

**BYLAWS  
OF  
VELO CRUCES, INC.**

**Article I  
NAME AND LOCATION**

The corporation shall conduct its business in perpetuity under the names Velo Cruces, Inc. and Velo Cruces, and VC, and its principal office shall be in the County of Doña Ana, New Mexico, at such location as the board of directors may from time to time designate. The corporation shall have other offices as the directors may determine from time to time.

**Article II  
MISSION AND PURPOSE**

The mission of Velo Cruces, Inc., is to advocate for bicyclists and bicycling so that Las Cruces is an exceptional place to ride a bicycle.

**Article III  
STOCK**

Velo Cruces, Inc. shall have no capital stock.

**Article IV  
MEMBERSHIP**

**Section A. Qualification**

Membership in the Velo Cruces, Inc. shall consist of all persons who complete the required application and remit dues in accordance with a schedule determined by the board of directors. Membership is open to anyone and applications are accepted on a continuous basis.

**Section B. Record of Membership**

A record of each member of the Velo Cruces, Inc. shall be kept to include name, mailing address, email address and telephone number(s).

**Section C. Termination of Membership**

Any member may terminate membership in the Velo Cruces, Inc. by notifying the secretary in writing or by email. Any dues that may have been collected are not refunded upon termination. Individuals who have terminated membership are eligible for reinstatement by completing the required application and remitting dues.

**Section D. Meetings of the Membership**

**1. Annual Meeting**

**a. Date**

An annual meeting of the membership shall be designated as the autumn meeting, unless notice to the contrary is mailed in advance all members. The annual meeting shall then be held at a time, date and place determined by the board of directors.

**b. Quorum**

The members present at the annual meeting shall constitute a quorum for purpose of transacting business.

**c. Business Transactions**

Reports from the board of directors shall be presented at the annual meeting, including the annual financial report.

Election of directors shall be conducted as provided in these bylaws.

Proposed amendments to these bylaws, if any, will be presented for vote and adoption by the membership as provided in these bylaws.

**d. Voting Rights**

Each member of the Velo Cruces, Inc. is entitled to one vote on each matter presented for vote to the membership. A simple majority of votes cast shall be sufficient to take action on, authorize, or adopt any matter properly presented for vote to the membership. Votes by proxy are not allowed. At the direction of the Board of Directors, the Secretary can poll the membership by email. This will be done in such a manner as to verify that only one vote per member email address is tallied in the results.

**2. Other Meetings**

**a. Date**

Meetings of the membership shall be called periodically and may be called at a time, date and place determined by the board of directors. No meeting of the membership shall be held at a time before 7:00 a.m. or after 9:00 p.m. on the designated date.

**b. Quorum**

The members present at the annual meeting shall constitute a quorum for purpose of transacting business.

**c. Business Transactions**

Reports from ad hoc committees of members regarding projects and programs of Velo Cruces.

Requests for volunteer assistance and/or expertise from the Board of Directors or ad hoc committee leadership.

Discussion of and recommendations with regard to issues, projects and programs before the Velo Cruces, Inc. brought by any member. Any member may suggest an item for consideration by the full membership by notifying any director to have the item placed on the agenda for the meeting.

**d. Voting Rights**

Each member of the Velo Cruces, Inc. is entitled to one vote on each matter presented for vote to the membership. A simple majority of votes cast shall be sufficient to take action on, authorize, or adopt any matter properly presented for vote to the membership. Votes by proxy are not allowed. At the direction of the Board of Directors, the Secretary can poll the membership by email. This will be done in such a manner as to verify that only one vote per member email address is tallied in the results

**Article V  
BOARD OF DIRECTORS**

**Section A. Qualification**

Any individual who has reached the age of majority and who has demonstrated an interest in supporting the purposes of Velo Cruces, Inc. shall be eligible for election to membership on the board of directors of Velo Cruces, Inc.

**Section B. Number**

There shall be no fewer than three (3) and no more than thirteen (13) directors elected to membership on the board of directors, which number shall be fixed by resolution of the board of directors. In addition, there may be ex-officio directors as hereinafter provided, who shall not be included in the number established under the provision of this section.

**Section C. Terms**

Directors shall be elected to terms of three (3) years. Approximately one-third (1/3) of the elected terms shall expire at the end of each calendar year. Directors may be elected to three (3) consecutive terms, a total of nine (9) years, in addition to any partial term to which he or she may have been appointed pursuant to this article. A person may be re-elected to the board of directors when one (1) year has lapsed following the completion of a third full term as director.

**Section D. Powers and Duties**

The board of directors of Velo Cruces, Inc. shall have all of the duties and authority generally accorded to a governing board of directors, including but not limited to the right to:

1. provide for the pursuit of and acceptance of gifts offered and grants awarded in support of its efforts and purposes;
2. provide for the conduct of structured fund raising efforts on behalf of its efforts and purposes;
3. provide for the sale or other disposition of tangible property;
4. approve the annual business plan and corresponding budget of Velo Cruces, Inc.;
5. employ staff;
6. establish policies governing the conduct of the Velo Cruces, Inc., its committees, and its staff;
7. develop, implement, and monitor long range plans;
8. enter into agreements or contracts with outside parties; and
9. review and revise the mission of Velo Cruces, Inc.;

**Section E. Ex-officio Directors**

The board of directors shall include the person who holds the following staff positions if a person has been employed to hold the following staff positions, and who shall have all the rights and privileges of a director of Velo Cruces, Inc. except the authority to vote, and to hold office in Velo Cruces, Inc.:

1. Executive Director of Velo Cruces, Inc.
2. Chief Financial Officer of Velo Cruces, Inc.

**Section F. Meetings of the board of directors**

**1. Annual Meeting**

The board of directors shall conduct the annual meeting of the membership, designated as the autumn meeting, unless notice to the contrary is mailed in advance all members. The annual meeting shall be held at a time, date and place determined by the board of directors.

**2. Other Meetings**

The board of directors may hold additional meetings each calendar year at times and places approved by the board of directors and announced at the annual meeting. Additional or special meetings of the board of directors may be called by 1) the president or executive director of Velo Cruces, Inc. or 2) a number of directors equal to twenty percent (20%) or more of the elected directors who shall sign the call of the meeting.

**3. Special Meetings**

In circumstances in which a vote of the board of directors is required on a single resolution or in which interim full-board action is otherwise required but a gathering of the board of directors is impossible or imprudent, a special meeting may be called. Attendance of board members at special meetings may be in the form of a director's physical presence or participation by means of electronic communication in any form that is sufficient to permit all directors counted toward a quorum to hear and contribute to business discussion. Visual exhibits presented during meetings related to all matters on the meeting agenda will be made available to all directors attending the meeting physically or by electronic communication prior to the time such matters are presented. Votes may be taken by the board of directors. The methods of taking a vote are by a "show of hands," by "raising the hand," by rising, by ballot, or by roll call ("yes or no").

**4. Notice**

Written notice of all meetings of the board of directors, stating the date, time and place of the meeting shall be mailed or emailed at the direction of the secretary or any other officer of the corporation to all members of the board of directors not less than ten (10) days or more than sixty (60) days prior to the meeting date. Any director may waive written notice and attendance at a meeting shall constitute waiver of notice unless such member attends for the specific purpose of challenging the legality of the meeting.

**5. Quorum**

A simple majority (50% plus one) of the voting directors then constituting the board of directors shall constitute a quorum for the transaction of business by the board of directors.

**6. Voting**

Each director authorized to vote shall be entitled to one vote. Voting by proxy shall not be allowed. Except as otherwise provided in these bylaws and the New Mexico Non-Profit Corporation Act, whenever a quorum is in attendance, either by physical presence or by electronic communication, at a properly called meeting of the board of directors, a majority vote of the directors in attendance and authorized to vote shall determine the decision of the board of directors, unless a higher percentage is specified for specific decisions as otherwise provided in these bylaws.

**Section G. Vacancies in the board of directors**

Any vacancy that may occur in the board of directors through death, resignation, or removal may be filled at the next meeting of the board of directors by the election of an eligible person to serve the unexpired portion of the term of the vacant position. If the number of directors is reduced to a number that is less than the minimum number of directors required by these bylaws, the remaining directors may elect a sufficient number of directors to constitute such minimum number by a two-thirds (2/3) vote of the remaining directors.

**Section H. Removal of Directors**

Directors of Velo Cruces, Inc. may be removed from the board of directors by a two-thirds (2/3) vote of the other directors present at any properly called meeting in which a quorum is present.

**Section I. Resignations**

Any director may resign from the board of directors by notifying in writing the secretary or any other officer of Velo Cruces, Inc. The notified officer will communicate the resignation in a timely manner to the remaining directors. Such resignation shall be effective immediately upon receipt of such notification or at a time specified in the written communication. Announcement of and acknowledgement of the resignation shall be made at the next meeting of the board of directors and duly recorded in the minutes of that meeting.

**Article VI  
CORPORATE OFFICERS**

**Section A. Officers**

The officers of Velo Cruces, Inc. shall be president, a vice president, a secretary, and a treasurer, and who constitute the "Executive Committee", all of whom shall be duly

elected directors of Velo Cruces, Inc. The "Executive Committee" will also include staff positions, if they exist, as listed in Article V Section E.

**Section B. Election of Officers**

The president, vice president, secretary, and treasurer shall be elected annually by the board of directors from the voting members of the board of directors at the first regularly scheduled meeting of the board of directors of the calendar year.

**Section C. Removal of Officers**

Officers of Velo Cruces, Inc., may be removed from office by a two-thirds (2/3) vote of the members of the board of directors present at any properly called meeting in which a quorum is present.

**Section D. Vacancies in Office**

Should a vacancy occur in the office of the president as a result of death, resignation, or removal, the vice president shall succeed to the office of president and shall hold the office of president for the balance of the unexpired term. Should a vacancy occur in the office of the vice president or secretary, or treasurer as a result of death, resignation or removal or succession to the office of president by the vice president, the board of directors shall elect a person from the voting members of the board of directors to fill the unexpired portion of that term.

**Section E. Authority and Responsibility of Officers**

**1. President**

The president shall have all the powers authorized by the articles of incorporation, by these bylaws, and by the laws of the State of New Mexico. The president shall preside over all meetings of the board of directors and the executive committee. The president shall have the right to appoint all committee chairs and committee members, subject to the approval of the board of directors as provided in Article IV of these bylaws. The president shall serve ex-officio as a member of all committees. The president shall provide leadership and direction to the board of directors and officers for the development and implementation of policies and procedures to pursue the mission and purpose of Velo Cruces, Inc.

**2. Vice President**

The vice president shall have the authority to preside in the absence or disability of the president, and shall have such duties as may from time to time be assigned by the president or by the board of directors.

**3. Secretary**

The secretary shall be the official custodian of the records and seal of Velo Cruces, Inc.; shall assure that the minutes of all meetings of the board of directors are prepared and filed with the records of Velo Cruces, Inc.; shall assure that all notices are given in accordance with the provisions of these bylaws or as required by law; in general shall perform all duties incident to the office of secretary/treasurer; and shall perform such other duties as may from time to time be assigned by the president or board of directors. In the absence of both the president and the vice president, the secretary shall chair meetings of the board of directors, but shall have no other authority granted the president or the vice president by these bylaws.

**4. Treasurer**

The treasurer shall be responsible for the financial records of the corporation and shall maintain the financial records in accordance with generally accepted accounting practice and the fiscal management policies of the Velo Cruces, Inc. The treasurer shall prepare and submit all reports as required by law or regulation, and shall prepare and present the annual financial report to the membership at the annual meeting. In the absence of the president, the vice president, and the secretary, the treasurer shall chair meetings of the board of directors, but shall have no other authority granted the president or the vice president by these bylaws.

**5. Executive Director**

The board of directors may choose from time to time to employ an executive director of Velo Cruces, Inc. who may serve in that compensated capacity under the title of Executive Director of Velo Cruces, Inc. This person's term as a non-voting member of the board of directors shall be concurrent with the term of employment in this capacity. This person shall be responsible for the execution and administration of policies adopted by the board of directors. The executive director shall also be responsible for all general supervision and management of the business affairs of Velo Cruces, Inc. in accordance with a position description that may from time to time be revised by the board of directors.

**Article VII  
COMMITTEES**

The board of directors may appoint committees which shall serve at the discretion of the board of directors. The board of directors shall charge each committee with a purpose and designate a term of service. Any member of the Velo Cruces, Inc. is eligible for appointment to any committee. Examples of purposes for which committees may be



appointed are fundraising, membership development, communications, events, programs, and promotion, among others.

The board of directors may delegate responsibility for special projects to any member of the Velo Cruces, Inc.

### **Article VIII COMPENSATION**

All officers and directors of Velo Cruces, Inc. shall serve without compensation, except for the reimbursement of expenses incurred in the business of Velo Cruces, Inc. This provision shall not apply to the executive director and other persons who are a part of the professional staff of Velo Cruces, Inc. Neither shall it apply in instances where officers and directors provide goods or services to Velo Cruces, Inc. which are provided pursuant to contract or agreement with Velo Cruces, Inc. if the officer or director regularly provides such goods or services to others.

### **Article IX INDEMNITY**

The board of directors shall indemnify any director, officer, former director or former officer of Velo Cruces, Inc. against reasonable expenses, costs and attorneys' fees actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a director or officer. The indemnity shall include any amounts paid to satisfy a judgment or compromise or settlement of a claim. There shall be no indemnification for any punitive damages required to be paid by an officer or director. The officer or director shall not be indemnified if he or she shall be adjudged to be liable on the basis that he or she has breached or failed to perform the duties of his or her office and the breach or failure to perform constitutes willful misconduct or recklessness.

Advanced indemnification may be allowed a director or officer for reasonable expenses to be incurred in connection with the defense of the action, suit, or proceeding, provided that the officer or director agrees to reimburse Velo Cruces, Inc. if it is subsequently determined that the officer or director was not entitled to indemnification. Any vote as to any such advanced indemnification shall be decided by a majority vote of a quorum consisting of board members who are not parties to such action, suit, or proceeding. If such a quorum is not obtainable, then advanced indemnification may be allowed only if supported by a written opinion by independent legal counsel retained by Velo Cruces, Inc.

### **Article X COMPLIANCE WITH TAX LAWS**

Velo Cruces, Inc. shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the United States Internal Revenue Code, as amended. Velo Cruces, Inc. shall not participate nor intervene (including the publishing or distributing of statements) in a political campaign on behalf of any candidate for public office.

#### **Article XI DISSOLUTION**

Upon dissolution of Velo Cruces, Inc., its assets shall be transferred to another organization exempt from federal income taxes under the provisions of Section 501(c)(3) of the United States Internal Revenue Code, as amended, to be used to purposes consistent with the purposes of Velo Cruces, Inc.

At no time, either upon dissolution or prior thereto, shall any of the funds or assets of Velo Cruces, Inc. inure to the benefit of any person, other than by grants, payments, or other distribution in conformity with the purposes of Velo Cruces, Inc. as set forth in its articles of incorporation, or as compensation for services or reimbursement for expenses as provided by these bylaws.

#### **Article XII SUCCESSION OF ELECTION**

Whenever a director or officer established by these bylaws is elected or appointed by the board of directors, such term of election shall commence at the end of the calendar year in which such election or appointment occurs and shall continue through the normal term for the position to which the individual is appointed or elected, unless the election or appointment is to fill an unexpired term, in which instance the term of election or appointment shall commence immediately and shall continue until the expiration of the term filled by the election or appointment under the provision of these bylaws.

#### **Article XIII RULES OF ORDER**

Matters of order not provided for in the articles of incorporation of Velo Cruces, Inc. or by these bylaws shall be determined by the current edition of Roberts' Rules of Order.

#### **Article XIV FISCAL YEAR**

The fiscal year of Velo Cruces, Inc. shall be from January 1 through December 31 of each year.

**Article XVI  
AMENDMENTS**

These bylaws may be amended by the board of directors. Amendments are to be presented at any regular board meeting with a vote for adoption taken at the next regular board meeting. The notice of each meeting shall contain a statement that a revision of the bylaws will be presented or voted upon and a statement of the nature of the proposed amendment.

**CERTIFICATION**

I hereby certify that the foregoing is a complete and accurate transcript of the Bylaws of Velo Cruces, Inc., adopted by a majority vote of the board of directors of Velo Cruces, Inc. at a meeting held on DATE 2-9-15 with a quorum being present.

**Velo Cruces, Inc.**

By: 

**President**

**ATTEST:**

By: 

**Secretary**