

Friends of Coronado Historic Site, Inc.
A New Mexico non-profit corporation
By-Laws
Amended January 25, 2018

The affairs of Friends of Coronado Historic Site, Inc., a New Mexico non-profit corporation, hereinafter known as FCHS), shall be administered and regulated by the following by-laws.

MISSION

The mission of the Friends of Coronado Historic Site is to support the conservation and restoration of historical assets and museum exhibits, and to promote through community outreach, the historical and cultural significance of the Coronado and Jemez Historic Sites - including the ancestral pueblos of Kuaua and Gíusewa, the Coronado Expedition, and the Mission of San Jose de los Jemez.

ARTICLE 1
CORPORATE STRUCTURE AND MISSION

The FCHS shall exist as a non-profit organization. The FCHS shall not issue any capital stock and no part of the moneys received by the FCHS shall inure to the pecuniary gain of its members, directly or indirectly. The FCHS has such powers as are now or may hereafter be granted by the laws of the State of New Mexico regarding nonprofit corporations. The FCHS shall be an independent service organization that exists as a support organization for the New Mexico State Historic Sites. All funds raised by the FCHS will be used to support Coronado Historic Site in accordance with the mission of the FCHS. Funds will be distributed as authorized by the Board in consultation with the Site Manager.

ARTICLE II
REGISTERED OFFICE

The FCHS shall have and continuously maintain a registered office in Sandoval County, New Mexico, c/o Coronado Historic Site, 485 Kuaua Rd, Bernalillo, New Mexico, 87004 and an agent for service of process whose address is identical with the address of such registered office. It may have such other offices as the Board of Directors (the "Board") may from time to time determine.

ARTICLE III
MEMBERS

The FCHS may have several types of membership. Each member will have one vote. The Board will establish the annual membership dues.

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ARTICLE IV
MEETING OF MEMBERS

Section 1: Annual Meetings. There shall be an annual meeting of the members on a date established by the Board. The meeting shall be convened at the time and place determined by a majority vote of the Board. New Board members will be elected at this meeting. New Board members will begin to serve at the next meeting of the Board.

Section 2: Special Meeting. Special meetings may be called by the Board at its discretion. Upon written request of ten percent of the paid-up members, the Board shall call a Special Meeting to consider a special subject.

Section 3: Notification of Meetings. Members will be notified of the annual and special meetings by written or electronic notice sent no less than ten (10) days prior to the date of the meeting. The notice shall specify the date, time, place, and purpose of the meeting.

Section 4: Quorum. The presence in person or by absentee ballot of at least 7 percent of the membership shall be necessary to constitute a quorum for the transaction of business.

Section 5: Votes. Each member, present in person or by proxy, at meetings shall have one vote.

Section 6: Proxy voting. Written proxies should be sent to the President or designated representative no later than 24 hours prior to the meeting.

ARTICLE V
BOARD OF DIRECTORS

Section 1: General Powers. The affairs of the FCHS shall be managed by the Board who shall be elected by and from the general membership. The Board will elect the officers of the FCHS from its membership.

Section 2: Quarterly Meetings. The Board will meet at least quarterly. Meetings shall be convened at the time and place as determined by a majority vote of the Board. The presence at any meeting of a majority of the directors of the Board shall constitute a quorum. Unless otherwise expressly provided herein, any action may be taken at any meeting of the Board upon the affirmative vote of a majority of the Board present at such meeting.

If the president of the Board determines that there is an urgent need for Board action prior to the next scheduled meeting, the president may call a special meeting of the Board upon five (5) days' notice or may poll the Board or seek a vote via telephone or e-mail.

Section 3: Composition of the Board. The Board shall be composed of a minimum of four (4) directors, and the number of directors may be increased to as many as twelve (12).

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Section 4: Term. The terms of the directors shall be for a period of three (3) years. The election of the Board will occur at the annual meeting and newly elected members will assume their duties at the next meeting of the Board. If a Board member is unable to complete their term, the president, with the consent of the majority of Board members, may appoint a replacement to serve until the next annual meeting.

Section 5: Committees. Committees shall be created as needed by the Board.

Section 6: Manager of the Coronado Historic Site. The Manager of the Historic Site shall serve as a non-voting ex-officio member of the Board of Directors.

Section 7: Resignation and Removal. Any director may resign upon notice, in person or in writing, submitted to the Board. Any director may be removed by a majority vote of the Board when such director has been absent from three consecutive meetings of the Board without excuse. Any director is subject to recall with written notification from the Board and ratification by the affirmative vote of a two-thirds majority of the membership present at a meeting called for such purpose.

Section 8: Non-liability of Directors. The directors shall not be personally liable for the debts, liabilities or other obligations of the FCHS.

Section 9: Indemnification by the FCHS of Directors and Officers. The directors and officers of the FCHS shall be indemnified by the FCHS to the fullest extent permissible under the laws of the State of New Mexico.

ARTICLE VI
OFFICERS

Section 1: Officers. The officers of the FCHS shall be a president, a vice president, a treasurer, and a secretary, all of whom shall be elected by a majority of the Board. The officers shall have the authority to perform any special duties prescribed from time to time by the Board.

Section 2: Election and Term of Office. The officers of the FCHS shall be elected from members of the Board by a majority vote of the Board at the first meeting following the annual meeting of the membership. Each officer's term shall run concurrent with their term on the Board of Directors and shall not exceed three years without being reelected to the office. . Officers may serve an unlimited number of consecutive terms.

Section 3: Resignation and Removal. Any officer may resign upon notice, in person or in writing, submitted to the Board. Any officer may be removed by a majority vote of the Board when such officer has been absent from three consecutive meetings of the Board or general meetings of the membership. Any officer is subject to recall with written notification from the Board and ratification by the affirmative vote of the majority of the Board present at a meeting called for such purpose.

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Section 4: Vacancies. If for any reason an office becomes vacant, it shall be filled by a majority vote of the Board present at a meeting called for such purpose.

Section 5: President. The president shall be the principal executive officer of the FCHS and shall preside at all regular and special meetings of the FCHS. S/he shall be an ex-officio member of all committees. The president shall be responsible for publication of the agenda. S/he may sign any checks or other instruments necessary in the day to day operations of the FCHS; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board.

Section 6: Vice-President. The vice-president shall assume all the duties and obligations of the president in the absence of the president and shall be primarily responsible for coordination of the activities of the FCHS.

Section 7: Treasurer.

The treasurer shall have charge, custody, and responsibility for the financial records of the FCHS. The president may designate others to deposit monies as required by FCHS activities. The books held by the treasurer shall at all times be under the supervision of the Board and subject to its inspection and control. The treasurer shall be responsible for issuing any checks written on behalf of the FCHS and in general will perform all the duties incident to the office of treasurer, including rendering a quarterly statement of financial status and such other duties as from time to time may be assigned to him/her by the Board.

Section 8: Secretary. The secretary shall keep the minutes and resolutions of the meetings of the members and of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the FCHS; maintain an archive for the FCHS, including newsletters, news stories, and other documents specified by the Board; and in general perform all duties incident to the office of secretary and other duties as assigned by the Board.

Section 9: Additional Offices. The Board may, upon adoption of a resolution by a majority of the Board, create additional offices to serve at the pleasure of the Board.

ARTICLE VII
CHECKS, DEPOSITS AND FUNDS

Section 1: Checks and Drafts. All checks, drafts, other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the FCHS, shall be signed by the president or his/her appointees.

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Section 2: Deposits. All funds of the FCHS shall be deposited on a timely basis to the credit of the FCHS in such banks, trust companies, or other depositories as the Board may select.

Section 3: Gifts. The Board may accept on behalf of the FCHS any contribution, gift, bequest or devise for the general purpose or for any specific purpose of the FCHS.

ARTICLE VIII
GIFT SHOP

As part of its fund raising activities, the FCHS may maintain a gift shop located on the premises of The Coronado Historic Site. A gift shop manager, who will be appointed by the Board, will be responsible for the operation of the shop, including buying and re-stocking of merchandise. The manager may have assistants, provided they are members of the Friends.

Section I: Accounting. The gift shop will maintain separate accounting, and all monies raised shall be turned over to the FCHS for use by the FCHS according to its stated mission. The gift shop manager will provide a monthly accounting report to the Board. The Board may perform informal reviews of the gift shop records at any time.

Section II: Resignation and Removal. The gift shop manager may resign upon notice, in person or in writing, to the Board. The gift shop manager serves at the pleasure of the Board and may be dismissed at any time for any reason.

ARTICLE IX
BOOKS AND RECORDS

The Board shall keep correct and complete books and records in chronological order of the receipts and expenditures affecting the operations of the FCHS. The FCHS shall keep minutes of the proceedings of its voting members. All books and records of the FCHS shall be open for inspection by any member, at reasonable times as determined by the president.

ARTICLE X
FISCAL YEAR

The fiscal year of the FCHS shall end on the thirty-first (31) day of December of each year, unless another fiscal year shall be adopted by resolution of the Board.

ARTICLE XI
WAIVER OF NOTICE

Whenever notice is required to be given under the provisions of the laws of the State of New Mexico or under the provisions of the Articles of Incorporation, FCHS or by the by-laws of the FCHS, a waiver thereof in writing signed by the person or persons entitled to such notice,

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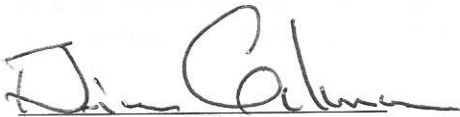
whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII
AMENDMENT TO BY-LAWS

These by-laws may be altered, amended, or repealed and new by-laws may be adopted, by a majority of the Board members present at any meeting at which a quorum is present. Amendments may be proposed by any member and written notice of any proposed amendment shall be given to all Board members prior to the meeting at which such amendment will be considered and voted on.

ADOPTION OF BY-LAWS

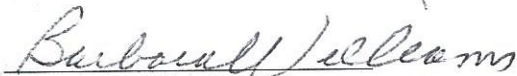
We the undersigned, certify that we are all officers or directors of this FCHS and we consent to and hereby do adopt the foregoing by-laws consisting of five (7) preceding pages, as the by-laws of this FCHS dated Month, day, year.



Director - President



Director



Director - Vice President



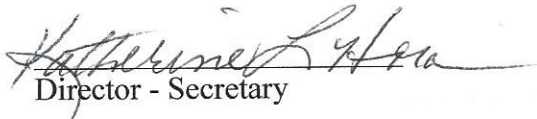
Director



Director - Treasurer



Director



Director - Secretary



Director



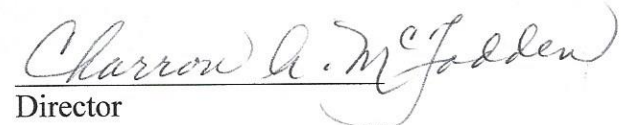
Director



Director



Director



Director