it shall carry out its duties, and the terms of service for persons appointed to serve. At least one Board member shall have oversight of any such committee or council. In appointing Committee Members or Advisors, the Board may consult with local organizations or community leadership. Committee Members or Advisors may be representatives from partnering groups or organizations. Such appointees serve at the discretion of the Board of Directors and will not be considered Directors.

Section 2: Limitation on Powers

No committee or advisory council shall have any power to fill vacancies on the Board; adopt amend or repeal the by-laws; amend or repeal any resolution of the Board; elect or remove any officer or director; adopt a plan of merger; or authorize the voluntary dissolution of the Corporation or act on matters committed by the by-laws or resolution of the Board to another committee of the Board.

ARTICLE X: AUTHORIZATION**Section 1: Debts and Obligations**

No Officer, Director, partner, or other associated person of this Corporation shall authorize or incur any debt or obligation on its behalf except by authority contained in a motion approved by the Board of Directors.

Section 2: Execution of Documents

All written obligations of the Corporation shall be signed with the corporate name by the person or persons so designated by the Board of Directors. If necessary or required, the signature will be attested to by the Secretary.

Section 3: Checks and Funds

All checks drawn on Corporation funds will be signed with the corporate name by the person or persons so authorized by a resolution of the Board of Directors. Corporation funds will be deposited in an insured financial institution or institutions, as determined by the Board of Directors.

Section 4: Corporate Icon or Logo

The Board of Directors will have the power to select and to alter a corporate icon or logo for appropriate use. If a corporate icon or logo is created, it shall be used according to resolution of the Board, the laws of state of New Mexico and other rules and regulations pertaining to nonprofit corporations.

Section 5: Bonding

The Board of Directors may require officers and employees of the Corporation to furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Corporation.

ARTICLE XI: INDEMNIFICATION

Section 1: Indemnification of Agents

The organization shall indemnify any agent of the organization including Directors, Officers, Staff, and Volunteers who were or are a party, or are threatened to be made a party, to any proceeding, administrative or investigative, as such a person was or is an authorized representative of the organization. This indemnification against expenses, judgments, fines, and amount paid in settlements actually or reasonably incurred by such a representative of the organization is contingent upon the determination that such person acted in good faith and in a manner he/she believed to be in, or not opposed to, the best interests of the organization. With respect to any criminal proceeding, indemnified persons shall have had no cause to believe that their conduct was unlawful. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own gross negligence in the performance of a duty to the Corporation.

Section 2: Indemnification Obligations

To satisfy indemnification obligations the organization may maintain insurance, obtain a letter of credit, act as a self-insurer, create a reserve trust, cash collateral, enter into indemnification agreements, or use any other arrangement whatsoever in such amounts, at such costs, and upon other terms and conditions that the Board shall deem appropriate.

Section 3: Advisement

This indemnification shall be made only if the organization shall be advised by its Board of Directors acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding, or (2) if a quorum is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely as to all questions of law, on the advice of independent legal counsel.

ARTICLE XII: FISCAL YEAR

The Fiscal Year of the Corporation will be the calendar year. The Fiscal Year is subject to change from time to time, as the Board of Directors shall so determine.

ARTICLE XIII: AMENDMENTS

These By-laws, or any part thereof, and the Articles of Incorporation, may be amended by addition or deletion by an affirmative vote of two-thirds of the total number of the voting Board of Directors. Proposed amendments must be submitted to the Secretary and sent out with board meeting notices to the Directors and Membership at least two weeks in advance.

CERTIFICATE

We, the undersigned, the President and Secretary of the Board of Directors of this nonprofit corporation, do hereby certify that the foregoing bylaws were duly adopted by a resolution of the Incorporating Board of Directors, with a quorum present, on March 7, 2017, in Silver City, New Mexico.

President

Secretary-Treasurer