

Self Help, Inc. Bylaws

ARTICLE I - NAME, PURPOSE

- Section 1: The name of the organization shall be Self Help, Incorporated, a non-profit Corporation (incorporated April 17, 1969). The principal office of the Corporation in the state of New Mexico shall be located in the County of Los Alamos. The Corporation may have other offices within the State of New Mexico, as the Board of Directors may determine or as the Corporation may require from time to time.
- Section 2: Self Help, Inc., formed in 1969, assists people in need in Northern New Mexico by providing financial help, crisis intervention, case management, advocacy, and seed/education grants. Self Help serves community members from Los Alamos, Rio Arriba, Taos and northern Santa Fe Counties.

ARTICLE II - BOARD OF DIRECTORS AND OFFICERS

- Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of the Corporation and delegates responsibility for day-to-day operations to the Executive Director and committees. The Board shall have up to fifteen, and no fewer than seven, members. The board receives no compensation other than reasonable expenses.
- Section 2: Meetings. The Board shall meet at least ten times per year, at an agreed upon time and place.
- Section 3: Terms. All Board members shall serve two-year terms, but are eligible for re-election. There is no limit to the number of terms a board member may serve.
- Section 4: Quorum. A quorum must be attended by at least fifty percent of the Board members before business can be transacted or motions made or passed.
- Section 5: Notice. An official Board meeting requires that each Board member have written, e-mail or telephone call notice one week or more in advance.
- Section 6: Officers and Duties. There shall be four officers of the Board consisting of a Chairman, Vice Chairman, Secretary, and Treasurer. The officers shall be elected by the Board at the November Board Meeting after the at-large members are seated. The officers duties are as follows:

The **Chairman** shall be the principal executive officer of the corporation, and shall supervise and oversee all of the affairs of the Corporation and shall perform all duties incidental to the office of the Chairman and such other duties as shall be prescribed by the Board of Directors.

The **Vice Chairman** will chair committees on special subjects as designated by the board. In the absence of the Chairman or in the event of his inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman, and, when so acting, shall have all the power of and be subject to all the restrictions of the Chairman. The Vice Chairman shall perform such other duties as may be

assigned to them by the Chairman or by the Board or Directors

The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, distributing copies of minutes to each Board member, and assuring that corporate records are maintained.

The **Treasurer** shall present a report at each Board meeting. The Treasurer shall assist in the preparation of the budget and make financial information available to Board members and the public.

Section 7: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 8: Special Meetings. Special meetings of the Board shall be called upon the request of the Chairman or one third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member by mail, e-mail or telephone call two weeks in advance.

Section 9: No other membership meetings shall be required to be held by the Corporation other than those required to be held by the Board of Directors. The Board of Directors may arrange for such other meetings and for participation therein as it shall deem necessary and consistent with the aims and purposes of the Corporation.

ARTICLE III - MEMBERS

Section 1 The Corporation may have regular members other than those on the Board of Directors. Regular members shall not be entitled to vote on any matters concerning the Corporation's affairs except that regular members may vote in the election of directors.

Section 2 Candidates to regular membership may be nominated by any director at any regular or special meeting of the Board of Directors. Such membership shall be confirmed by a two-thirds majority of the Board of Directors.

Section 3 The regular members shall remain in the Corporation until they resign or their membership shall be canceled by a two-thirds majority vote of the Board of Directors.

Section 4 Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting.

ARTICLE IV - COMMITTEES

- Section 1: The Board may create committees as needed, such as public relations, peer education, fund raising and data collection. The Board Chairman appoints all committee chairs. Committee chairs must be members of the Board.
- Section 2: The four officers serve as the members of the Executive Committee. The Executive Committee shall review the performance of the Executive Director. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.
- Section 3: Fundraising Committee. The Fundraising Committee will be appointed by the Board and is responsible for developing and reviewing a fundraising plan with staff and other Board members. The Board must approve the fundraising plan.
- Section 4: Personnel and Hiring Policy. The Board as a whole is responsible for hiring the Executive Director. The Executive Director is responsible for hiring and supervising other staff and volunteers.

ARTICLE V - DIRECTOR AND STAFF

- Section 1: Executive Director. The Executive Director is hired by the Board and has day-to-day responsibility for running the office. The Executive Director will attend all Board meetings; report on fundraising and clients assisted since the last Board meeting. The Board can designate other duties as necessary.
- Section 2: Staff and Volunteers. The Executive Director shall staff the office. Paid staff requires the approval of the Board of Directors; volunteers are hired by the Executive Director as needed.

ARTICLE VI – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- Section 1: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of the Corporation and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- Section 2: The Executive Director and Board of Directors officers shall be designated as signers on all bank accounts.
- Section 3: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.
- Section 4: The Corporation shall maintain checking accounts at a local bank in which to disburse funds to qualifying clients.
- Section 5: The Board of Directors may accept on behalf of the Corporation, any contributions, gifts, bequests or grants for the general benefit or purposes of the Corporation or toward any special purposes of the Corporation.

ARTICLE VII – BOOKS AND RECORDS

The Corporation shall keep complete books and records of accounting and shall keep minutes of the proceedings of all its meetings and any meetings of committees having any of the authority of the Board of Directors and shall keep a record of the names and addresses of all members of the Board of Directors. All books and records of the Corporation may be inspected by any member of the Board of Directors or his agent or attorney for any proper purposes at any reasonable time. An internal audit may be conducted by law; regulation or resolution of the Board.

ARTICLE VIII – AMMENDMENTS TO BYLAWS

These bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of a two-thirds majority of the members of the Board of Directors at any regular or special meeting of the Board of Directors if the notice of the proposed change, amendment, alteration, addition or repeal be contained in the notice of the meeting at least seven (7) days prior to such meeting.

Know that we, the undersigned, being members of the Board of Directors of SELF HELP, Inc., a nonprofit Corporation, organized and existing under and by virtue of the laws of the State of New Mexico, do hereby assent to the foregoing bylaws and adopt them as the bylaws of said Corporation.

In Witness Whereof, we have hereunto subscribed our names this 13th day of January, 2009.

Walter Barkley, Chairman

Joyce Nickols, Vice Chairman