

BYLAWS OF
EASTERN SANDOVAL CITIZENS ASSOCIATION, INC.

ARTICLE 1 NAME AND LOCATION

1.1. The name of this corporation, which is a nonprofit corporation organized under the Nonprofit Corporation Act of the State of New Mexico, is Eastern Sandoval Citizens Association, Inc. (hereinafter "Corporation").

1.2. The principal office of this Corporation shall be situated in the State of New Mexico at such specific location as the Board of Directors shall determine from time to time. The initial principal office shall be at 01 Ridge Court, Placitas, New Mexico 87043. The Corporation may also have such other offices as the Board of Directors determines from time to time.

ARTICLE 2 PURPOSE

2.1. General Purpose. The Corporation is organized and operated for the following general purposes:

(a) Exclusively for public purposes such as non-partisan lobbying and issue advocacy in the public interest and within the meaning of 501 (c)(4) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law, including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such 501(c)(4).

(b) To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of New Mexico which are consistent with the preceding paragraph.

(c) The Corporation shall not carry on a business with the public in a manner similar to organizations which are operated for profit. Further, the Corporation shall not operate primarily as a social club for the benefit, pleasure, or recreation of its members, although social functions for the benefit of members may be carried out if they are incidental to the organization's primary purposes.

2.2. Specific Purposes. The specific purposes of the Corporation include, without limitation, the following:

(a) identifying issues with broad public concern and impact (negative or positive) in the community and communicating information to residents in the impacted areas.

(b) framing and articulating issues for public debate.

(c) lobbying Federal, State and County government in support or opposition to identified issues.

(d) organizing and moderating non-partisan candidate forums.

ARTICLE 3 MEMBERSHIP

3.1. Qualifications for Membership. The members of the Corporation shall consist of such persons as: 1) apply for membership on a form approved by the Board of Directors; 2) subscribe to the purposes and goals of the Corporation; 3) agree to abide by the Bylaws of the Corporation as amended from time to time; 4) live in, own or rent real property within Sandoval County, New Mexico that is east of Interstate 25 (referred to as the "geographic boundaries of the Corporation"); and 5) are at least 18 years of age.

3.2. Classes of Members. The membership of the Corporation shall be divided into two classes: voting members and non-voting members.

- (a) Voting Members. Voting Members include all members who pay membership dues.
- (b) Joint Voting Membership. Two people with the same physical address who wish to each be a voting member of the Corporation and pay Joint membership dues.
- (c) Non-voting Members. Non-voting Members include all members who do not pay membership dues.
- (d) All Members. Voting and non-voting members will be eligible to receive community information and participate in surveys for their opinion on issues affecting the ES-CA area and attend meetings.

3.3. Voting Rights. Each Voting Member in good standing shall be entitled to cast one vote with respect to those matters submitted to the members for action or approval. Non-voting Members shall have no voting rights. Votes may be taken by voice, by a show of hands, by written ballot, email, mail or proxy. Voting Members shall have no right to cumulate their votes.

3.4. Membership Dues. All Voting Members shall pay annual membership dues to the Corporation in such amounts and in such manner as the Board of Directors determines from time to time. Each year the Corporation shall send out, to each member, a dues renewal notice and their expiration date.

3.5. Meetings of Members. The annual meeting of members shall be held in October each year, or such other time and date as the Board of Directors may fix in the notice of such meeting, at the principal place of business of the Corporation or in such other place as may be designated by the Board of Directors. Although Non-voting members shall be given notice of, and will be welcome at the annual meeting, they may not vote on any issue. Special meetings of the Voting Members for any purpose or purposes may be called at any time by a majority of the directors, or upon written petition by at least ten percent (10%) of the Voting Members.

3.6. Notice of Meetings of Members. Notice of each regular and special meeting shall be given to each member via email or by other means, addressed to each member at the email or other address appearing on the files of the Corporation. Such notices shall be sent not less than ten (10) and not more than thirty(30) days before each meeting, and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be considered in such meeting.

3.7. Quorum. The presence in person or by proxy of not less than ten percent (10%) of the Voting Members shall constitute a quorum. The members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Voting Members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the Voting Members present.

3.8. Voting by Mail or Email. When determined by the Board of Directors, the annual election of directors and other ballot issues, may take place entirely by mail or email.

3.9. Termination of Membership. The membership of each member of the Corporation will terminate upon the member's death, resignation, expulsion or if he/she no longer owns or rents any real property within the Corporation's geographic boundaries. Unless otherwise determined by the Board of Directors, each Voting Member's membership will automatically be transformed into a Non-voting membership if his or her membership dues have not been paid as and when due Members terminated as a result of expulsion may not renew their membership in the Corporation without obtaining the affirmative vote of at least two-thirds (b) of all the directors.

3.10. Suspension and Expulsion. Any member may be suspended or expelled from membership with or without cause upon the affirmative vote of at least two-thirds (b) of all the directors if, in the discretion of the Board as indicated by such vote, such suspension or expulsion would be in the best interests of the Corporation. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership in the Corporation.

ARTICLE 4 DIRECTORS

4.1. Powers. Subject to any limitations of the Articles of Incorporation, the New Mexico Nonprofit Corporation Act or these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

- (a) To appoint and remove all officers of the Corporation subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws. To conduct, manage and control the affairs of the Corporation, and to make such rules and regulations therefor, not inconsistent with law, or with the Articles of Incorporation, or the Bylaws, as they may deem best.
- (b) To designate any place for the holding of any membership meeting or Board of Directors meeting, to change the principal office of the Corporation for the transaction of its business from one location to another; to adopt, make and use a corporate seal and to alter the form of such seal from time to time, as, in their judgment, they may deem best, provided such seal shall at all times comply with the provisions of law.
- (c) To borrow money and incur indebtedness for the purpose of the Corporation and to cause to be executed and delivered therefor, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and securities thereof.
- (d) To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the Corporation, and to distribute, loan or dispense the same or the income and profits therefrom.
- (e) To create such trusts, foundations, and subsidiaries, as the Board of Directors shall deem necessary and to appoint the trustees, directors, or other governing officials of such legal entities.

4.2. Number of Directors. The number of directors constituting the entire Board shall be a minimum of five and a maximum of nine, as fixed by resolution of the Board. Subject to the foregoing, the number of directors may be determined from time to time by action of the Voting Members. No decrease in the number of directors shall decrease the minimum number of directors below five directors. No decrease in the number of directors shall shorten the term of any director then in office.

4.3. Qualifications for Office. All directors must be a member in good standing of this Corporation. Each director must live in, own or rent real property within the geographic boundaries of the Corporation. No person who is holding public office is eligible to be a director. Each director shall serve without compensation except for reasonable expenses incurred for the Corporation. Each director shall be at least 18 years of age.

4.4. Election of Directors. So long as there are nine directors, each director shall live in, own or rent property anywhere within the Corporation's geographic boundaries. Each Voting Member shall be entitled to vote for all Director positions up for election. The names of the nominees and the written statements presented along with a voting ballot shall be mailed, emailed or otherwise delivered to all Members at least fifteen (15) days prior to the election deadline. If an election is conducted exclusively by mail or email, as permitted by Section 3.8, notice of the deadlines and the ballots with nominating information for such election shall be communicated to Voting Members by mail or email.

4.5. Term of Office. The regular term of office for each director shall be two years, unless sooner terminated by death, incapacity, resignation or removal. All directors shall hold office until the expiration of the term for which each was elected, until a successor has been duly elected and qualified, or until the director's prior resignation or removal as hereinafter provided. Directors may be reelected to multiple terms. The terms of the directors shall be staggered for a period of two years beginning the 1st of January. The election for designated directors will be held in October of years ending with an odd number and will serve for two years starting the following 1st of January. Each Director position will be assigned an "odd election year" or "even election year" number. Each Director position on the "ESCA Official Board and Officer Document" following the first board meeting after the 1st of January, will be so designated. The election year will follow

the Board Position, not the person holding the Board Position.

4.6. Nomination of Directors. Any Voting Member of the Corporation may nominate himself/herself or any other Voting Member for election to the Board of Directors by submitting the name of said nominee in writing to the Board of Directors at least twenty (20) days but not more than sixty (60) days before the 1st October. The written nomination may be accompanied by a resume, curriculum vitae, position statement or any statement of goals or qualifications deemed appropriate by the nominating party.

4.7. Removal Resignation. Any director may resign from office at any time by giving written notice thereof to an officer of the Corporation. Any director may be removed with or without cause by a two-thirds vote of all of the other directors then in office. Cause for removal exists (without limiting other causes for removal) whenever a director:

- (a) fails to attend three (3) consecutive regular meetings of the Board of Directors, notwithstanding that he or she otherwise qualifies for office;
- (b) has been convicted of a felony;
- (c) has committed a material breach of his or her fiduciary duty;
- (d) has committed an act of moral turpitude; or
- (e) ceases to be a member in good standing of the Corporation while in office as a director.

4.8. Existence of Vacancies. A vacancy in the Board of Directors exists in case of the happening of any of the following events:

- (a) The death, incapacity, resignation, or removal of any director.
- (b) The authorized number of directors is increased.
- (c) At any meeting of the Voting Members at which a director is to be elected, but the Voting Members fail to elect the full authorized number of directors to be voted for at that meeting.

4.9 Filling of Vacancies. Any vacancy occurring on the Board of Directors may be filled by a vote of the majority of the remaining directors. A director so chosen shall serve for the balance of the unexpired term of the vacant office. If the Board of Directors accepts the resignation of a director, tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective for the balance of the unexpired term of the resigning director. However, the Board has the power to fill or leave unfilled, until the next election, all vacancies occurring on the Board, including those created by an authorized increase in the number of directors. In the event that the Board decides not to fill a vacancy for a director whose office is subject to election by the voting membership, the President may call a special meeting of the Voting Members to elect such director. In the event that less than a quorum of the Board remains to fill vacancies, then in that event, a vote of one hundred percent of the remaining directors shall be required to fill any vacancy. At the Board's discretion, district director vacancies may be filled by "at-large" directors until the next district director election.

4.10 Place and Number of Meetings. Meetings of the Board of Directors shall be held at any place which has been designated from time to time by resolution of the Board or by written consent of all directors. In the absence of such designation, meetings shall be held at the principal office of the Corporation. The Board shall hold at least four (4) meetings each calendar year.

4.11 Selection of Officers. The Officers of the Corporation will be appointed by the Board of Directors at the first board meeting following the 1st of January each year. President of the Corporation will be responsible for presiding over that first meeting, whether or not his/her term as a director has expired, till the new President is appointed at that meeting.

4.12 Notice of Directors' Meetings. Regular meetings of the directors shall be open and may be attended by any Voting and Non-Voting Member. Notice of regular directors' meetings shall be sent to all Members via email or by other means not less than five (5) days and not more than thirty (30) days before each regular directors' meeting and shall specify the place, day and hour of the meeting and shall state the

general nature of the business to be considered in such meeting. Notice of the time and place of special meetings of the Board shall only be given to Board members and shall be given personally to the directors or sent by email at least three (3) days in advance of such meeting. Such notice shall state the general nature of the business to be considered at the special meeting.

4.13 Quorum and Voting. A majority of the elected and qualified directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation or by these Bylaws. Each director present shall be entitled to one (1) vote. Voting by proxy shall not be permitted. A director may participate in any meeting of the directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting. The transactions of any meetings of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though they had a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

4.14 Presumption of Assent. A director who is present at any meeting of the directors, or a committee thereof of which the director is a member, at which action on a corporate matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the person acting as the secretary of the meeting before or promptly after the adjournment thereof. A director who is absent from a meeting of the Board, or a committee thereof of which the director is a member, at which any such action is taken is presumed to have concurred in the action unless the director files a dissent with the Secretary of the Corporation within a reasonable time after obtaining knowledge of the action.

4.15 Action by Majority Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a majority vote of directors, if authorized by writing signed individually or collectively by all directors. Such consent shall be filed with the regular minutes of the Board.

ARTICLE 5 OFFICERS

5.1. Responsibility. All officers are subordinate and responsible to the Board of Directors.

5.2. Number and Selection. The Board of Directors shall appoint a President, a Secretary and a Treasurer, and may appoint one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, and such other officers as they may determine. Any two or more offices may be held by the same person except the offices of President, Secretary and Treasurer. The President and the Vice President, if any, must also be a director of the Corporation. Each officer shall hold office until a successor is appointed and qualified, or until the officer's resignation, death or removal. Vacancies in offices shall be filled by election by the Board of Directors at any time to serve unexpired terms.

5.3. Resignation and Removal. The resignation of any officer shall be tendered in writing to any other officer and shall be effective as of the date stated in the resignation. Any officer may be removed during their term by majority vote of the Board of Directors whenever, in their judgment, removal would serve the best interests of the Corporation. Such removal shall terminate all authority of the officer.

5.4. President. The President shall be the chief executive and operating officer of the Corporation, and subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of the Corporation. The President shall preside at all meetings of the Board of Directors. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws or the Board of

Directors.

5.5. Vice President. At the request of the President, or in the President's absence or disability, the Vice President shall perform all the duties of the President. When so acting, the Vice President shall have all of the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned by the President or the Board of Directors or as may be provided in these Bylaws.

5.6. Secretary. The Secretary, or designee, shall cause to be kept at the principal office of the Corporation, the Secretary's principal place of business, or such other place as the Board of Directors may order, the official seal of the Corporation (if any), the membership file and a file of minutes of all meetings of directors and members. The Secretary, or designee, shall keep a membership file containing names, physical or mailing addresses, email addresses, and telephone numbers of each member, and the date upon which the membership commenced and ceased. The Secretary, or designee, shall send the notices of all membership meetings as provided in these Bylaws. The Secretary shall also maintain and protect a file of all official and legal documents of the Corporation. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the Bylaws.

5.7. Treasurer. The Treasurer shall have custody of all Corporation funds; keep full and accurate accounts of all receipts and disbursements of the Corporation, an inventory of assets, and a record of the liabilities of the Corporation; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of the Corporation as ordered by the President or the Board of Directors taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President or by the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws, the Board of Directors, or the President. The Board of Directors or the President may delegate all or part of the authority and duties of the Treasurer to subordinate officers.

5.8. No Salaries. Each officer shall serve without compensation except for reasonable expenses incurred for the Corporation.

5.9. Annual Transition. To maintain Corporation continuity, officers whose terms of office have expired shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successors on all of the Corporation's financial accounts and signature cards.

ARTICLE 6 PROHIBITED ACTIVITIES

6.1. Actions Jeopardizing Tax Status. This Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under '501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

6.2. Lobbying and Political Activities. The Corporation may devote a substantial part of its activities for lobbying purposes (including the publishing or distribution of statements) or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office.

6.3. Private Inurement. No part of the net income or net assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons. However, the Corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax-exempt purposes.

6.4. Non-Discrimination. In the conduct of all aspects of its activities, the Corporation shall not discriminate on the grounds of race, color, national origin or gender.

6.5. Conflicts of Interest. A conflict of interest occurs when a person under a duty to promote the interests of the Corporation (a "fiduciary") is in a position to promote a competing interest instead. Fiduciaries include all Corporation employees, directors or officers, and members of any Corporation committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of the Corporation and work to the detriment of the Corporation.

6.6. Typical Conflict Situations. Conflicts of interest are likely to arise whenever: a) a fiduciary has a personal interest in a vendor of goods or services to the Corporation; or b) Corporation employees are loaned to other organizations, or the employees of another organization are loaned to this Corporation.

6.7. Discharging Conflicts of Interest. All conflicts of interest must be disclosed to the Board of Directors. When these are done, the conflict of interest has been properly discharged.

6.8. Preventing Conflict Situations. The Corporation, through the Board of Directors, shall encourage all fiduciaries to prevent conflicts of interest where possible.

(a) Fiduciaries should refuse to enter into self-dealing relationships with the Corporation as a vendor.

(b) Fiduciaries should not accept anything of value from vendors.

(c) The lending of employees to, or acceptance of loaned employees from, other organizations should be avoided. If done, however, a clearly drafted contract defining wages, responsibilities, indemnification and conditions of employment is required.

6.9. Litigation. The Corporation shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors.

ARTICLE 7 OTHER FINANCIAL MATTERS

7.1. Property of the Corporation. The title to all property of the Corporation, both real and personal, shall be vested in the Corporation.

7.2. Disposition Upon Dissolution. Upon the dissolution or winding up of the Corporation, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, association, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Corporation, as may be determined by the Board of Directors of this Corporation in its sole discretion, and which has established its tax exempt status under 501(c)(4) of the Internal Revenue Code of 1986, as amended.

7.3. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it pecuniary liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officer, the President, either alone or with the Secretary or any Assistant Secretary, may execute the same in the name of, and on behalf of, the Corporation, and any such officer may affix the corporate seal (if any) of the Corporation thereto.

7.4. Voting Stock Owned by the Corporation. The Board of Directors may by resolution provide for the designation of the person who shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of the security holders of any corporation or other entity in which this Corporation may hold voting stock or other securities, and may further provide that at any such

meeting such person may possess and exercise all of the rights and powers incident to the ownership of such voting securities which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may revoke any such powers as granted at its pleasure.

7.5. Financial Accounts. The Corporation may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for Corporation purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer(s) or agent(s) of the Corporation, and in such manner, as is determined by the Board of Directors from time to time.

7.6. Appointment and Employment of Advisors. The Board may from time to time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the Corporation's purposes. The Board is authorized to employ such persons, including an executive officer, attorneys, accountants, agents and assistants as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof.

7.7. Financial Statements and Reports. A certified public accountant ("CPA") appointed or approved by the Board shall at such time as the Board determines prepare for the Corporation as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or for which funds were used or distributed, and such other additional reports or information as may be ordered from time to time by the Board. The CPA shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the Corporation. The CPA's charges and expenses shall be proper expenses of administration.

7.8. Limitations on Debt. No debt shall be incurred by the Corporation beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by the Board of Directors. Specifically, without limitation, no loan shall be made to any officer or director of the Corporation. Any director or officer who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.

7.9. Liability of Directors and Officers. No director or officer of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following if done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

7.10. Liability of Members. No member of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment.

7.11. Property Interests Upon Termination of Membership. Members have no interest in the property, assets or privileges of the Corporation. Cessation of membership shall operate as a release and assignment to the Corporation of all right, title and interest of any member, but shall not affect any indebtedness of the Corporation to such member.

7.12. Fiscal Year. The fiscal year of the Corporation shall be from each January 1st to each December 31st, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE 8 COMMITTEES

8.1. Committee Powers. Committees of the Corporation, if any, shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Corporation or any operations needing study, recommendation, or action. The Board may establish such special committees or standing committees in addition to those specified in this Article as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the New Mexico Nonprofit Corporation Act. All committees shall act by majority vote, unless otherwise prescribed by the Board of Directors.

8.2. Limitations. Except in cases where these Bylaws or the Board of Directors has by written resolution provided otherwise, the function of any committee will be as an advisory group to the Board of Directors. No member of any committee, without the prior written consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the Corporation or its Board of Directors in any way or by any means. All such powers are expressly reserved to the Board of Directors and the officers of the Corporation.

8.3. Committee Membership. The Board, acting upon the recommendation of the President, shall appoint the members of any committees, and also select a committee Chair. Persons other than directors may be appointed to committees. The President shall be an *ex-officio* member of every committee other than the Executive Committee. Every committee shall consist of at least two (2) persons, exclusive of the President. Committee members shall be appointed for one-year terms. No member of any committee may serve more than two consecutive terms on the same committee.

8.4. Standing Committees. In addition to other committees the Board may establish from time to time, the following committees may be established by the Board of the Corporation:

(a) Executive Committee. The Executive Committee shall, in intervals between meetings of the Board of Directors, have general control of the affairs of the Corporation, but nothing herein shall be construed to allow the Executive Committee to act to the exclusion of, or contrary to, the expressed direction of the Board of Directors. The President shall be the Chair of the Executive Committee.

(b) Finance Committee. The Finance Committee shall in general be responsible to oversee the preparation of all statements, reports, returns and audits of the Corporation's finances, and to oversee the investment of the various funds of the Corporation. The Finance Committee shall also submit recommendations to the Board for the selection of auditors, accountants and investment managers.

(c) Membership Committee. The Membership Committee shall work to recruit new members and to retain existing members. It may carry on a membership solicitation drive and such other outreach and solicitation activities as it deems appropriate, or as may be specified by the Board to accomplish these purposes. This committee shall also recommend to the directors the types and amounts of dues for memberships in the Corporation.

(d) Publicity Committee. The Publicity Committee shall be responsible for contact with other organizations with similar purposes and for the distribution of news of the Corporation and its activities to the public.

(e) Activities Committee. The Activities Committee shall organize various activities and events in furtherance of the Corporation's purposes, as well as fund raising events, and shall coordinate its efforts with, and assist, the Publicity Committee.

(f) Legal Advisory Committee. The Legal Advisory Committee shall review and provide analysis of pending and proposed legislation of interest to the Corporation, as well as other legal matters of interest.

8.5. Special Committees. The Board may establish such special committees as it deems appropriate from time to time. Special committees shall have the duties and responsibilities as the Board shall designate from time to time.

ARTICLE 9 INDEMNIFICATION

9.1. Right to Indemnification. Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, including service with respect to employee benefit plans, whether the basis of the proceeding is alleged action in an official capacity as a director, officer, employee, or agent or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by state law, as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits the corporation to provide broader indemnification rights than state law permitted the Corporation to provide before the amendment), against all expenses, liability, and loss (including attorney fees, judgments, fines, ERISA excise taxes, or penalties and amounts to be paid in settlement) reasonably incurred by the person in connection therewith, and the indemnification shall continue for a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in the next section with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the board of directors of the Corporation. To the extent authorized by state law, the Corporation may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this article shall be a contract right.

9.2. Non-Exclusivity of Rights. The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the articles of incorporation, bylaw, agreement, vote of the Voting Members or disinterested directors, or otherwise.

9.3. Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the board of directors, grant rights to indemnification and to payment by the Corporation, for expenses incurred in defending any proceeding before its final disposition, to any employee or agent of the Corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

9.4. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify the person against the liability under these bylaws or the laws of the state of New Mexico.

9.5. Changes in New Mexico Law. If there is any change of the New Mexico statutory provisions applicable to the Corporation relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permits the Corporation to provide broader indemnification rights than the provisions permitted the Corporation to provide before the change. Subject to the next Section, the Board of Directors is authorized to amend these bylaws to conform to any such changed statutory provisions.

9.6. Amendment or Repeal of Article. No amendment or repeal of this Article shall apply to or have any effect on any director, officer, employee, or agent of the Corporation for or with respect to any acts or omissions of the director, officer, employee, or agent occurring before the amendment or repeal.

9.7. Impact of Tax Exempt Status. The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating the Corporation's status as a tax exempt organization described in 501(c)(4) of the Internal Revenue Code of 1986, as amended.

ARTICLE 10 AMENDMENTS TO BYLAWS

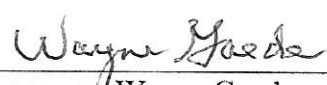
10.1. Adoption. The Board of Directors may adopt these Bylaws by an affirmative vote of a majority of the board. Except those items specified in these Bylaws as not being subject to amendment, if any, these Bylaws may also be amended, restated or repealed by the affirmative vote of a majority of Board of Directors, however, any such amendment, restatement or repeal shall only be effective upon ratification by the affirmative vote of at least a majority of the total number of Voting Members.

10.2. Inspection of Bylaws. The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept in the principal office of the Corporation for the transaction of business, and shall be open to inspection by the members, officers and directors at all reasonable times during office hours.

IN WITNESS WHEREOF: In accordance with the Bylaws and being the current Board of Directors of Eastern Sandoval Citizens Association having adopted these Bylaws of the Corporation have hereunto set our hands effective this day of 7/29/24.

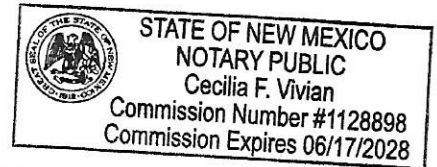

President - George Franzen


Secretary - Richard J. Reif


Treasurer - Wayne Gaede

ACKNOWLEDGEMENTS

STATEOFNEWMEXICO)
) ss
COUNTY OF SANDOVAL)



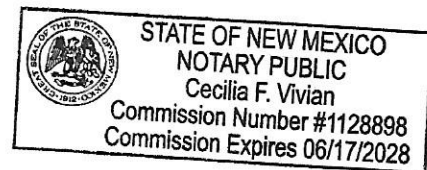
The foregoing instrument was acknowledged before me this _____
Day of July 29, 2024, by George Franzen, President and
Chairman of the Board of the Eastern Sandoval Citizens
Association, Inc.

Cecilia F. Vivian
NOTARY PUBLIC

My Commission Expires:

6/17/28

STATEOFNEWMEXICO)
) ss
COUNTY OF SANDOVAL)



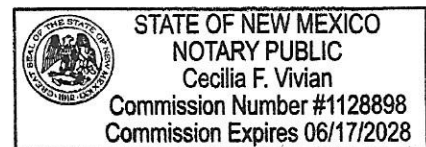
The foregoing instrument was acknowledged before me this _____
Day of July 29, 2024, by Richard J. Reif, Secretary of the
Board of the Eastern Sandoval Citizens Association, Inc.

Cecilia F. Vivian
NOTARY PUBLIC

My Commission Expires:

6/17/28

STATEOFNEWMEXICO)
) ss
COUNTY OF SANDOVAL)



The foregoing instrument was acknowledged before me this _____
Day of July 29, 2024, by Wayne Gaede, Treasurer of the Board
of the Eastern Sandoval Citizens Association, Inc.

Cecilia F. Vivian
NOTARY PUBLIC

My Commission Expires:

6/17/28

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