

AMENDED AND RESTATED BYLAWS

Of

THE ALBUQUERQUE COUNCIL FOR INTERNATIONAL VISITORS dba GLOBAL TIES ABQ

A New Mexico Nonprofit Corporation

Approved September 14, 2017

ARTICLE I: NAME and OFFICES

The organization will be known as The Albuquerque Council for International Visitors dba Global Ties ABQ (herein referred to as "GLOBAL TIES ABQ".) The principal office of GLOBAL TIES ABQ sometimes referred to in these Bylaws as the "Corporation," is in Albuquerque, New Mexico.

ARTICLE II: PURPOSE

Global Ties ABQ contributes to world peace by creating global connections among the people of New Mexico and emerging leaders from around the world. We do this through tools such as international exchange programs, local educational programs, and international community-building activities as well as any other initiatives that achieve this overarching purpose.

ARTICLE III: MEMBERSHIP

Section 3 .1.Membership Qualifications.

Membership is open to all persons and organizations who wish to support the mission of GLOBAL TIES ABQ and pay the membership dues established by the Board. The Board may change membership dues for a future fiscal year, but not for the current fiscal year. The Board may elect to set different dues for different categories of Members, including the waiver of dues when determined appropriate.

All members must adhere to the Global Ties ABQ Code of Ethics.

Section 3.2.Meetings of Members

There shall be an annual meeting of the membership in September, or such other date as shall be determined by the Board of Directors for the purposes of electing (*as needed*) new board members who have been appointed in the interim to fill vacant positions or to start service. Board members are elected by the Members in their first year of service; subsequent years of service are approved by the Board. In this meeting, Members will also receive reports on the annual operations and programs, financial condition, and future goals of GLOBAL TIES ABQ.

Section 3.3.Notice of Meetings

Notice of all annual meetings and of the business to be transacted at the meetings shall be mailed, emailed, or delivered to all Members not less than seven days nor more than 30 days before such meetings. A proxy form will also be provided for those who cannot attend in person.

Section 3.4.Quorum and Voting.

Only Members whose dues are fully paid (or properly waived in advance as provided in Section 3.1) are entitled to vote. A Member may vote in person or by proxy executed in writing by the Member. Proxies shall be sent to the secretary of GLOBAL TIES ABQ, the GLOBAL TIES ABQ office, or brought to the meeting to be certified by the Secretary. Fifteen percent (15%) of Voting Members represented in person or by proxy, shall constitute a quorum at any meeting. A simple majority of Voting Members present at any meeting is required to pass a vote on decision is decided upon by the majority of the Members present.

If a quorum is not achieved, a second membership meeting is called within a week of the first meeting to vote. No quorum is required to pass a vote for the second membership meeting.

Section 3.5 Books and Records.

All books and records of GLOBAL TIES ABQ may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time, to the extent required by applicable law.

Personal member information may be released after explicit permission of the member concerned.

Section 3.6 Termination of Membership

Members may lose their membership status if they resign (dues are nonrefundable), fail to renew, or if they are expelled due to a violation of the GLOBAL TIES ABQ Code of Ethics and/or disruptive behavior. Expulsion shall be determined by the Board of Directors.

ARTICLE IV: THE BOARD OF DIRECTORS

Section 4.1. General Duties and Powers

The general supervision and management of GLOBAL TIES ABQ shall be vested in the Board of Directors. In the management of the property, business and affairs of Global Ties, the Board is hereby vested with all powers possessed by GLOBAL TIES ABQ itself, insofar as this delegation is not

inconsistent with law or the Articles of Incorporation or with these Bylaws. Each director shall have one vote. A simple majority of the Board of Directors is required to pass motions brought before the Board. The Board of Directors has the primary responsibilities:

- (1) The Board of Directors will create, oversee and update GLOBAL TIES's standing rules (hereinafter referred to as the "Standing Rules") which shall govern the administration and operations of GLOBAL TIES ABQ to the extent administration and operations are not governed by these Bylaws. In its sole discretion, the Board may generate, terminate or amend any part of the Standing Rules.
- (2) Acting through the Executive Committee (as defined in Section 5.1 below), it is responsible for hiring and firing the Executive Director who will be responsible for the efficient operations of GLOBAL TIES ABQ. The Executive Committee shall have the power to establish the salary and benefits of the employee(s) and conduct performance reviews. As part of its evaluation process, the Executive Committee may solicit input from other members of the Board, member volunteers, interns, contractors, community partners and others who work with or for the employee(s). The decision of the Executive Committee shall, however, be final as to any employment or salary/benefit decisions.
- (3) The Board of Directors shall act towards ensuring that Global Ties ABQ has adequate financial resources for its mission and activities (through fundraising, grants and other appropriate means), and shall oversee the fiscal responsibility and viability of GLOBAL TIES ABQ.

Section 4.2.Election, Number and Term of Office.

The Board of Directors shall consist of the five (5) officers who are members of the Executive Committee, (President, Vice President, Immediate Past President (optional), Secretary and Treasurer) and up to 10 additional Directors. The total number of Directors, including the Executive Committee members, shall not be fewer than five (5) and not more than fifteen (15).

Except for the Directors who are elected as President, Vice President and Treasurer, Directors shall serve one year terms from October 1 to September 30 or until the Director's successor has been elected, whichever is later.

The Director who is elected as President may serve a two-year term in this position if supported by the Board.

The Vice President may serve up to a five-year term on the Executive Committee from October 1 of the year elected to September 30 of the fifth year. They may serve as Vice President up to two years, President for two year; and Immediate Past President for one year.

Directors (including members of the Executive Committee) may serve up to a maximum of six (6) consecutive years. Before serving beyond six years, the Board member must step down from the Board for at least one year.

Section 4.3. Qualifications of Directors.

Each Director shall be a Member in good standing, with all current dues paid (or properly waived in advance pursuant to Section 3.1), at the time of his or her election. Board members should represent diverse experience and qualifications that will serve the organization. Each Director should provide meaningful support to GLOBAL TIES ABQ either personally or via their contacts.

The Nominating Committee, described below in Section 4.10, shall assist the Board of Directors in identifying new candidates for the Board of Directors, including candidates for the Executive Committee.

Sections 4.4. Election of Board Members

There shall be an annual meeting of the membership in September, or such other date as shall be determined by the Board of Directors for the purposes of electing (as needed) new board members who have been appointed in the interim to fill vacant positions or to start service. Board members are elected by the members in their first year of service; subsequent years of service are approved by the Board.

The officers are elected by the board annually and presented to the members at the annual meeting.

Section 4.5. Resignation and Removal of Director

A Director may resign from the Board of Directors by notifying the President in writing, or by announcing his or her resignation at a Board meeting. Directors may be removed before the end of their term in accordance with this Section.

(a) Any Director missing two (2) successive meetings without a written explanation satisfactory to the Board of Directors may be removed by the majority of the Directors when a quorum exists. The decision to remove a Director of the Board shall take immediate effect and that Director should be notified in writing. See Standing Rules for the most current policy on removal of a Director.

(b) Violation of Code of Ethics.

Section 4.6. Vacancies.

In the event of any vacancy on the Board of Directors (including the members of the Executive Committee) through death, removal, resignation or other cause, the Executive Committee shall, after consultation with the Nominating Committee and with a majority vote, appoint a successor to complete the term of the Director whose position was vacated.

Section 4.7. Compensation.

No compensation shall be paid to Directors acting in their capacity as a member of the Board of Directors. Expenses for corporate purposes will be reimbursed in accordance with the Standing Rules.

Section 4.8. Committees.

A. The Board of Directors may designate and appoint one or more ad hoc committees (in addition to the Executive Committee and the Nominating Committee). The President shall be an *ex officio* member of all committees, except the Nominating Committee. These committees serve as advisors to the Board and must seek Board approval to implement any recommended actions. The Standing Rules will document the committees' roles, responsibilities and membership. Members of the ad hoc committees do not have to be members of GLOBAL TIES ABQ.

B. A committee chair will normally serve a term ending on the September 30 following his or her appointment. Each committee, and the members thereof, shall, however, serve at the pleasure of the Board. Any committee member or chair of a committee may be removed from the committee at any time, with or without cause, by a majority vote of the Board of Directors. Removal of a Director as committee chair or from a committee shall not constitute removal from the Board of Directors.

C. Each committee shall regularly consult with Global Ties ABQ employee(s) in carrying out its assigned responsibilities. The employee(s) may be appointed as a member of a committee, or simply act as a consultant from time to time, consistent with the needs of the committee.

Section 4.9. Nominating Committee.

The Nominating Committee shall consist of at least three members, the Vice President, one Director (other than the President) and such other Board members and/or GLOBAL TIES ABQ Members as the Board of Directors shall determine, as well as the Executive Director. No one shall serve on the Nominating Committee for more than two consecutive years other than the Executive Director.

At least three (3) months prior to any scheduled election of Officers by the Members, or upon the occurrence of any vacancy on the Board of Directors, the Nominating Committee shall be convened to identify potential candidates to fill the vacancy. The Nominating Committee shall make recommendations to the board for a vote to (i) determine the executive slate, or (ii) select a Director to be appointed to fill a vacancy, or (iii) present a Director(s) to be voted on by the Voting Members

At the election by Members, additional nominations of new Directors shall be permitted, with prior consent of the prospective nominee.

ARTICLE V: OFFICERS

Section 5.1 .Election of Officers.

The officers of GLOBAL TIES ABQ may consist of the President, the Vice President, Immediate Past President (optional), the Treasurer, and the Secretary. These officers constitute the Executive Committee. Members of the Executive Committee shall initially be elected by a simple majority vote of the Board of Directors present (in person or by proxy) at the Board meeting held in July.

Section 5.2. President.

The President shall preside at all meetings of Directors, and shall be an *ex officio* member of all Board committees, except the Nominating Committee. They execute the requirements of the Bylaws and Standing Rules. They shall rule on all questions and points of order that may arise during the course of meetings. They represent and promote GLOBAL TIES ABQ at outside functions and to other organizations. The President shall also lead the Executive Committee in the evaluation of the Executive Director. The President may have additional duties documented in the Standing Rules.

Section 5.3. Vice President

The Vice President shall exercise the duties of the President when the President is unable to serve or is otherwise unavailable. The Vice President will become President in one or two years and chairs the Nominating Committee.

Section 5.4. Immediate Past President (optional)

The Immediate Past President provides a "corporate memory" at Board meetings, and assists the President and Vice President as needed.

Section 5.5. Treasurer

The Treasurer is the custodian of GLOBAL TIES ABQ funds. The Treasurer shall be responsible for overseeing the financial management of GLOBAL TIES ABQ, including financial reports, filings with local, state and federal taxation authorities, and annual budgets, to see that they are prepared in accordance with generally accepted accounting principles. The Treasurer will also be responsible for overseeing any audit of GLOBAL TIES ABQ accounts, when directed by the Board of Directors. They are responsible for assuring the membership list is current and consistent with dues payments received.

Section 5.6. Secretary

The Secretary shall send notices of all meetings of the Board of Directors; keep minutes thereof, and file them at the office of the Corporation. In the event of the Secretary's absence at a meeting, another member of the Board of Directors shall be designated as the temporary acting Secretary for purposes of taking minutes. Minutes shall be submitted to the Board for approval/correction at the next meeting. The Secretary shall maintain a roster of the current Board of Directors, including contact information, The Secretary shall perform such other duties as shall be set forth in the job description adopted by the Board of Directors and documented in the Standing Rules.

Section 5.7. Meetings of the Executive Committee

The Executive Committee shall meet as often as it deems appropriate. A quorum for Executive Committee meetings shall consist of at least three of the Executive Committee members in person or by electronic communications. The Executive Committee is responsible for addressing

urgent matters that cannot reasonably wait until the next regularly scheduled Board meeting.

ARTICLE VI: MEETINGS OF THE BOARD OF DIRECTORS

Section 6.2.Regular Meetings.

Meetings of the Board of Directors may be held monthly, but no less than 9 times per year, as determined by the Board of Directors, at the times and dates as may be fixed by the Directors. The President shall prepare a proposed agenda for the meeting, and distribute it for consideration to the other Directors at least two (2) days in advance of the meeting. Any Director may request that an item be added to the agenda, by written request in advance of the meeting, or at the meeting itself. Such items will be added to the agenda at the discretion of the President or upon the request of at least three Directors.

Section 6.3. Special Meetings

Special meetings of the Board of Directors may be called at any time by the President or by at least three other Directors.

Section 6.4. Notice of Meetings

Notice of any Board meeting shall be given at least one week previous by written notice delivered personally or mailed or emailed to each Director at their address.

Section 6.S.Quorum: Participation by Conference Telephone

A simple majority of all Directors shall constitute a quorum for the transaction of business at any meeting. Any Director may participate in, and be regarded as present at, any meeting of the Board by telephone or any other means of communication provided that all persons participating in the meeting are able to communicate with each other.

Section 6.6.ElectronicCommunications

Any official written communications to Board members, such as notice of meetings, may be made by email or other electronic communication, to the address previously provided to the Secretary for such purposes.

Section 6.7. Voting

Each of the official acts of the Board of Directors shall be by a simple majority vote of the Directors present at a meeting at which a quorum is present, unless a higher percentage is required elsewhere by these Bylaws, and shall be recorded with a roll call vote or the unanimous approval recorded in the minutes of the Corporation.

Section 6,8 Procedure

On matters where these bylaws are not specific, or a relevant policy or procedure has not been adopted

by the Board of Directors, *Robert's Rules of Order* shall serve as a guide. Failure to comply with *Robert's Rules of Order*, however, shall have no impact upon the validity of any Board action.

Section 6.9. Consent in Writing.

Any action of the Directors, the Executive Committee, or a committee, may be taken without a meeting assuming the members agree and are party to the action by phone or email. Approval by email shall be considered the same as a handwritten signature.

ARTICLE VII. FISCAL POLICY

A. The Board of Directors shall annually approve a GLOBAL TIES ABQ budget in October.

B. Financial reports shall be provided to the Board by the Treasurer during each Board meeting. The report must include financial activity during the past month compared to the budget and a statement of financial position.

ARTICLE VIII: FISCAL YEAR.

The fiscal year of Global Ties ABQ shall begin on the first day of October and end on the last day of September of each year.

ARTICLE IX: MAINTENANCE OF 501 (c) (3) STATUS.

A. GLOBAL TIES ABQ is organized exclusively for charitable, civic and, educational purposes. For such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future federal tax code. GLOBAL TIES ABQ shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will prevent it at any time from qualifying, and continuing to qualify, as a corporation described in section 501(c)(3) of Code or the corresponding section of any future federal tax code.

B. No part of the assets or net earnings of GLOBAL TIES ABQ shall be used nor shall the Corporation ever be organized or operated for purposes other than that which are exclusively charitable, civic or educational within the meaning of section 501(c) (3) of the Code. No part of the net earnings of the Corporation shall be for the benefit of, or be distributable to its Members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in Paragraph A above. No substantial part of the activities of GLOBAL TIES ABQ shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and GLOBAL TIES ABQ shall not participate in, 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 Bylaws, GLOBAL TIES ABQ shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Code, or the corresponding section of any future federal tax code; or (2) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Code, or the corresponding section of any future federal tax code.

C. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. 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 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 principal office of 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.

ARTICLE X: AMENDMENT OF BYLAWS; INSPECTION BY PUBLIC

These Bylaws may be altered, amended, or repealed or new Bylaws may be adopted upon the vote of (a) two-thirds of the Board of Directors then in office and (b) Two-thirds of the Members present at any regular or special meeting at which a quorum of fifteen percent (15%) of Voting Members are present. Notice of such proposals be sent to each Member by e-mail or to their address of record at least two weeks prior to such meeting. A Voting Member may vote in person or by proxy executed in writing by

the Member. Proxies shall be sent to the secretary of GLOBAL TIES ABQ, the GLOBAL TIES ABQ office, or brought to the meeting to be certified by the Secretary. The Bylaws shall be maintained at GLOBAL TIES ABQ's principal office in New Mexico and shall be subject to inspection and copying by the public. The Bylaws should also be maintained on the GLOBAL TIES ABQ website.

ARTICLE XI: CONFLICTS OF INTEREST

Each director will annually sign a Conflict of Interest Agreement in accordance with the Standing Rules.

ARTICLE XII: INDEMNIFICATION

GLOBAL TIES ABQ shall indemnify its past, present, and future Directors and Officers (and their executors, administrators, or other legal representatives) (1) to the full extent of the Corporation's power to do so under the Nonprofit Corporation Act (the "Act") and (2) in addition, against all reasonable expenses incurred by them in defending claims made or suits or proceedings brought against them as Directors or Officers and against all liability resulting from such claims, suits or proceedings except in relation to matters as to which any such Officer or Director has met the standard of conduct set forth in the Act. Such indemnification shall include, without limitation, the payment of judgments against such Directors and Officers, and the reimbursement of amounts paid in settlement of claims, suits or proceedings (including judgments in favor of the Corporation or amounts paid in settlement to the Corporation); such indemnification shall also include, without limitation, the payment of counsel fees and expenses of Officers and Directors in suits against them which are successfully defended by such Officers and Directors, or which

1. are unsuccessfully defended if the claim or action does not arise from the improper conduct of

such Officers or Directors as set forth in the Act. Such right of indemnification shall be in addition to any indemnification expressly recognized as within corporate powers pursuant to any provision of the Act now in force or as it may be subsequently amended or to which such officer or director may be entitled under any other provision of law, agreement, or otherwise; and such right shall extend and apply to the estates of deceased Directors or Officers.

ARTICLE XIII: MERGER, CONSOLIDATION, OR DISSOLUTION.

Merger or consolidation of the Corporation with another corporation or other entity, or dissolution of the Corporation, shall require the approval of at least (a) two-thirds of all members of the Board of Directors in office (not two-thirds of a quorum), and (b) two-thirds of the Voting Members, (in person or by proxy) at a special meeting, at which a quorum of fifteen percent (15%) is present at a meeting which is called for the purpose of considering such an action. Any such merger, consolidation or dissolution shall also comply with all applicable provisions of the Nonprofit Corporation Act.

CERTIFICATE OF ADOPTION OF BYLAWS

The undersigned hereby certify that the foregoing Amended and Restated Bylaws of The Albuquerque Council for International Visitors were adopted by two-thirds of the voting Members of the Corporation present at a duly noticed meeting held September 14, 2017, at which meeting a quorum was present.



Signature, Darrell Garcia, President

9/14/2017

Date



Signature, Jennifer Jackson, Secretary

9/14/2017

Date