

**BYLAWS**  
**of**  
**THREE RIVERS EDUCATION FOUNDATION, INC.**  
*“The Educator Support Center”*

**A New Mexico Nonprofit Corporation**

ARTICLE I. MEMBERS AND MEETING OF MEMBERS

Section 1. Membership: The members of the Corporation shall consist of the initial Board of Directors and such other person or persons as the members may elect to the Board, by a vote of a majority of all of the members of the Corporation, at any meeting of the members.

Section 2. Rights of Members: The right of a member to vote and all of the member’s right, title and interest in or to the Corporation shall cease on the termination of the member’s membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

Section 3. Resignation of Members: Any member may resign from the Corporation by delivering a written resignation to the President or Secretary of the Corporation.

Section 4. Annual Meeting: An annual meeting of the members, for the election and appointment of officers and the transaction of such other business as may properly come before the meeting shall be held at the principal office of the Corporation on a date and hour to be determined each year by resolution of the members. Other regular meetings of the members shall be held at such times as the members may determine.

Section 5. Special Meetings: Special meetings of the members may be called at any time by the President or Vice President or Executive Director and must be called by the President or Secretary on receipt of the written request of one-third of the members of the Corporation. Notice of the object of any special meeting must be given.

Section 6. Notice: The Secretary shall, at least seven (7) days prior to the date set for any members’ meeting, give notice thereof to each member, by email with verification, mail, or personal delivery stating the time and place of such meetings and, if a special meeting, the subject of the meeting. If

mailed, such notice shall be deemed given when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the records of the Corporation. If the day fixed for any meeting falls on a legal holiday, it shall be held on the next day, which is not a holiday.

Section 7. Meeting Without Notice: Notice of any meeting of the members may be dispensed with and any business transacted thereat which might have been transacted if the meeting had been duly called, provided all of the members shall be present at the meeting or sign a written waiver of notice before or after the meeting.

Section 8. Quorum: A majority of the members shall constitute a quorum for all purposes except as otherwise provided by law. The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership, except as otherwise provided by law or by the Articles of Incorporation or these Bylaws. In the absence of a quorum, those present may adjourn the meeting from time to time without further notice until a quorum is secured.

Section 9. Consent: Any action, which is required or permitted to be taken at a meeting of the members, may be taken without a meeting if consent in writing setting forth the action so taken is signed by all of the members. The consent shall have the same force and effect as a unanimous vote. Such action shall be effective as of the date specified in the consent.

Section 10. Place of Meeting: All meetings of the Board of Directors shall be held at such place, either within or without the State of New Mexico, as may be designated in the notice of meeting.

## ARTICLE II. BOARD OF DIRECTORS

Section 1. Management: The Board of Directors, hereinafter sometimes referred to as the "Board", will manage the affairs and property of the Corporation. The Board will be subject to such limitations as the Articles of Incorporation and these Bylaws may place as conditions.

Section 2. Appointment, Term and Election of Directors:

- (a) The Board of Directors shall consist of not more than five directors. Directors do not need to be residents of the State of New Mexico.
- (b) Directors shall serve for a term of three years from appointment and may serve until replaced, unless they are earlier removed by the Board or resign.

Section 3. Vacancies: Any vacancy occurring in the Board of Directors may be filled at any regular or special meeting of the members. Newly created directorships resulting from any increase in the authorized number of directors may be filled at any regular or special meeting of the members.

Section 4. Chairman of the Board: The President of the Corporation shall serve as Chairman of the Board of Directors during his or her term of office.

Section 5. Vice Chairman of Board: The Vice President of the Corporation shall serve as Vice Chairman of the Board of Directors during his or her term of office. During the Chairman's absence or disability, his or her powers and duties shall devolve upon the Vice Chairman.

Section 6. Compensation: The directors shall not receive compensation for their services as such but the Board may authorize reimbursement for expenses incurred by directors in connection with the performance of their duties. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity or receiving compensation for any such services.

### ARTICLE III. OFFICERS

Section 1. Number and Election: At the first meeting of the Board of Directors, and thereafter at the annual meeting of the Board, there shall be elected to serve for the ensuing year and until their respective successors are duly elected and qualified, a President, Vice President, a Secretary, a Treasurer and such other officers or assistant officers as the Board shall deem advisable. The Board of Directors shall have the power to elect at any meeting such additional Assistant Vice Presidents, Assistant Secretaries and Assistant Treasurers, as it deems advisable. The Board of Directors shall fill any vacancies occurring in the offices of the Corporation.

Section 2. President: The President shall be the chief executive officer of the Corporation and shall be charged with the general management of its affairs. The Board of Directors shall elect the President from among its members, and the President shall be entitled to vote on all matters coming before the Board of Directors.

Section 3. Vice President: The Vice President shall perform such duties, including those of the President, as may be assigned to the Vice President from time to time by the Board of Directors, the executive committee, or the President. The Board of Directors shall elect the Vice President from

among its members, and the Vice President shall be entitled to vote on all matters coming before the Board of Directors.

Section 4. Secretary: The Secretary shall act as secretary of, and keep the minutes of, all meetings of the Board and the executive committee, and whenever required by the President shall perform like duties for any committee. The Board may designate any person to act as secretary of any meeting of the Board from which the Secretary is absent. The Secretary shall see that all notices are duly given in accordance with these Bylaws and as required by law. He or she shall have the charge of the books, records and papers of the Corporation relating to its organization and shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent that the same are required to be kept or filed by the Treasurer. He or she shall perform all the duties normally incident to the office of Secretary and such other duties as may from time to time be assigned to the Secretary by the Board of Directors, the executive committee or the President. The Assistant Secretary shall, in the absence of the Secretary, perform all of the duties of that officer and at all times they shall perform such of the Secretary's duties as may be assigned to them respectively by the Board, executive committee, President or the Secretary.

Section 5. Treasurer: The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall have the charge, custody and responsibility for the funds of the Corporation and shall cause accurate and adequate records to be kept of the assets, liabilities and transactions of the Corporation. He or she shall cause all moneys of the Corporation to be deposited in the name of the Corporation in such banks, trust companies or other depositories as may be designated by the Board of Directors or by an officer or officers so delegated by the Board. He or she shall perform all the duties normally incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the Board, the executive committee or the President. The Assistant Treasurer shall perform such duties, including those of the Treasurer, as may be assigned to them from time to time by the Board, executive committee, President or the Treasurer.

#### ARTICLE IV. REMOVAL

Any director may be removed with or without cause by the affirmative vote of a majority of the members who are present at any regular meeting or any special meeting of the members called for that purpose at which a quorum is present. Any officer may be removed with or without cause by the affirmative vote of a majority of the directors entitled to vote who are present at any regular meeting or any special meeting of the Board of Directors called for that purpose at which a quorum

is present. Such removals shall be without prejudice to the contract rights, if any, of the person removed.

#### ARTICLE V. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the statutes or of the Articles of Incorporation, or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE VI. INDEMNIFICATION

The Corporation shall have the power to indemnify to the full extent permitted by law any director or officer or former director or officer of the Corporation who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation.

#### ARTICLE VII. OFFICES

The principal office of the Corporation in the State of New Mexico shall be 501 Airport Drive Suite 209, Farmington, New Mexico. The Corporation may also have offices at such other places, either within or without the State of New Mexico, as the Board of Directors may from time to time designate or the business of the Corporation may require.

#### ARTICLE VIII. FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

#### ARTICLE IX. AMENDMENTS

These Bylaws may be altered, amended or repealed, or new bylaws adopted, by the Board of Directors at any regular meeting of the Board or at any special meeting of the Board if notice of the proposed alteration, amendment or repeal, or adoption of new bylaws is contained in the notice of such special meeting.

ADOPTION OF BYLAWS

The Board of Directors of the THREE RIVERS EDUCATION FOUNDATION, INC. has duly adopted the foregoing restated Bylaws on this 11th day of January 2008.

By: \_\_\_\_\_

President

Attest: \_\_\_\_\_

Secretary