

Revised and Amended By-Laws of the Los Alamos Historical Society

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PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of New Mexico and the Articles of Incorporation of The Los Alamos Historical Society. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation of New Mexico, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these By-Laws which shall be controlling.

ARTICLE I – NAME

The name of the organization shall be THE LOS ALAMOS HISTORICAL SOCIETY, hereinafter referred to as the Society. This non-profit organization is incorporated under the laws of the State of New Mexico.

ARTICLE II – PURPOSE

The purpose of the Society shall be to preserve, promote and communicate the remarkable history and inspiring stories of Los Alamos and its people.

The Society is established within the meaning of IRS Publication 557 Section 501 (c)(3) Organization of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding section of any future federal tax code and shall be operated exclusively for fostering an appreciation of the history, cultural heritage, and natural history of the Los Alamos, New Mexico area.

ARTICLE III – OFFICES

The principal office of the Society shall be located at 1050 Bathtub Row, Los Alamos, New Mexico 87544.

The Society may have other such offices as the Board of Directors may determine or deem necessary, or for which the affairs of the Society may find a need from time to time.

ARTICLE IV – DEDICATION OF ASSETS

The properties and assets of the Society are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Society, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Society. On liquidation or dissolution, all remaining properties and assets of the Society shall be distributed and paid over to Los Alamos County Mesa Public Library.

ARTICLE V – BOARD OF DIRECTORS

General Powers and Responsibilities

The Society shall be governed by a Board of Directors (the “Board”), which shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of New Mexico. The Board shall establish policies and directives governing business and programs of the Society and shall delegate to the Executive Director, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed. Board members have a fiduciary responsibility to ensure adequate operating funds for the Society.

Number and Qualifications

The Board shall have up to 24 but no fewer than 12 Board members. The number of Board members may be increased beyond 24 members or decreased to less than 12 members by the affirmative vote of a 2/3 majority of the then-serving Board of Directors. *Ex-Officio Board*

Members are not required to attend the Board meetings and do not have voting power but may be called on to give their expertise.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to “Contracts Involving Board Members and/or Officers” as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Society in any other capacity and receiving compensation for services rendered.

Board Elections

The Board Development Committee shall present nominations for new and renewing Board members to the Board as recruited and as their terms expire. Recommendations from the Board Development Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by a simple majority of those Board members at a Board meeting at which a quorum is present. Once approved and appointed, all nominees and renewing Board members will be required to attend a Board Orientation before attending the next scheduled Board meeting. If a renewing Board member has already attended a Board Orientation, they shall be exempt from attending another one.

Term of Board

All appointments to the Board shall be for a term of 3 years. No person shall serve more than 3 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 1 (or more) additional year(s).

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of the court, convicted of a felony, found by final order of judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director;
- c) A director has missed 3 consecutive meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year, without a valid excuse;
- d) An increase in the authorized number of directors; or
- e) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full number of directors.

Any vacancy on the Board may be filled by vote at a Board meeting or by email with a simple majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by a vote of a sole remaining director.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof.

Removal

A Board member may be removed, with cause, at any duly constituted meeting of the Board, by the affirmative vote of 2/3 majority of the then-serving Board.

Meetings

Regular meetings of the Board of Directors shall be held monthly, except in June and December at the President's discretion. Special Board meetings may be called by the President, or 4 of the Board members, upon 5 days' written notice to all Board members. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted. Each year before July 1, current and incoming Board members shall hold a retreat for the purpose of orientation, education and strategic planning.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act a Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Society to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within a week of the next Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed in the minute book of the Society and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be

deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic “consent click” acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors, the presence of a majority of Board members shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. If a quorum is not present at a meeting, the Board members present may adjourn the meeting. However, a Board member shall be considered present at any meeting of the Board if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board member shall only have one vote, which can be done electronically, as needed.

Proxy

Board members shall not be allowed to vote by written proxy.

Board Member Attendance

An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year (July 1-June30) shall be encouraged to re-evaluate with the President of the Board his/her commitment to the Society. The Board may deem a Board member who has missed 3 consecutive meetings without such a re-evaluation with the President to have resigned from the Board.

Ex-Officio Board Members

An ex-officio Board member is a person whose expertise is still desired and needed by the Board of Directors, but who can no longer attend Board meetings on a regular basis. An Ex-Officio Board member does not have a vote.

ARTICLE VI – OFFICERS

Elected Officers

The officers of the Society must be elected members of the Board and shall be the President, Vice President, the Secretary, the Treasurer, and the Past-President.

General Duties

Two of the directors or officers of the Society must sign or swear to the statements in the Annual Report to the New Mexico Public Regulation Commission. Other duties may be assigned from time to time by the Board of Directors.

The President shall preside at all board meetings and the annual meeting, where he or she shall report on the activities of the Society. The President shall appoint committee chairs and assign duties to any Board member in accordance with his or skill set. The President shall sign all

contracts with the approval of the Board, except operations contracts, which may be signed by an Officer of the Board or by the Executive Director. The President shall be an ex-officio member of all committees and shall also serve as Registered Agent for the Society as required by the New Mexico Public Regulation Commission.

The Vice President shall assist the President, be informed on the activities of the Society, and assume the duties of the President in the event of the absence, incapacity, or resignation of the President, and will assume other duties as necessary to support the President and the purpose of the Society.

The Secretary shall keep minutes of the meetings of the Society and of the Board of Directors; assure that the Society staff maintains files including the Bylaws, the Articles of Incorporation, all documents relating to agreements or commitments made by the Board for the Society, and current policies adopted by the Board; and handle correspondence as assigned.

The Treasurer shall be responsible for overseeing financial records and the safekeeping of all Society funds with reliable financial institutions in the name of The Los Alamos Historical Society. The Treasurer shall be responsible for administering the Budget and Finance Committee and the Audit Committee to give guidance to the Executive Director. The Treasurer shall be responsible for reporting the financial condition of the Society at least quarterly to the Board of Directors. The Treasurer is also responsible for assuring that financial documents legally required are prepared and reported. Monies shall be paid out by numbered checks signed by one person for amounts less than or equal to a sum designated by the Board and by two persons for amounts above the designated sum. The Treasurer shall be responsible for signing the annual Form 990 and filing it with the IRS and the New Mexico Attorney General's Office.

ARTICLE VII – EXECUTIVE DIRECTOR

The Board of Directors shall be the governing body of the Society. The Board of Directors hires, supports, and evaluates the work of the Executive Director. The Board of Directors of the Society shall be the sole source of policy decisions for the Society, including the Museum. The Executive Director shall be the sole overseer and administrator of day-to-day operations of the Society and its paid and volunteer staff. The Executive Director has supervisory responsibility of hiring and/or dismissing all other Society personnel. Any requests the Board of Directors has of any staff must go through the Executive Director. The Executive Director reports to the Board at its monthly meetings.

ARTICLE VIII – COMMITTEES

Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a

portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee must be chaired by a Board member and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve on the specific committee. However, committees exercising any authority of the Board (such as the Executive Committee) may not have any non-director members. A committee should be established for each goal in the strategic plan. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board.

Unless otherwise authorized by the Board of Directors, no committee shall compel the Society in a contract or agreement to expend Society funds.

The president shall appoint special or ad hoc committees as the Board shall direct to carry out specific tasks, at the completion of which they automatically cease to exist.

Executive Committee

The Board may appoint an Executive Committee composed of a minimum of 5 directors, to include the President, Vice-President, Secretary, Treasurer, and Past-President. The officers shall constitute the Executive Committee that shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Society between meetings of the Board. The President will give a summary report of the business of the Executive Committee at the next meeting. During the last quarter of each fiscal year the Executive Committee shall review the performance and effectiveness of the Executive Director and shall recommend the compensation and benefits of the Executive Director.

ARTICLE IX – STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Society and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

The Board of Directors shall operate as a team in a professional manner to accomplish the following responsibilities:

- a) Establish and implement both long and short-range policies, strategies and measurable objectives for the Society, its programs, its holdings and the Museum;
- b) Generate and approve an annual Society budget;
- c) Promote financial stability of the Society by personally donating, soliciting funds, and negotiating contracts;

- d) Promote and interpret Society activities in the community including, but not limited to, the Museum, its Archives and Collections, the Museum Shop, Publications, the Docent Program, historic real estate property, and public lectures, demonstrations, and other programs;
- e) Serve as chairs of standing committees and of other committees appointed by the President. Each goal of the strategic plan should have a working committee.
- f) Hire, support, have a job description for, and evaluate the work of the Executive Director;
- g) Adhere to all the provisions in the Bylaws of the Society.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect the Society's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement. Every Board member will be required to sign a conflict of interest statement upon becoming a Board member, so no case should exist where an actual conflict of interest will arise. Should however, a person perceive he or she may have a conflict of interest in voting on a specific item or issue, that person should disclose it and then be recused from voting on such item.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person on the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any

alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgement of Conflict of Interest Policy

Each director, principal officer, and member of a committee with Board-delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that the Society is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Violation of Loyalty – Self-Dealing Contracts

A self-dealing contract is any contract or transaction (i) between the Society and one or more of its Directors, or between the Society and any corporation, firm or association in which one of more of the Directors has a material financial interest (“Interested Director”), or (ii) between the Society and a corporation, firm or association of which one or more of its directors is/are Directors of the Society. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Board, and the self-dealing contract is approved by the Interested Director in good faith [without including the vote of any membership owned by said interested Director(s)];
- b) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith—without counting the vote of the interested Director(s)—and the contract is just and reasonable to the Society at the time it is authorized, approved or ratified; or
- c) As to contracts not approved as provided in above section (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable to the Society at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent permitted by law, the Society shall indemnify its “agents,” as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, finds, settlements, and other amounts actually and reasonably incurred by them in

connection with any “proceeding,” and including any action by or in the right of the Society, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled to apart from this Article.

To the fullest extent permitted by law, and, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any “proceeding” shall be advanced by the Society of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Society for those expenses.

The Society shall have the power to purchase and maintain insurance on behalf of any agent of the Society, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent permitted by law.

ARTICLE X – EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Society.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Society, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Society, other corporation/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Society shall be executed, signed, and/or endorsed by the President, Treasurer and/or the Executive Director.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Society, in special accounts of the Society, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Society and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Society may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society.

ARTICLE XI – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Society shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Society shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for 3 years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Society Records

The Society shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Society. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Society shall turn over to his or her successor or the Board President, in good order, such Society monies, books, records, minutes, lists, documents, contracts or other property of the Society as have been in the custody of such officer, employee, or agent during his or her term of office.

Preparation of Annual Financial Statements

The Society shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards, under supervision of the Audit Committee established by these Bylaws. The Society shall make these financial statements available to the New Mexico Attorney General and members of the public for inspection no later than 45 days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within 45 days after the end of the fiscal year of the Society, which shall contain the following information:

- a) Assets and liabilities, including trust funds, of this Society at the end of the fiscal year;
- b) Principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c) Expenses or disbursements of the Society for both general and restricted purposes during the fiscal year;
- d) Information required by the Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant.

ARTICLE XII – FISCAL YEAR

The fiscal year for the Society shall end on June 30th.

ARTICLE XII – AMENDMENTS AND REVISIONS

These Bylaws may be adopted, amended, or repealed by the vote of a majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed Bylaw revisions with explanations therefore, is given in accordance with these Bylaws.

ARTICLE XIV – SOCIETY SEAL

The Board of Directors may adopt, use and alter a Society seal. The seal shall be kept at the principal office of the Society. Failure to affix the seal to any Society instrument, however, shall not affect the validity of that instrument.

ARTICLE XV – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a Society as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, _____, certify that I am the current elected and acting Secretary of the benefit Society, and the above Bylaws are the Bylaws of this Society as adopted by the Board of Directors on November 21, 2019.

EXECUTED on this day of _____, in the County of Los Alamos in the State of New Mexico.

(Signature of Duly Elected Secretary)