

BYLAWS OF  
**LGBT GRANT COUNTY**

formally known as

SOUTHWEST ACTIVITIES NETWORK SOCIETY, INC. [SWANS]

These Bylaws shall regulate the affairs of the Corporation, subject to the provisions of the Corporation's Charter and any applicable provisions of the New Mexico Nonprofit Corporation Act, Section 53-8-12 Code Annotated.

MISSION STATEMENT

**LGBT Grant County** will

- Support and engage the LGBT community thru social and educational events
- Provide emergency financial grants and scholarships
- Promote awareness of issues concerning the LGBT community and educate the Grant County area on LGBT issues.

The organization is organized exclusively for charitable, religious educational, and/or scientific purpose under section 501 (c)(3) of the Internal Revenue Code.

SECTION 1  
OFFICES AND REGISTERED AGENT

Section 1.01. **Registered Office.** The corporation shall designate and continuously maintain a registered office in the State of New Mexico <sup>1</sup>, designated as such in the Charter. <sup>2</sup>

Section 1.03. **Other Offices.** The Corporation may also have other offices within and without the State of New Mexico at such places as the Board of Directors may from time to time determine.

Section 1.04. **Registered Agent.** The Corporation shall designate and continuously maintain a registered agent in the State of New Mexico, such Registered Agent to be the President of the Board.

SECTION 2  
THE BOARD OF DIRECTORS

SECTION 2.01. The Corporation is governed by a **Board of Directors**, consisting of 3 to 11 Members. These Bylaws may be amended from time to time by the Members or by the Board of Directors, to increase or decrease the number of Directors within the limits provided by law.

The Board of Directors shall have at least three Executive Officers, defined in Section 3.01

SECTION 2.02: **Election and Tenure.** Each Director shall be elected to serve for a term of 2 years, or until his or her successor is elected and qualifies; subject, however, to the removal of any Director as provided in the Bylaws.

SECTION 2.03: **Regular Meetings.** Except as otherwise provided herein, regular meetings of the Board of Directors may be held at times decided by the Board. Such regular meetings shall be held no less frequently than Quarterly.

---

<sup>1</sup> The present address of the registered office is 220 S. Corbin St., Silver City NM 88061

<sup>2</sup> The Charter is the document of recognition by the IRS as a 501(3)c

**SECTION 2.04: Notice of Regular Meetings.** In general, regular meetings of the Board of Directors shall be with Notice Given, either by the Secretary of the Board or by an appointed deputy.

Except as otherwise provided herein, regular meetings of the Board of Directors must be preceded by at least two (2) days' notice to each Director of the date, time and place, but not necessarily the purpose (Agenda), of such regular meetings.

Meetings may be held without notice at such time and place as a majority of the Board of Directors shall determine.

**SECTION 2.05: Special Meetings.** Special meetings of the Board of Directors may be called by the President or by any two (2) Directors.

**Notice of Special Meetings.** Except as otherwise provided herein special meetings of the Board of Directors must be preceded by at least two (2) days' notice to each Director of the date, time and place, but not the purpose, of such special meetings.

**SECTION 2.06: Quorum and Voting.** A quorum of the Board shall consist of a majority of Directors then in office before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors, except as otherwise provided in these Bylaws.

**SECTION 2.07: Vacancy.** If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, or a vacancy resulting from a removal of a Director with or without cause,

- a. The Board of Directors may fill the vacancy;
- b. If the Directors remaining in office constitute less than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all Directors remaining in office.

**SECTION 2.8: Removal of Directors.** The Members may remove any one (1) or more Directors with or without cause, at any Special Meeting that is specifically called for that purpose, by a majority vote of those Directors in office.

**SECTION 2.9: Action Without Meeting.** Action that is required or permitted to be taken at a meeting of the Board of Directors may be taken without such a meeting if all Directors consent to taking such action without a meeting. If all Directors so consent, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board, except as otherwise provided in these Bylaws. Such consent(s) shall describe the action taken, be in writing, be signed by each Director entitled to vote, indicate each signing Directors vote or abstention on the action, and be delivered to the Secretary of the Corporation and included in the Minutes filed with the corporate records.

**SECTION 2.10: Indemnification.** With respect to claims or liabilities arising out of service as a Director of the Corporation, each Director shall be responsible for his/her own indemnification.

**SECTION 2.11: Immunity.** To the fullest extent allowed by the laws of the State of New Mexico, both as now in effect and hereafter adopted or amended, each present and future Director (and his or her estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Corporation.

### SECTION 3

#### OFFICERS OF THE CORPORATION

**SECTION 3.01 Required Officers.** The Officers of the Corporation shall be President, Vice President, Secretary/Treasurer.

Other Officers as may be elected or appointed by the Board of Directors.

All Officers shall be persons of at least eighteen (18) years of age.

Section 3.02 **Election.** At the annual meeting of the Board of Directors, on every second year, the Board of Directors shall elect Officers by majority vote.

SECTION 3.03: **Term of Office.** The Officers of the Corporation shall hold office for two (2) years or until their successors are chosen and qualify in their stead.

SECTION 3.04: **Powers and Duties of Officers.** The powers and duties of Officers are:

**The President**

- shall be the Chief Executive Officer of the Corporation
- shall have General active management of the Corporation
- shall see that all orders and resolutions of the Board are carried into effect, subject to the right of the Board to delegate any specific powers, unless exclusively conferred upon the President by law, to any other Officers of the Corporation.
- shall also report on the activities and financial condition of the Corporation at all Annual Meetings of the Members.

**The Vice-President**

- shall have such powers and perform such duties as may be assigned by the Board or the President.
- In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.
- may sign and execute contracts and other obligations pertaining to the regular course of his/her duties.

**The Secretary/Treasurer**

- shall attend all meetings of the Board and of the Members and shall prepare the Minutes of such meetings. If unable to attend, these duties shall be delegated.
- shall be responsible for the care and custody of the Minute Book and for authenticating records of the Corporation
- shall keep an accurate account of receipts and disbursements
- shall report on the activities and financial condition of the Corporation at all Annual Meetings of the Members
- shall notify donors of donations annually by January 31 of the year following the year in which the donation was received.

SECTION 3.5: **Removal.** The Board of Directors may remove any Officer at any time with or without cause, by a majority vote of the sitting Directors

SECTION 3.6: **Vacancies.** Any Officer vacancy shall be filled by the Board of Directors as soon as practicable, by majority vote.

SECTION 4  
RECORD AND REPORT

SECTION 4.01: **Corporate Records.** The Corporation shall keep as permanent records

- Minutes of a meetings of its Members and Board of Directors,
- a record of all actions taken by the Members of Board of Directors without a meeting,

- appropriate accounting records,
- a list of its Members with addresses and other contact information

**SECTION 4.02: Records at Principal Office.** The Corporation shall keep at all times a copy of the following records at its principal office:

- Its Articles of Incorporation<sup>3</sup>
- These Bylaws and all amendments thereto
- Resolutions adopted by the Board relating to the qualifications, rights, limitations, and obligations of Members;
- The Minutes of all meetings of Directors and the records of all actions taken by Members without a meeting for the last three (3) years,
- All written communications including emails to Members generally within the past three (3) years, including three (3) years financial statements;
- A list of the names and business or home address of its current Directors;
- The most recent annual report delivered to the New Mexico Secretary of State.

**SECTION 4.03: Annual Financial Statements.** The Corporation shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, and such other information necessary to comply with the requirements of the applicable provisions of the New Mexico Nonprofit Corporation Act.

**SECTION 4.04: Government Requirements of a 501(c)(3)**

- No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its Members, Board of Directors, Trustees, Officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
- No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

**SECTION 5**

**MEMBERS OF THE CORPORATION KNOWN AS *LGBT GRANT COUNTY* (FORMERLY SWANS)**

**SECTION 5.01: Definition of “Members”**

Anyone who

- pays an annual membership fee as set by the Board of Directors (this may be waived by the Board for need)
- pledges to support the work of the organization as put forth in the Mission Statement
- is admitted as a Member by a majority vote of the Board of Directors

shall be considered a Member of *LGBT Grant County* and be eligible to vote at Annual Meetings (if over the age of 18)

**Sections 5.02: Removal of Members**

---

<sup>3</sup> This is the document from the IRS establishing our 501(c)(3) status

Members deemed not to be at any time in compliance may be removed as a Member by majority vote of the Board of Directors.<sup>4</sup>

#### SECTION 5.02: **Privileges and Responsibilities of Members**

It is encouraged that all Members will

- participate in the work of the organization, especially in the advancement of understanding and support of the LGBT community, and in the building of a strong, diverse, and safe community in Grant County NM and beyond
- Give of their time, talent, and financial support as able
- Support fundraisers
- Attend the Annual Meeting, and vote for Directors and on other matters that may come before the Annual Meeting
- Contribute suggestions and advice on all matters

#### SECTION 6 MISCELLANEOUS PROVISIONS

SECTION 6.01 **Fiscal year.** The fiscal year of the Corporation shall be January 1<sup>st</sup> through December 31<sup>st</sup> of each year. The fiscal year of the Corporation may be changed by resolution of the Board of Directors.

SECTION 6.02 **Seal.** The Corporation shall have no seal.

SECTION 6.03 **Notices.** Whenever notice is required to be given, such notice may be given in person or form of wire or wireless communication, or by phone, mail or private carrier.

SECTION 6.04 **Negotiable instruments.** All checks, drafts, notes or other obligations of the Corporation as approved by the Board of Directors shall be signed by any one of two authorized Officers of the Corporation, as designated by the Board of Directors from time to time. Exception: any checks, drafts, notes or other obligations for more than \$300 shall be signed by both of the authorized Officers of the Corporation.

SECTION 6.05 **Deposits.** The monies of the Corporation may be deposited in the name of the Corporation in such ( bank(s) as the Board shall designate and be drawn out by check signed by an authorized Officer(s) of the Board.

SECTION 6.06 **Dissolution of the Corporation.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code.

#### SECTION 7 AMENDMENT OF BYLAWS

##### SECTION 7.01 **Amendment of the Bylaws**

The Bylaws of *LGBT Grant County* may be amended by a majority vote of the Board of Directors in office.

The Board may amend these Bylaws at a meeting preceded by two (2) days' notice. They may also be amended without a meeting in the same manner, provided a majority vote of the Directors then in office is obtained.

---

<sup>4</sup> This is to ensure that persons inimical to the goals and purposes *LGBT Grant County* are not able to take control.

Signed

Signed