

Bylaws of the Sheriff's Posse Incorporated of Los Alamos County

September 2014

The name of this organization shall be the Sheriff's Posse Incorporated of Los Alamos County. The organization will hereinafter be referred to as the Sheriff's Posse or Posse. The place of business for the Posse will be the Posse Lodge located at 650 North Mesa Road, Los Alamos, NM 87544.

ARTICLE I - Purpose of the Sheriff's Posse

Section 1.01. Purpose. As set forth in the Articles of Incorporation, the Sheriff's Posse Incorporated of Los Alamos County is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code. These charitable and educational purposes include:

(a) Maintain a non-profit, non-sectarian, apolitical organization dedicated to providing services to the Community of Los Alamos through promotion of good fellowship and sponsorship of activities for the benefit of the community.

(b) Aid and/or assist non-profit organizations in northern New Mexico.

(c) Assist and encourage the sponsorship of rodeos, horse shows, parades, and any other civic activity which will further the education of the community for the general purpose.

(d) Uphold the Constitution and laws of the United States of America, the laws of the State of New Mexico and the County of Los Alamos.

All monies generated by Posse activities are given to charitable organizations in the local community.

ARTICLE II - Offices

Section 2.01. Location. The principal office of the Sheriff's Posse shall be located at the Posse Lodge at 650 North Mesa Road, Los Alamos, NM 87544.

ARTICLE III - Members

Section 3.01. General Membership. Any individual at least 18 years of age, regardless of race, color, religion, sex, age (if 18 or older), natural origin, sexual orientation, gender identity, disability, veteran status, or family status who is interested in horses and/or the Sheriff's Posse may become a member by submitting an application for membership and paying the annual dues in accordance with Section 3.02.

Section 3.02. Dues. The dues for membership in the Posse will be determined by the Board of Directors on an annual basis.

ARTICLE IV - Board of Directors

Section 4.01. Power of Board. The affairs of the Sheriff's Posse shall be managed by the Board of Directors.

Section 4.02. Number of Directors. The number of Directors of the Sheriff's Posse shall be nine (9). The number of Directors may be increased or decreased from time to time by amendment to the Bylaws but shall not be less than five (5). No decrease shall shorten the term of any incumbent Director.

Section 4.03. Election and Term of Directors.

(a) Election of Board members shall occur during the first meeting of the calendar year of the Board of Directors. The terms of directors shall be for a period of one year.

(b) The Board shall be comprised of up to nine (9) members including the President, the Immediate Active Past President, Vice-President, Secretary, Treasurer, and four additional members. All nine (9) Board members are elected by the general membership of the Posse.

Section 4.04. Qualifications. Members of the Board of Directors must reside or work within Los Alamos County.

Section 4.05. Vacancies. Any vacancy occurring within the Board of Directors shall be filled through appointment by the remaining members of the Board of Directors and shall be effective until the next regular election.

Section 4.06. Removal of Directors. A Director may be removed by a majority vote of the members present at any regularly scheduled or special meeting of the Posse, whenever in its judgment the best interests of the Sheriff's Posse would be served thereby.

Section 4.07. Resignation. Except as otherwise required by law, a Director may resign from the Board of Directors at any time by giving notice in writing to the Board.

Section 4.08. Quorum of Members. Unless a greater proportion is required by law, the members present at an appropriately called meeting shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Posse and shall be enacted by the Board.

Section 4.09. Meetings of the Posse.

(a) Regular, special, and/or emergency meetings of the Posse may be called, scheduled, and held at such place designated by the President or his/her designee.

(b) The Posse shall hold at least ten (10) regular meetings a year, scheduled by the Board, but may meet more frequently if circumstances require.

Section 4.10 Voting.

(a) Each member shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.

(b) Voting on matters pertaining to sensitive topics and other matters where secrecy of the ballot is

desirable shall be by secret ballot.

(c) Voting on matters not requiring secret ballot shall be by voice vote, show of hands or by electronic media (e-mails).

(d) No absentee voting.

(e) A simple majority vote of members present shall result in a decision. Ties shall be broken by the President.

Section 4.11. Compensation. Directors shall not receive any compensation from the Sheriff's Posse for services rendered to the Sheriff's Posse as members of the Board, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Sheriff's Posse, in reasonable amounts based on policies approved by the Board.

Section 4.12. Absence. Each Board member is expected to communicate an anticipated absence with the President in advance of all Board meetings. Any Board member who is absent from three (3) successive Board meetings or fails to participate for six (6) months shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that Director as a member of the Board.

ARTICLE V - Committees

Section 5.01. 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 one (1) or more Directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Sheriff's Posse. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or Director, adopt a plan of merger, or authorize the voluntary dissolution of the Sheriff's Posse.

Section 5.02. Executive Committee. Between meetings of the Board of Directors, on-going oversight of the affairs of the Sheriff's Posse may be conducted by an Executive Committee, the membership of which shall include the officers of the Board, see Article VI.

Section 5.03. Finance/Audit Committee. The Finance/Audit Committee is responsible for ensuring the Sheriff's Posse financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Sheriff's Posse is in good financial health. The Treasurer of the Board shall always be the Chair of the Finance/Audit Committee.

Section 5.04. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other 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.

Section 5.05. Term of Office. Each member of a committee shall serve for one (1) year or until the first meeting of the next calendar year of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

Section 5.06. Vacancies. Vacancies in the membership of committees may be filled by the Chair of the committee or his/her designee.

Section 5.07. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VI - Officers, Agents, and Employees

Section 6.01. Officers. The Board of Directors of the Sheriff's Posse shall elect a President, a Vice-President, a Secretary, and a Treasurer. Officers shall not receive any salary and must be Directors of the Sheriff's Posse. Any two (2) offices may be held by the same person, except that the President may not hold another office.

Section 6.02. Term of Office. The officers of the Sheriff's Posse shall be elected for one (1) year terms at the regular annual meeting of the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly elected or appointed and qualified.

Section 6.03. Removal. Any officer may be removed by a majority vote of the Posse whenever in its judgment the best interests of the Sheriff's Posse will be served thereby.

Section 6.04. Resignation from Office. Officers may resign at any time by providing written notice to the President.

Section 6.05. Powers and Duties. The powers and duties of the officers of the Sheriff's Posse shall be as follows:

(a) President. The President shall preside at the meetings of the Board of Directors. The President shall ensure the supervision and administration of the business and affairs of the Sheriff's Posse. The President shall play a major role in resource development and in representing the organization within and outside the community. The President, as well as any other proper officer authorized by the Board of Directors, may sign any deeds, bond, mortgages, or other instruments and enter into agreements necessary to carry out the missions and programs of the Sheriff's Posse except where these Bylaws or policies adopted by the Board require the signature of some other officer or agent of the Sheriff's Posse. The President shall communicate to other officers or to the Board of Directors such matters and make such suggestions as may in her/his opinion tend to promote the prosperity and welfare and increase the usefulness of, and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office.

(b) Vice President. In case of the absence of the President, or of her/his inability from any cause to act, the Vice-President shall perform the duties of that office. Like the President, the Vice-President shall play a major role in resource development and in representing the organization within and outside the community. The Vice President shall oversee all committees and their activities.

(c) Secretary. The Secretary shall be responsible for keeping an accurate record of all meetings of the Board of Directors, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization, and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board. The Secretary shall have custody of the corporate seal of the Sheriff's Posse and shall have the authority to affix the same to any document or item requiring it, and when so affixed, it may be attested by his/her signature. The Board of Directors may give general authority to any officer to affix the seal of the Sheriff's Posse and to attest the affixing by his/her signature.

(d) Treasurer. The Treasurer shall be responsible for financial management, including: keeping all appropriate fiscal records, maintaining all bank accounts, preparing and submitting all necessary tax forms and reports, and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management. The Treasurer shall serve as the Chairman of the Finance/Audit Committee.

(e) Immediate Active Past President. The Immediate Active Past President is defined as the member of the Sheriff's Posse to have served most recently as President of the Board of Directors. He/she shall serve as a resource of knowledge of the recent history of the Sheriff's Posse activity and provide guidance to the Board of Directors as well as act as the parliamentarian to assure adherence to the bylaws and Robert's Rules of Order.

(f) Board Members. All board members shall be responsible for assisting as counsel and advisors to the Sheriff's Posse as well as serving as representatives of the Sheriff's Posse at Posse events within and outside the community.

ARTICLE VII - Miscellaneous

Section 7.01. Fiscal Year. The fiscal year of the corporation shall start October 1 and end September 30, or such other period as may be fixed by the Board of Directors.

Section 7.02. Corporate Emblem. The corporate emblem is a pair of cowboy boots with a cowboy hat on top of the boots set as the nucleus of an atom, in the midst of and surrounded by a set of three (3) atomic orbitals made of a lariat, with three (3) five-pointed stars as electrons, with one star above the boots and hat (1:00 position), a second star to the right of the boots (at the 4:00 position), and the third star located to the left of the boots (at the 8:00 position). The lariat is red and the stars are turquoise blue, while the boots are grey with black tops and white stitching. The hat is a silver-belly color, which is traditional to the western businessman in the horse and cattle heritage.

Section 7.03. Contracts and Other Documents. The Board of Directors may authorize the President and the Secretary to enter into contracts or to execute and deliver other documents and instruments on the Sheriff's Posse's behalf. Such authority may be invested in other officers or agents of the Sheriff's Posse from time to time for specific purposes.

Section 7.04. Gifts. The Board of Directors may authorize the President and the Secretary to accept on behalf of the Sheriff's Posse any contribution, gift, bequest, or device for the purposes of the betterment of the Posse (not the individual).

Section 7.05. Checks, Drafts, Loans, Etc. All checks, drafts, loans, or other orders for the payment of money, or acceptances, notes, or other evidences of indebtedness issued in the name of the Sheriff's Posse shall be signed by such officer or officers, agent or agents of the Sheriff's Posse and in such manner as shall be from time to time determined by the Board of Directors. In the absence of such determination, such instrument shall be signed by the Treasurer, except that disbursements over a specific amount, to be set by the Board from time to time, shall be considered "special disbursements" and must be approved in advance by the Board of Directors.

Section 7.06. Spending Authority. The President and Treasurer are authorized to make team purchases of less than \$1,000 without Board approval. The President and Treasurer are required to gain Board approval for purchases greater than \$1,000 and a vote from the full active Membership is

necessary to approve purchases greater than \$2,500.

Section 7.07. Deposits. All funds of the Sheriff's Posse shall be deposited to the credit of the Sheriff's Posse in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

Section 7.08. Books and Records to be Kept. The Sheriff's Posse shall keep at a location determined by the Secretary and approved by the Board of Directors: (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the Board members. All books and records of the Sheriff's Posse may be inspected by any member or his/her agent or attorney for any proper purpose at any reasonable time.

Section 7.09. Amendment of Articles and Bylaws. The Articles of Incorporation and the Bylaws of the Sheriff's Posse may be adopted, amended, or repealed by a two-thirds (2/3), vote of members present at any regular meeting or any special meeting of the Sheriff's Posse, provided that at least ten (10) days' written notice has been given each member of the intention to adopt, amend, or repeal the Articles of Incorporation or the Bylaws. Such alteration, amendment, or new bylaws must be set forth in particularity and in full in such written notice.

Section 7.10. Loans. No loans shall be made by the Sheriff's Posse to any of its Directors, Officers, or Members.

Section 7.11. Indemnification, Insurance, and Bonding.

(a) Unless otherwise prohibited by law, the Sheriff's Posse shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a Director or officer of another corporation, whether for-profit or not-for-profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he/she may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Sheriff's Posse for damages arising out of his/her own negligence or misconduct in the performance of a duty to the Sheriff's Posse.

(b) 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 Sheriff's Posse may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that he/she is not entitled to indemnification under this Article.

(c) The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or commissions to act occurring before or after adoption hereof.

(d) The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Sheriff's Posse to make any

indemnification permitted by law.

(e) The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Sheriff's Posse would have the power to indemnify the person against that liability under law.

(f) In no case, however, shall the Sheriff's Posse indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Sheriff's Posse is deemed to be a private foundation within the meaning of §509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §4941(d) or §4945(d), respectively, of the Code.

(g) If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 7.12. Additional Goals

Additional goals of the Sheriff's Posse include:


(a) Preserve and promote the historical heritage of the Sheriff's Posse and Posse Lodge of Los Alamos County.

(b) Foster a good relationship with the Los Alamos County Stable Owners' Association for both historical and charitable purposes as well as equine activities.

(c) Assist the duly-elected Sheriff of Los Alamos County in specific ways when called, as may be jointly agreed upon between the Posse, the County, and the Sheriff, during community/civic events or emergencies.

Section 7.13. Dissolution Statement. In the event that the Sheriff's Posse Incorporated of Los Alamos County ceases to exist due to lack of membership or funding, the organization shall be dissolved in accordance with the dissolution provision for operation under the laws of the State of New Mexico.

Adopted by the Los Alamos Sheriff's Posse Board of Directors on September 2, 2014.



Geoffrey Brown, President 2014



Mary Martucci, Secretary 2014