

**OPERATING BYLAWS OF THE
Mora Arts & Cultural Compound Coordinating Council
(hereinafter referred to as the “Coordinating Council”)**

**ARTICLE I
PRINCIPAL OFFICE**

Section 1. Principal Office. The Mora Arts & Cultural Compound Coordinating Council shall be generally located in the community of Mora (Mora County) in the State of New Mexico.

**ARTICLE II
PURPOSE**

Section 1. The purpose for which this Coordinating Council is organized is to stimulate the preservation and enhancement of the traditional commercial district in Mora, New Mexico through education, historic preservation, beautification, promotion of community and civic pride, and combating the underlying reasons for the physical and economic deterioration of the district. The Coordinating Council shall focus its efforts and resources to implement the four operational components established by the New Mexico MainStreet and New Mexico Arts programs for Arts & Cultural Districts:

- **Capacity and Sustainability** - developing resources, encouraging cooperation, and building leadership in the district;
- **Branding and Imaging** - creating a positive image for district by conducting activities that highlight the district’s historic and cultural value and other positive aspects;
- **Physical Planning and Design** - improving the appearance, physical functioning, physical condition of the district and ensure preservation of historic assets within the district/compound boundaries;
- **Cultural Planning and Development** - building the creative economy in the district through business retention and recruitment practices, encouraging alternative uses to reduce vacant properties, providing education about public and private economic development resources, and encouraging public and private investment in the district to support job creation and combat physical deterioration through the preservation and enhancement of the district assets.

The Coordinating Council shall execute agreements with a qualified and legally-compliant 501c3 nonprofit fiscal agent to receive, administer and distribute funds in connection with any activities related to the above purposes, provided however, that the Program shall only engage in activities that are in the purview of Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

Section 2. Charitable Intent. It is the intent of the Coordinating Council to operate as a volunteer organization sponsored by a qualified nonprofit, tax-exempt entity pursuant to

Section 501(c)(3) of the Internal Revenue Code of 1954, as now or hereafter amended. In order to effectuate such intent, no part of the net earnings of the Coordinating Council shall inure to the benefit of any of its members or any other individual; and the Coordinating Council shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 3. Distribution of Assets. Upon dissolution of the Coordinating Council, any residual assets of the Coordinating Council shall be distributed to a public entity, including the County of Mora, State of New Mexico, or federal government, or to a private, nonprofit corporation which is an exempt organization as described in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. The selection of which entity may be designated by the Coordinating Council prior to dissolution.

ARTICLE III PROGRAM AREA

Section 1. Geographic Focus. The Coordinating Council shall focus its primary activities in the central business district of the community of Mora within the Arts & Cultural Compound boundaries adopted in the Cultural Plan and/or approved by the New Mexico MainStreet program.

Section 2. Activities Outside the Program Area. The Coordinating Council may, from time to time and at the discretion of the Board of Directors, conduct limited activities outside of the Program Area if the Coordinating Council determines that such activities will support or advance the purposes described in Article II.

ARTICLE IV MEMBERSHIP

The Coordinating Council is not a member-based organization and thus shall have no members.

ARTICLE V BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Coordinating Council, which shall supervise and control the business, property, and affairs of the Coordinating Council, except as otherwise expressly provided by law, any Articles of Incorporation of the Coordinating Council, or these Bylaws.

Section 2. Standard of Care. The Coordinating Council officers, Directors, managers, trustees, professional fundraisers, professional fundraising counsel or other persons having access to the money of a charitable organization intended for use for charitable purposes shall be held to the Standard of Care defined for fiduciary trustees under common law as

defined in the New Mexico Charitable Solicitations Act, Section 57-22-10 NMSA 1978, and by the New Mexico Attorney General, including the following.

- A. The Duty of Care. Directors shall actively participate in the Coordinating Council's affairs by attending Board meetings and meetings of committees on which the Director serves. Each Director shall be responsible to stay informed to determine if the Board of Director's policies are being followed and to understand how the Coordinating Council is functioning.
- B. The Duty of Loyalty. Directors shall give the Coordinating Council complete and undivided loyalty by ensuring that that the interest of the Coordinating Council and, as a consequence, the interest of the public, takes precedence over the Director's personal interests. A Director shall, loyally and without self-interest, further the charitable objectives of the Coordinating Council by acting fairly and in the best interest of the Coordinating Council.
- C. The Duty to Manage Accounts. The Board of Directors shall be responsible for assuring the financial accountability of the Coordinating Council and, accordingly, shall establish procedures to keep the Coordinating Council fiscally sound and ensure that it operates in a fiscally responsible manner.
- D. The Duty of Compliance. Board members shall be faithful to the Coordinating Council's purposes and comply with the Coordinating Council's governing documents. Directors shall also be familiar with the laws and operating guidelines that apply to the Coordinating Council and shall comply with those state and federal laws that relate to the Coordinating Council and its business operations.

Section 3. Director Responsibilities. All Directors' responsibilities shall include, but will not be limited to, the following:

- A. Making an annual cash contribution to the Coordinating Council to the best of his/her ability to support the Coordinating Council's operations and projects.
- B. Serving as a member of at least one committee if the Director is not an Officer
- C. Attending the biannual meeting of the Coordinating Council for the purpose of selecting Board members and officers.
- D. Attending regular meetings of the Board of Directors.
- E. Supporting the decisions of the Board of Directors.
- F. Attending Board leadership and other trainings as required of the New Mexico MainStreet Program or its partners.
- G. Abide by and support the Coordinating Council's Conflict of Interest Policy, Records Retention and Destruction Policy, Whistleblower Protections Policy, Non-Discrimination Policy and Financial Management/Fiscal

Controls Policy as well as other policies adopted by the Coordinating Council.

Section 4. Number and Qualifications. The members of the initial Board of Directors of the Coordinating Council shall be those individuals established in the initial convening of the Council and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Coordinating Council shall be composed of no less than five (5) and no more than eleven (11) individuals. The number of Directors may be decreased to the extent permitted by applicable law, but no decrease shall have the effect of shortening the term of any incumbent Director. The Coordinating Council shall be comprised of no more than four (4) community at-large community members plus no more than seven (7) representatives from the following institutions/organizations/entities:

- ***Collaborative Visions***, a community development entity/property owner in the district
- ***Los de Mora Grower's Co-op.***, an agricultural cooperative, economic development entity
- ***Luna Community College***, a higher education institution
- ***Mora Community Library***, a cultural institution
- ***Mora Community Theater***, a creative economy/performing arts initiative in the district
- ***Mora County Community and Economic Development Committee***, a County-appointed economic development council.
- ***Mora County Economic Development Corporation***, a community economic development corporation
- ***Mora Land Grant***, a community/economic development entity
- ***Mora School District***, a youth development and educational institution
- ***Mora Valley Chamber of Commerce***, an economic development organization
- ***St. Gertrudes Church***, a property owner and faith-based organization in the district
- ***St. Vrain Mill***, a historic cultural asset in the district operated by a nonprofit foundation
- ***Tapetes de Lana***, a creative economy business and property owner in the district
- ***Other Faith- or Community-Based Organizations*** that facilitate youth and/or community participation

Section 5. Election and Term of Office. The initial Board of Directors of the Coordinating Council shall be permitted to appoint additional Directors to bring the total number of Directors to the number prescribed in Article V, Section 4. One-half of the Board of Directors shall be appointed for a one-year term, and one-half shall be appointed for a two-year term. The initial Board of Directors shall determine a method for allocating the length of term among Directors. Thereinafter, each Director shall be elected for a two-year term at each annual meeting of the Board of Directors. Nominations to the Board shall be made by the

Nominations Committee appointed by the Board and shall be set forth in the notice of the biannual meeting.

Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. Directors in office may be reelected for three consecutive terms, for a total of six years of consecutive service.

Section 6. Resignation. Any Director may resign at any time by giving written notice to the President of the Coordinating Council. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Coordinating Council.

Section 7. Removal. Any Director may be removed from such office, with or without cause, at any regular or special meeting of the Board of Directors called expressly for that purpose by a two-thirds vote of the Directors eligible to vote. Any Director who is absent from three consecutive regular meetings or thirty-three percent of meetings of the Board of Directors in any twelve-month period may be removed as a member of the Board of Directors.

Section 8. Vacancies. Vacancies other than those resulting from the normal expiration of a Director's term of office shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. If that predecessor's unexpired term is less than one year in duration, the Director elected to fill that vacancy shall be eligible, upon successful reelection by the Membership, to serve an additional two consecutive terms as Director.

Since the Council includes a representative membership model, a Director may designate a different individual representing the organization to act on his/her behalf for up to 2 consecutive meetings. For extended absences, a Director representing one of the organizations listed above may submit a request for permanent replacement to the Coordinating Council, subject to approval by the Board of Directors as expressed herein.

Section 9. Regular Meetings. Regular meetings shall be held not less than six (6) times each year at such a time, day and place as shall be designated by the Board of Directors. Regular Meetings are convened for the purpose of planning, coordinating and implementing the projects of the Coordinating Council.

Section 10. Semi-Annual Meeting. The Board of Directors shall convene a semi-annual public meeting at such a time, day, and place as shall be designated in the notice of the meeting. The agenda for the semi-annual meeting shall include updates and/or summary report to community stakeholders on the business and activities of the Coordinating Council and other matters as may be appropriate to discuss. The semi-annual meetings shall serve as a volunteer recognition event.

Section 11. Annual Meeting. An annual, public meeting of the Board of Directors of the Coordinating Council shall be held at such time, day, and place as shall be designated in the notice of the meeting. The agenda for this public meeting shall include distribution of a

statement of the financial condition of the organization, adoption of an annual budget, nomination and election of Directors and Officers, preparation strategic or other plans, review committee tasks, evaluate progress toward realization of the mission/purpose and address other matters as may be appropriate to discuss.

Section 12. Special Meetings. Special meetings of the Board of Directors may be called by the President, by the Executive Committee, or by four or more Directors to be held at such a time, day, and place as shall be designated in the notice of the meeting. Special Meetings are convened to address any business relevant to the organization that must be addressed prior to the regularly scheduled Board meetings.

Section 13. Emergency Meetings. Emergency meetings of the Board of Directors may be called by the President or another officer to be held at such a time, day, and place as shall be designated in the notice of the meeting. Emergency meetings shall be called only for the purpose of addressing any critical personnel, legal or fiduciary matters or other business deemed relevant to the continued operations and sustainability of the organization.

Section 14. Notice of Meetings. Notice of the time, day, and place of any meeting of the Board of Directors shall be given in advance of the meeting and in the manner set forth in Section 2 of Article X. Notice any regular meeting of the Board of Directors shall be given at least five (5) days in advance of the meeting. Notice of the semi-annual and annual meetings shall be given at least twenty-one (15) days in advance of the meeting. Notice of any special meeting of the Board of Directors shall be given at least three (3) days in advance of the meeting, and the purpose for which a special meeting is called shall be stated in the notice. Notice of any emergency meeting of the Board of Directors shall be given at least twenty-four (24) hours in advance of the meeting, and the purpose for which an emergency meeting is called shall be stated in the notice. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 15. Quorum and Manner of Acting. A simple majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present.

The Coordinating Council shall strive to reach decisions by consensus in all business matters, except as otherwise expressly required by law, any Articles of Incorporation, or these Bylaws. Where consensus cannot be attained, the President of the Board shall call for a vote on specified motions. The affirmative vote of a simple majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote; voting by proxy shall not be permitted.

A volunteer coordinator of the Council, if duly elected to the Board of Directors under the guidelines established in Article V, Section 4 of these bylaws, is also entitled to participate in decisions of the Coordinating Council, either through the consensus-building process or

majority vote. Paid staff, contractors, and ex officio members of the Board do not maintain decision-making or voting privileges in the affairs of the Coordinating Council.

From time to time and only as needed to ensure progress on organizational priorities, the Board of Directors may conduct business and vote on Coordinating Council activities via email or similar electronic means. Motions approved by email vote must be ratified by vote at the next regular meeting of the Board.

Section 17. Unanimous Written Consent In Lieu of a Meeting. The Board of Directors may take action without a meeting if written consent to the action is signed by all of the Directors in office and eligible to vote. Any actions taken without a meeting shall be recorded in writing setting forth the action so taken, and the writing or writings shall be filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board.

Section 18. Telephone Meeting. Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to understand and communicate with each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

As specified in Article V, Section 16 above, the Board of Directors may, from time to time, conduct business and voting via email or similar electronic means. Motions approved via email assent of the Directors then in office must be ratified by vote at the next regular meeting of the Board.

Section 19. Orientation of New Directors. All new members of the Board of Directors shall participate in an orientation program familiarizing them with the goals and objectives of the Coordinating Council and with their responsibilities as Directors.

Section 20. Conflict of Interest. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Coordinating Council in which a Director has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interests of the Coordinating Council.

- A. In the event that any Director has a conflict of interest that might properly limit such Director's fair and impartial participation in Board deliberations or decisions, such Director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the Director any appropriate non-confidential information which might inform its decisions.
- B. No Director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such Director has allegiance, has a personal interest that may be seen as competing with the interest of the Coordinating Council. Any Director who believes he or she

may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any Director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.

- C. The Board of Directors shall develop, adopt, and periodically update a written Conflict of Interest Policy which shall be distributed and followed by all Directors. That policy shall include the contents defined herein and shall outline procedures for the disclosure of any real or perceived conflict. That policy shall be consistent with these Bylaws as expressed herein.
- D. All Board members must sign a Conflict of Interest Disclosure statement acknowledging their compliance with the Conflict of Interest policy and disclosing any conflict of interest as specified by the policy.

Section 21. Compensation. No Officer or Director is to be compensated for his or her services as a Director or Officer. Upon prior approval of the Board of Directors a Director, Officer, staff person or volunteer may be reimbursed in whole or in part for expenses incurred in the execution of his or her role, including, but not limited to travel expenses to attend workshops, conferences or other educational training programs related to the purpose of the organization as a representative of the organization and/or purchase of material essential to the implementation of activities in accordance with the Coordinating Council's purchasing/procurement policy and approved in advance by the Board of Directors. The individual must present to the Treasurer, expense statements and bills for reimbursement.

Nothing herein contained should be construed to preclude any Director from serving the organization in any other capacity and receiving compensation thereof, provided that it does not represent a conflict of interest or conflict with the laws governing nonprofit Coordinating Councils in the State of New Mexico and by the Internal Revenue Service.

Section 22. Ex-Officio and Advisory Board members. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more non-voting *ex officio* members for the sole purpose of serving in an advisory capacity to the organization's strategic and operational priorities. Additionally, the Board of Directors may, by resolutions adopted by a majority of the Directors in office, establish a separate advisory board for the sole purpose of informing and supporting the organization's strategic and operational priorities.

No *ex officio* or advisory board member shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any committee or any Director or officer of the Coordinating Council; adopting a plan of merger or adopting a plan of consolidation with another Coordinating Council; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property

and assets of the Coordinating Council; authorizing the use or allocation of financial or other assets of the organization; authorizing the voluntary dissolution of the Coordinating Council or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Coordinating Council; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed.

The designation and appointment of any *ex officio* or advisory board members, and the delegation thereto of authority, shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law or under these bylaws.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the Coordinating Council shall consist of a President, a Vice President, a Secretary, a Treasurer and such other officers and assistant officers as may be deemed necessary. One person may hold more than one office, other than the office of President.

Section 2. Eligibility for and Election of Officers. Any voting member of the Board of Directors is eligible to be nominated to an office. Officers shall be elected the Directors at the annual meeting of the Coordinating Council by a majority of Directors eligible to vote.

Section 3. Powers of Officers. Except as hereinafter provided, the officers of the Coordinating Council shall each have such powers and duties as generally pertain to their respective offices, as well as those that may be conferred by the Board of Directors.

A. *President.* The President shall give active direction and exercise oversight of the business and affairs of the Coordinating Council. He or she shall preside at all business meetings, but may at his or her discretion or at the suggestion of the Directors arrange for another officer to preside at other meetings. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform such duties as are usually incumbent upon that officer and such duties as may be directed by resolution of the Board of Directors.

B. *Vice President.* The Vice President shall monitor the work of the Committees and help to facilitate communication between Committees and the Board of Directors. He or she shall have such duties and responsibilities as the President or Board of Directors may from time to time prescribe.

C. *Secretary.* The Secretary shall record and maintain in good order Minutes of all meetings and all records and correspondence of the Coordinating Council; see that all notices are duly given in accordance with the provision of these Bylaws; ensure that staff members keep corporate records; and in general perform all duties incident to the office of Secretary and other duties as may be assigned by the Board of Directors.

D. *Treasurer*. The Treasurer shall be responsible for and oversee all financial administration of the Coordinating Council and shall maintain in good order all financial records of the Coordinating Council. The Treasurer shall ensure staff members and other personnel properly receive and give receipts for moneys due and payable to the Coordinating Council and deposit all such moneys in the name of the Coordinating Council in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the Board of Directors.

E. *Temporary Officers*. In case of the absence or disability of any officer of the Coordinating Council and of any person authorized to act in his or her place during such periods of absence or disability, the remaining officers of the Executive Committee may from time to time delegate the powers and duties of such officer to any other officer or any other member.

Section 4. Term of Office. The officers of the Coordinating Council shall be installed at the annual meeting at which they are elected and shall hold office for two years until the next election or until their respective successors shall have been duly elected. No officer may serve more than three (3) consecutive terms.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 6. Removal. Any officer may be removed from such office, with or without cause, at any meeting of the Board of Directors by a two-thirds vote of the Directors eligible to vote.

Section 7. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

ARTICLE VII COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each consisting of two or more Directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Coordinating Council. However, no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any committee or any Director or officer of the Coordinating Council; amending or restating any Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Coordinating Council; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Coordinating Council; authorizing the voluntary dissolution of the Coordinating Council or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Coordinating Council; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any

committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 2. Executive Committee. Between meetings of the Board of Directors, the day-to-day affairs of the Coordinating Council may be conducted by an Executive Committee, the membership of which shall consist of the Officers of the Coordinating Council.

Section 3. Other Committees and Task Forces. The Board of Directors may create and appoint members to such committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board. Members may consist of Directors and other individuals who are relevant to the execution of the committee or task force's powers and duties. The power to establish committees extends to the appointment of temporary or ad hoc committees to assist the Board and Coordinator in carrying out specific tasks. Each standing chairman shall report to the Board of Directors. Ad hoc committees shall serve until such time as the task for which it was created has been completed, but not longer than a one year period. Ad hoc committees are automatically dissolved during the commencement of the biannual meeting of the Board of Directors.

Section 4. Term of Office. Each member of a committee shall serve for two years until the next biannual meeting of the Coordinating Council and until a successor is appointed, unless the committee is sooner dissolved. Members of committees may serve consecutive terms.

Section 5. Vacancies. Vacancies in the membership of committees may be filled by the President of the Coordinating Council. Where possible, the President should consult with the committee or task force chairperson in selecting or appointing members.

Section 6. Chairperson. Each committee or task force shall have a chairperson who is either appointed by the President or Executive Committee or is elected by the committee or task force and approved by a majority of the Directors eligible to vote.

Section 7. Rules. Each committee or task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VIII ARTS & CULTURAL COMPOUND COORDINATOR

The Board of Directors may hire An Arts & Cultural Compound Coordinator, hereinafter referred to as "Coordinator" to manage the daily operations of the Coordinating Council. The Coordinator shall be the primary staff person responsible for coordinating the implementation of the Coordinating Council's policies and projects and such other duties as the Board of Directors may require.

- A. Status as Coordinator. A volunteer Coordinator may serve as voting member of the Council only if he/she has been duly elected as a Board member. A paid staffer (salary or contract) serving as the Coordinator may only be a non-voting member of the Board

of Directors and, where practical, shall attend each meeting of the Board of Directors. From time to time, the voting members of the Board of Directors may enter into Executive Session without the Coordinator present.

- B. Title. The Board of Directors may assign a title different than “Coordinator” to its primary staff.
- C. Compensation. The Coordinator may receive for his or her services such compensation as may be determined by the Board of Directors.
- D. Review. The Board of Directors shall conduct, at minimum, an annual review of the Coordinator’s performance and compensation and shall present the findings of that review to the Coordinator.

ARTICLE IX FINANCES

Section 1. Fiscal Year. The fiscal year of the Coordinating Council shall begin on the first day of January and end on the last day of December in each year.

Section 2. Execution of Financial Instruments. Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, and within procurement guidelines established by the Fiscal Agent, all checks, drafts and transfer of funds through cash or monetary instruments shall be in accordance with the procedures defined in the MOU between the Mora ACC Coordinating Council and the fiscal agent.

Section 3. Deposit of Funds. All funds of the Coordinating Council shall be deposited from time to time to the credit of the Coordinating Council in such banks, trust companies or other depositories as selected by the fiscal agent.

Section 4. Acceptance of Donations. The Board of Directors may accept on behalf of the Coordinating Council any contribution, gift, bequest or device for the general purposes or for any special purpose of the Coordinating Council.

Section 5. Annual Budget. At least 45 days within the start of the Coordinating Council’s fiscal year, the Board of Directors shall approve an operating budget for the following fiscal year. The budget shall describe sources of income and categories of expense necessary to the Coordinating Council’s operation for the next fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board of Directors.

Section 6. Financial Review/Audit. The Board of Directors may, at its discretion, request an annual review of the Coordinating Council’s books and financial management procedures to be conducted by a Certified Public Accountant or other such qualified professional. The results of that review shall be distributed to the Directors and the Council Coordinator.

Section 7. Annual Financial Documentation. Not later than six weeks after the close of each fiscal year, the Coordinating Council shall prepare:

- A. A balance sheet showing in reasonable detail the financial condition of the Coordinating Council at the close of the fiscal year;
- B. A statement of the source and application of funds showing the results of the operation of the Coordinating Council during the fiscal year.

ARTICLE X MISCELLANEOUS

Section 1. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a Director, officer, committee member, or volunteer such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Coordinating Council. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery. Notice by hand delivery will be deemed given when received. Notice by facsimile or electronic mail will be deemed to be given when sent by the Coordinating Council to the facsimile number or electronic mail as is appears on the records of the Coordinating Council.

Section 2. Parliamentary Authority. Roberts Rules of Order Newly Revised may govern the parliamentary procedures of the Coordinating Council when not in conflict with these Bylaws. The order of business may be altered or suspended at any meeting by a majority vote of the active members present.

ARTICLE XI INDEMNIFICATION

Unless otherwise prohibited by law, the Coordinating Council may indemnify any Director or officer or any former Director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Coordinating Council for damages arising out of his or her own gross negligence in the performance of a duty to the Coordinating Council.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, officer, or employee. The Coordinating Council may advance expenses or, where appropriate, may itself undertake the defense of any Director, officer, or employee. However, such Director, officer, or

employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a Director, officer, employee, or agent, whether or not the Coordinating Council would have the power to indemnify the person against that liability under law.

**ARTICLE XII
AMENDMENTS**

The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a majority vote of the Directors eligible to vote, provided that no such action shall be taken if it would in any way adversely affect the Coordinating Council's qualifications under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. All Directors shall receive the proposed amendments no less than ten [10] days prior to the date of the meeting at which the amendments will be voted on by the Board of Directors.

Adopted on [date] by affirmative vote of the Board of Directors

President of the Mora Arts & Cultural Compound Coordinating Council

Secretary of the Mora Arts & Cultural Compound Coordinating Council