

BYLAWS OF RENESAN INSTITUTE FOR LIFELONG LEARNING

Article I – Name

The name of the organization is RENESAN Institute for Lifelong Learning (“RENESAN”).

Article II – Purpose

RENESAN promotes active learning as a lifelong process by providing programs that reflect the interests and diversity of the northern New Mexico community. RENESAN encourages intellectual, emotional, and social growth by sponsoring courses, lectures, and other events that promote understanding and appreciation of a wide spectrum of subjects involving human achievement and the natural world.

Article III – Fiscal Year

RENESAN operates on a fiscal year basis from July 1 to June 30.

Article IV – Board of Directors

A. PURPOSE

The Board of Directors (“The Board”) is the governing body and has legal, fiduciary, and ethical responsibility for RENESAN.

B. STRUCTURE

1. The Board consists of a minimum of seven and a maximum of fifteen members.
2. The Board is comprised of the four officers of RENESAN, the immediate Past President of RENESAN (if willing and able to serve), and additional Board members selected in accordance with RENESAN’s Policies and Procedures.
3. Board members may be removed pursuant to petition in accordance with RENESAN’s Policies and Procedures.

C. POWERS & DUTIES

The Board has authority to:

1. Set policy and establish strategies, including a strategic plan, for fulfilling the mission of RENESAN.
2. Actively promote RENESAN.
3. Manage and control all property and assets belonging to RENESAN.
4. Select and replace Officers in accordance with Policies and Procedures.
5. Set fees and compensation in accordance with RENESAN’s Policies and Procedures.
6. Approve an annual budget prior to the start of each fiscal year.
7. Modify any decision made by the RENESAN Executive Committee, Officers, or Committee Chairs in accordance with RENESAN’s Policies and Procedures.

D. MEETINGS & DECISION-MAKING

1. The Board will meet at least quarterly.
2. Any Board meeting, and any action taken by the Board, may be conducted by electronic means.
3. During any meeting, a majority of Board members constitutes a quorum. In the absence of a quorum, no formal action will be taken during any Board meeting except to adjourn to a subsequent date.
4. Passage of a motion by the Board requires a simple majority of those present except to the extent that either these Bylaws or RENESAN's Policies and Procedures may require a vote by the Board of more than a simple majority.
5. Meetings of the Board will be conducted in accordance with *Robert's Rules of Order* except to the extent that the Board may suspend this requirement.
6. Board members will maintain appropriate confidentiality regarding discussions or actions taken at Board meetings.

Article V – Officers

The officers of RENESAN are: **President, Vice-President, Secretary, and Treasurer.**

- A. The duties and powers of each officer are listed below and include any other powers or duties assigned by the Board.
 1. The **President** has powers and duties to
 - a. supervise the Executive Director of RENESAN,
 - b. appoint and remove RENESAN Committee Chairs,
 - c. call and conduct all meetings of the Board,
 - d. serve as an *ex-officio* voting member of all RENESAN Committees, except for the Nominating Committee, and
 - e. appoint a Board member to chair any meeting that the President has authority to chair.
 2. The **Vice-President** has powers and duties to
 - a. serve in place of the President as needed, and
 - b. assist the President as needed.
 3. The **Secretary** has powers and duties to
 - a. prepare minutes of all Board meetings, and
 - b. distribute minutes of all Board meetings to Board members and the RENESAN office.
 4. The **Treasurer** has powers and duties to
 - a. chair the RENESAN Finance Committee,
 - b. ensure compliance with all requirements necessary or appropriate for RENESAN to maintain good status as a 501(c)(3) organization in the State of New Mexico, and
 - c. oversee and supervise all financial aspects of RENESAN set forth in the Policies and Procedures of RENESAN.
- B. Officers will be elected by a majority of the Board in attendance at any Board meeting held to consider and select officers. Officers will serve one-year terms

beginning July 1.

- C. Any vacancies during the year will be filled by appointment by the President, with approval of the Board, for the remainder of the term of office.
- D. Any officer may take on the duties of another officer, with the exception of combining the President and Treasurer.

Article VI – Executive Committee

The Executive Committee consists of the officers; its powers and duties are specified in Policies and Procedures. Other than ongoing supervision by the President, all decisions regarding the employment and compensation of the Executive Director will be made by the Executive Committee subject to the Board’s ultimate authority to reverse any such decision made by the Executive Committee.

Article VII – Executive Director

The Executive Director performs a range of functions relating to managing staff and organizational resources in support of RENESAN’s mission, pursuant to the powers and duties of the position outlined in RENESAN’s Policies & Procedures.

Article VIII – Conflict of Interest

No member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board of such nature that it prevents or may prevent them from acting on the matter in an impartial manner, will participate in any discussion or voting on that matter.

Article IX – Indemnification

RENESAN indemnifies any Board member or former Board member against reasonable expenses, costs, and attorney’s fees actually and reasonably incurred in connection with the defense of any action, civil or criminal, in which the individual is made a party by reason of being or having been a Board member. The Board member will not be indemnified if adjudged to be liable on the basis of breach or failure to perform the duties of the office and the breach or failure to perform constitutes willful misconduct or recklessness.

Article X – Non-Liability

No Board member of RENESAN will be personally liable to RENESAN or its members for monetary damages for breach of fiduciary duty as a Board member unless the Board member has breached or failed to perform the duties of the office in compliance with Section 53-8-25.1 NMSA and the breach or failure to perform constitutes willful misconduct or recklessness.

Article XI - Dissolution of RENESAN

Upon the time of dissolution of RENESAN, assets will be distributed by the Board of Directors, after paying or making provision for the payment of all debts, obligations, liabilities, costs, and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, or the corresponding section of any future federal tax code or will be distributed to the federal government, for a public purpose. Any such assets not so disposed of will be disposed of by a Court of Competent Jurisdiction for the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court will determine, which are organized and operated exclusively for such purposes.

Article XII – Amendments

These Bylaws can be amended by favorable vote of two-thirds of those Board members present and voting at a general or special meeting of the Board, provided that all members of the Board have received a copy of the proposed amendment(s) and been notified at least ten (10) days prior to the meeting.