

BYLAWS
OF
NEW MEXICO FRIENDS OF THE FOREST
Complete Revision of Original Bylaws, July 1, 2025
*(see the Appendix of this document for the Original Bylaws signed April 7, 1997;
note that there has been no revision since the Original 1997 Bylaws)*

ARTICLE I. Name, Purpose, Objectives, Governing Instruments

Section 1.1 Name

The name of this Corporation is New Mexico Friends of The Forest (the "Corporation"), also doing business as Friends of the Sandia Mountains (FOSM).

Section 1.2 Purpose

New Mexico Friends of the Forest is a 501(c)3 nonprofit corporation dedicated to working in partnership with the United States Forest Service and other groups and individuals to maintain, protect, and restore the natural, cultural, and scenic resources of New Mexico's forest lands for the enjoyment and use of present and future generations. Our focus is on conservation and education activities within the Sandia Ranger District of the Cibola National Forest and adjacent lands.

Section 1.3 Objectives

Purposes for which the Corporation is formed are those set forth in its Articles of Incorporation. The Corporation shall be noncommercial, nonsectarian, and nonpartisan. The name of the Corporation or the names of the members in their official capacity shall not be used in connection with any commercial concern or with any partisan interest, or for any purpose not appropriately related to the promotion of the purposes of the Corporation.

Section 1.4 Governing Instruments

The Corporation shall be governed by its Articles of Incorporation, its Bylaws, and Policies.

ARTICLE II. Officers

Section 2.1 Officers

The Board shall have a President, Vice-President, Secretary, and Treasurer. The four officers comprise the Executive Committee.

Section 2.2 Election and Terms

The President, Vice-President, Secretary, and Treasurer shall serve for a term of one (1) year and are up for election by the membership every year at the annual meeting.

Section 2.3 Representation

The President, Vice-President or any other member of the Corporation appointed by the President shall act as the representative of the Corporation.

ARTICLE III. Board of Directors

Section 3.1 Number

The Board of Directors shall consist of no less than three (3) Directors in addition to Officers. The number of Directors may be increased or decreased from time to time by a majority vote of the general membership, but no decrease shall have the effect of shortening the term of any incumbent Director.

Section 3.2 Terms

Directors, other than Officers, shall be elected at the annual meeting and serve a term of two (2) years with half of the Directors up for election every year. The Directors shall serve until the expiration of their term of office or until the election and qualification of their respective successors, otherwise provided in these Bylaws for filling vacancies. The Directors up for election, shall be elected at the annual meeting of the membership and shall be chosen by a majority vote of the membership voting.

Section 3.3 Powers and Duties

In addition to the Executive Committee, the Board of Directors may appoint committees on selected subjects from the members of the Board, or from the members of the Corporation; manage and control the business affairs and property of the Corporation; devise and carry into execution such other measures as it deems proper and expedient to promote the purposes of the Corporation and to best protect the interest and welfare of the members.

Section 3.4 Elections

Section 3.4.1 Nominating Committee

The Directors not up for election shall make up the Nominating Committee and select a committee chair.

Section 3.4.2 Nominating Committee Duties

The Nominating Committee shall notify the members that nominations are open. At that time, nominations shall be invited from the membership until a date set by the Nominating Committee. The Nominating Committee shall, no less than 20 days before the annual meeting, notify the members of the nominees for office.

Section 3.4.3 Ballot, Vote

The President shall email a ballot carrying the names of the candidates, listed in alphabetical order, and a brief biographical sketch of the candidates to the voting membership. A blank line shall be added under the names of the candidates for each office for additional names to be written in by voters. A notation on the ballot shall specify the date by which the ballot is to be returned to the Secretary and the date shall be at least 5 days prior to the annual meeting.

It shall be the duty of the Secretary to open and/or review the ballots and count the votes prior to the annual meeting. Members present at the annual meeting shall vote by show of hands. Ballots received after the voting deadline shall be destroyed unopened.

Section 3.5 Vacancies

Any vacancies that may occur on the Board may be filled by a process determined by a majority of the Board. If a vacancy is to be filled mid-term, the replacement Director shall be approved by a majority of the Board and will serve for the remainder of the unexpired term.

Section 3.6 Removal

Any Director may be removed from office by a vote of two-thirds of the full Board of Directors at a regular or special meeting called for that purpose. Any Director proposed to be removed shall be entitled to at least 30 days' notice in writing of the meeting at which such removal is to be voted upon, shall be advised of the proposed removal, and shall be entitled to appear before and be heard at such meeting.

Section 3.7 Annual Meeting

The annual meeting of the membership for the election of Officers and Directors shall be established by the Board at an appropriate date each year. The annual meeting format shall be determined by the Board and may be held electronically.

Section 3.8 Special Meetings

The President may, when (s)he deems necessary or at the written request of four (4) members of the Board, issue a call for a special meeting of the Board of Directors. Five days (5) notice shall be given for any such special meeting.

Section 3.9 Quorum

A simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 3.10 Participation by Telephone or other Electronic Means

In addition to and including the regularly scheduled meetings, the Board may meet through electronic means such as telephone or video conferencing if necessary. Board Meetings conducted electronically shall be documented with minutes in the same manner as Board Meetings conducted in person.

Section 3.11 Compensation

Officers and Directors shall not receive any compensation for their services.

ARTICLE IV. Membership

Section 4.1 Members

Members are individuals or organizations who pay annual dues or who pay a one-time fee to become life members who take part or are interested in the Corporation's activities and also wish to be involved in the Corporation's decision-making by taking part in the voting procedures. Individual members, each family member (limited to two), and a single representative from a business or organization are entitled to one vote. Members shall receive notices of meetings and activities, and any other information about or concerning the Corporation that is available, such as agendas and minutes of the meetings. The Board may alter the rights, privileges, liabilities, criteria, qualifications, and other incidents of membership as it deems appropriate.

Section 4.2 Dues

Membership dues and provisions for payment shall be established by the Board.

Section 4.3 Fiscal Year

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September of the following year.

Section 4.4 Annual Business Meeting and Other Meetings

At a minimum, there shall be one annual business meeting of the membership and one annual meeting of the Board of Directors. Other meetings may be called by the Executive Committee, Board, or Committee Chairs.

Section 4.5 Special Meetings

Special meetings of the membership may be held at any time on the call of the Board of Directors or ten percent (10%) or more of the membership. An agenda shall be set and adhered to for any such meeting.

ARTICLE V. Amendments

These Bylaws may be amended or repealed at any regular or special meeting of the Board of Directors by a vote of two-thirds (2/3) of all voting Directors present, provided a quorum of the Directors is present at the meeting. Any Director shall be entitled to at least thirty (30) days' notice in writing, which must include a copy of the proposed amendment and of the meeting time and place.

Any amendments to these Bylaws shall then be approved by a majority vote of the membership present at the general membership meeting. Notice of any amendment shall be sent to each member at least thirty (30) days before the meeting.

ADOPTION OF BYLAWS

To be signed and dated by the Corporation's President and Secretary following a process of review and the approval of amendments outlined in Article V.

We certify that the foregoing Bylaws were adopted by the Directors of the Corporation at the Organizational meeting of the Board of Directors held on
Month Day, 2025.

Mike Madden, President

Silke Bletzer, Secretary

Appendix

Original Bylaws of the New Mexico Friends of the Forest, from April 7, 1997

BYLAWS

of the

New Mexico Friends of the Forest

ARTICLE I

NAME, PURPOSE AND OFFICES

Section 1.1. Name. The name of this Corporation is New Mexico Friends of the Forest (the "Corporation").

Section 1.2. New Mexico Friends of the Forest is a nonprofit corporation dedicated to working in partnership with the United States Forest Service and other groups and individuals to maintain, protect, and restore the natural, cultural, and scenic resources of New Mexico's forest lands for the enjoyment and use of present and future generations. Our focus is on conservation and education activities within the Sandia and Mountainair Ranger Districts of the Cibola National Forest and adjacent lands.

Section 1.3. Offices. The principal office of the Corporation shall be in or near Albuquerque, New Mexico, at an address to be designated by the Board of Directors. The principal office may be at the residence of any officer of the Corporation. The Corporation may also maintain offices at such other places as the Board of Directors may from time to time determine.

ARTICLE II

MEMBERS AND MEETINGS OF MEMBERS

Section 2.1. Membership. The Corporation shall have members. Members shall be all persons and organizations who have paid the applicable membership fee. The amount of the membership fee shall be determined by the Board of Directors.

Section 2.2. Annual Meeting and Other Meetings. There shall be one annual meeting of the membership and also an annual meeting of the Board of Directors. Other meetings of the membership may be called by the Executive Committee, Board or Committee Chairs.

Section 2.3. Special Meetings. Special meetings of the Membership may be held at any time on the call of either the Executive Committee, Board of Directors, or ten percent (10%) or more of the membership. An agenda shall be set and adhered to for any such meeting.

Section 2.4. Board Meetings. Members shall have the right to attend all meetings of the Board of Directors.

Section 2.5. Notice of Annual and Special Meetings. Written notice of the date, time and place of each annual membership meeting, as well as any Special membership meeting, shall be given personally to each member not less than forty-eight (48) hours prior to the time set for such meeting, or shall be sent to each member by letter, telegram, telephone, facsimile transmission, or electronic mail with notice of receipt addressed to the last known place of residence or business of such member, charges prepaid, not less than five (5) days prior to the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon paid. Each member shall be notified of the names of all nominees for each position to be voted on at the annual meeting along with notice that each member may vote by mail. For any special membership meeting each member shall be notified of the agenda for that meeting.

Section 2.6. Voting Rights. Each member has the power to vote in person, or by mail at the annual meeting on nominated officers and Directors. The candidate for each office who receives the most votes is elected.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Number. The Board of Directors shall consist of not less than three (3) Directors. The number of Directors may be increased or decreased from time to time by a majority vote of the general membership, but no decrease shall have the effect of shortening the term of any incumbent Director.

Section 3.2. Initial Board and Election. The initial Board of Directors are those named in the Articles of Incorporation. The initial Board of Directors consists of not less than five (5) Directors. Half of the initial Directors shall serve a term of one (1) year and the remaining

Directors shall serve a term of two (2) years, as determined by a lottery to be held at the Organizational Meeting of the Corporation. The Directors shall serve until the expiration of their term of office or until the election and qualification of their respective successors, otherwise provided in these Bylaws for filling vacancies. The Directors, other than the initial Board of Directors, shall be elected annually at the annual meeting of the membership and shall be chosen by a majority vote of the Membership voting.

Section 3.3. Annual Meetings. There shall be an annual meeting of the Board of Directors. Notice of the time and place of these meetings may be given by mail or telephone.

Section 3.4. Special Meetings Notice. Special meetings of the Board shall be held whenever called by the President or in the absence or inability or refusal to act, by the Vice President or by any three (3) members of the Board of Directors at such time and place as may be specified in the notice. Notice of such special meetings shall be given to each director at least 48 hours before the day on which the meeting is to be held.

Section 3.5. Meetings by Telephone Conference Call. All meetings may be held by telephone conference call or other similar telecommunications equipment by means of which all persons participating in the meeting can hear each other at the same time.

Section 3.6. Notice of Meetings. Written notice of the date, time, and place of any annual, special or regular meeting of the Board of Directors shall be given personally to each Director not less than 48 hours prior to the time fixed for such meeting, or shall be sent to each director by letter or telegram or facsimile transmission or electronic mail with notice of receipt addressed to the last known place of residence or business of such Director, charges prepaid, not less than five (5) days prior to the time fixed for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If other than normal business of the Directors is to be considered, such purpose shall be designated in the notice of the meeting.

Section 3.7. Waiver of Notice. Notice of any meeting need not be given to any Director who has waived such notice in writing or by telegram and notice of the time and place of an adjourned meeting need not be given to an absent Director if the time and place fixed at the meeting adjourned, unless the meeting is adjourned thirty (30) days or more. The transactions at any meeting of the Board of Directors, however called or noticed or wheresoever held, shall be as valid as those made at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after such meeting, each of the Directors not present signs a written waiver of notice or a consent to holding such a meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with corporate records or made part of the minutes of the specified meeting.

Section 3.8. Action of Written Consent. Any action required or permitted by Law to be taken by the Board of Directors may be taken without a meeting, if all voting members of the Board of Directors shall consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board.

Section 3.9. Quorum and Voting. A majority of the directors shall constitute a quorum for the transaction of business, and all actions of the Board except as otherwise provided in the Articles of Incorporation or these Bylaws shall be taken by a majority vote.

Section 3.10. Vacancies. Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining directors and shall be chosen from a list of nominees submitted by the Nominating Committee, at any special meeting of the Board called for that purpose.

Section 3.11. Removal. Any Director may be removed by the majority vote of the voting Directors at each of two (2) meetings of the Board of Directors called for that purpose, and set at least two (2) weeks apart, with or without cause. Any such director proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the proposed removal and of the meeting time and place at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Section 3.12. Chair. At all meetings of the Board of Directors, the President or in his/her absence, the Vice President, or in their absence, a chair chosen by the directors present, shall preside. The Secretary shall keep the minutes of the meetings, in the absence of the Secretary, the Chair of the meeting may appoint any Director present to act as Secretary. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 3.13. Compensation. Directors shall not receive any compensation for their services.

Section 3.14. Powers and Duties of Directors. The property of the Corporation shall be controlled, and its business affairs operated, conducted, and managed by and through the authority of the Board of Directors.

Section 3.15. Ex Officio Board Members. There may also be ex officio non-voting members of the Board of Directors. Such persons as shall be established by a majority vote of the Members of the Corporation, voting either in person or by mail, at an annual meeting of the membership, shall be ex officio members of the Board of Directors. The term of office of each ex officio member shall be for one (1) year or until his/her successor is elected by a majority vote of the Membership, voting either in person or by mail, at an annual meeting of the membership.

Section 3.16. Conflicts of Interest. A Director shall perform his/her duties both as Director or as a member of any Board Committee in a manner such Director believes to be in the best interest of the Corporation. Whenever a Director has a personal or professional interest in a Corporation-related matter, or a material financial interest in a transaction in which the Corporation is a party, that Director must disclose that material fact as to his/her conflict. The remainder of the Board in good faith must determine, after reasonable inquiry, that the transaction is fair and reasonable to the Corporation and that a more advantageous arrangement would not be obtained with reasonable effort.

Section 3.17. Standing Orders. The Board of Directors may from time to time adopt policies, procedures, or regulations, designated as Standing Orders of the Directors, for the conduct of the affairs of the Corporation or the business of the Board, provided that such Standing Orders are not inconsistent with the Articles of Incorporation or the Bylaws of the Corporation. Copies of any Standing Orders shall be furnished to each member of the Board.

ARTICLE IV

OFFICERS

Section 4.1. Number, Qualifications, Election and Term of Office.

a. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be elected or re-elected to a one (1) year term by the membership at an annual meeting.

b. Each officer shall hold office for one year, except as may previously be determined in the notice of his or her election, which determination shall be made by the Board of Directors or by a nominating committee at the time of nomination and shall serve until his or her successor shall have been elected and qualified.

Section 4.2. Vacancies. A vacancy in any office not otherwise provided for shall be filled for the unexpired portion of the term by the Board at any regular or special meeting.

Section 4.3. President. The President shall be the chief executive officer of the Corporation, shall have general charge of the business, affairs and property of the Corporation in its general operations, and shall do and perform other duties as may be assigned to him or her by the Board, and shall be an ex-officio member of all committees.

Section 4.4. Vice-President. During the absence or disability of the President, the Vice-President shall exercise all the functions of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. If the office

of the President should become vacant, the Vice-President shall assume such office for the unexpired term. The Vice-President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board.

Section 4.5. Secretary. The Secretary shall:

- a. record all the proceedings of the meetings of members and of the Board and of an Executive Committee if such committee is appointed;
- b. Cause all notice to be duly given in accordance with the provisions of the Bylaws of the Executive Committee;
- c. In general, perform all duties incident to the office of the secretary.

Section 4.6. Treasurer. The treasurer shall:

- a. have charge of and supervision over and be responsible for all funds, securities, receipts and disbursements of the Corporation;
- b. keep, or cause to be kept, all the books of accounts of all the business and transactions of the Corporation;
- c. render to the Chair of the Board whenever requested, a statement of the financial condition of the Corporation and of all his or her transactions as Treasurer, and render a full financial report, based on the books and accounts audited annually by a certified or other public accountant, or an auditing committee, at the annual meeting of the Board; and
- d. in general, perform all duties incident to the office of Treasurer.

Section 4.7. Removal. Any officer may be removed from office by the affirmative vote of two-thirds of the full Board of Directors, at any regular or special meeting called for that purpose, with or without cause, Any such officer proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the proposed removal and of the meeting time and place at which such a removal is to be voted upon and shall be entitled to be heard at such meeting.

Section 4.8. Checks and Bond. The President, Vice-President, Treasurer, or any other officer designated by the Board, shall be authorized to sign checks and drafts of the Corporation. Any check or draft in excess of one hundred dollars (\$100) shall require two authorized signatures. They shall not be required to give bond for the faithful discharge of their duties.

ARTICLE V

Section 5.1. General Appointment Committees. The Board of Directors may appoint any Committee and delegate to that committee any and all duties allowed by the laws of the State of New Mexico. The President of the Corporation shall appoint at least one Board Member to each standing committee. In making appointments to the standing committees, the President shall designate one (1) Director to be the Committee Chair, except the Executive Committee which will be chaired by the President of the Corporation. Special committees of the Board of Directors may be appointed by the President from time to time for such purposes as he/she or the Board shall direct. Each member of a committee shall continue for a term specified by the President and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member ceases to be a Director. The President shall be a member, ex officio and with vote, of all standing committees except the Nominating Committee.

Section 5.2. Conduct of Committee Meetings. Committee meetings may be called by the Committee Chair or by the President. A quorum for the transaction of business shall consist of a voting majority of committee members. Records of the actions of each committee shall be kept and a central file maintained, as designated by the Secretary.

Section 5.3. Responsibilities of Committees. All committees of the Board of Directors shall be responsible to the Board. Committees may make any recommendations to the Board they deem appropriate. To the extent provided in Standing Orders adopted by the Board of Directors any committee shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such 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 such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; 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 such committee.

Section 5.4. Standing Committees. The Standing Committees shall consist of the following: Executive, Finance, and Nominating.

1. Executive Committee. The Executive Committee shall consist of the officers of the Corporation, the Committee Chairs of the Standing Committees, and other board members appointed by the Executive Committee, with the President acting as the chair of

the committee. The Executive Committee shall, between meetings of the Board of Directors, exercise all powers and authority of the Board of Directors, except as otherwise specified in the Bylaws. The Executive Committee shall arrange for the execution of orders and resolutions not otherwise provided for and may take other actions it deems necessary and appropriate in compliance with the general policies of the Board of Directors and consistent with the Bylaws.

2. Finance Committee. The Finance Committee is responsible for the management and control of all financial matters of the Corporation; monitor all major financial matters of the Corporation; monitor all major financial transactions, including but not limited to maintenance of procedures for safeguarding securities and other assets; establishes policies and objectives for the investment management of endowment and other funds; reviews, evaluates, appoints and terminates money managers and investment counsel; monitors real estate owned by the Corporation; makes recommendations regarding the investment of Corporation funds; and periodically reviews the Corporation's overall financial position. Additionally, the Finance Committee shall recommend for adoption by the Board of Directors, the operating budget expenditure level for the following fiscal year, recommend any modifications to the approved expenditure level to the Board of Directors for approval; represent the Board of Director and all matters relating to the audit of the Corporation's financial records in conference with the outside auditors prior to and/or following the annual audit; review any other matters related to budgetary operations and accounting records as may be appropriate from time to time; and, review the Corporation's insurance program.

3. Nominating Committee. The Nominating Committee shall analyze the composition of the Board of Directors and identify the needs of its membership within the context of the importance of achieving and maintaining diversity, balance, and range of Director expertise and talent; develop and maintain a pool of prospective Directors; and recommend to the Board of Directors specific individuals to fill any vacancies. The President shall appoint Members of the Corporation to serve on the Nominating Committee. Nominations for Board membership and for officers are normally submitted at the last regular Board meeting before the Annual Meeting of the Membership and then voted upon at the Annual Meeting of the Membership.

ARTICLE VI

FINANCIAL MATTERS

Section 6.1. The fiscal year of the Corporation shall be from October 1 to September 30. At a regularly called meeting, the Board shall adopt a budget for operations of the Corporation during the forthcoming fiscal year. The budget as approved by the Finance Committee and adopted by the Board shall be the authorization and guide for expenditures of corporate funds.

Section 6.2. Funds given to the Corporation for use in perpetuity shall be designated as Endowment Funds. The principal thereof shall neither be expended nor pledged for current expenses but shall be retained and preserved inviolate. Other funds may be established by the Board of Directors from time to time.

Section 6.3. No loan shall be made to any Director, Officer of the Corporation, or Member.

Section 6.4. Any officer of the Corporation may seek and accept gifts on behalf of the Corporation under such procedures as the Finance Committee may establish.

Section 6.5. The Board of Directors shall appoint an audit committee within 2 weeks of the close of the fiscal year, and the audit will be completed within 6 weeks after the close of the fiscal year. Additional audits may be called at any time of the Board of Directors or by petition of 5% of the membership.

ARTICLE VII

AMENDMENTS

These Bylaws may be amended or repealed at any regular or special meeting of the Board of the Directors by a vote of two-thirds (2/3) of all voting Directors present, provided a quorum of the Directors shall be present and participating in the meeting. Any Director shall be entitled to at least thirty (30) days' notice in writing, which must include a copy of the proposed amendment, by mail of the proposed amendment and of the meeting time and place at which such amendment is to be voted upon. Any amendment to these Bylaws shall be approved by a majority vote of the Membership present at the general membership meeting at which action thereon shall be taken. Notice of any amendment shall be sent to each member at least thirty (30) days before the meeting at which action thereon shall be taken.

ADOPTION OF BYLAWS

We certify that the foregoing Bylaws were adopted by the Directors of the Corporation at the Organizational meeting of the Board of Directors held on April 7, 1997.

A handwritten signature in cursive script, appearing to read "Richard Becker".

Richard Becker, President

A handwritten signature in cursive script, appearing to read "Alison Mulholland".

Alison Mulholland, Secretary