

NEW MEXICO WATER ADVOCATES

A Section 501(c)(3) Non-Profit Corporation

AMENDED AND RESTATED BYLAWS

ARTICLE I NAME

The name of this organization is the New Mexico Water Advocates, referred to in these Bylaws as the Water Advocates.

ARTICLE II NEW MEXICO NONPROFIT CORPORATION

The Water Advocates registered as a New Mexico nonprofit corporation in 1999 under the name Middle Rio Grande Water Assembly and as a 501(c)(3) nonprofit in 2001. The name changed to Middle Rio Grande Water Advocates in 2018 and is now New Mexico Water Advocates. The principal office shall be in Albuquerque, New Mexico, or as determined by the Board of Directors.

ARTICLE III MISSION AND PURPOSE

Section 1. Mission and Vision:

The Water Advocates' mission is to champion a balanced, equitable, and sustainable water future for New Mexico and the Middle Rio Grande and to bolster statewide water supply resilience through public education, collaboration, and civic participation. We urgently commit to the transformative changes necessary for New Mexico's water, cultural, and economic security amid increasing water scarcity. We envision a future where New Mexico adapts equitably to increasing aridity caused by climate change, preserving diverse cultures, economy, food production, and natural ecosystems. We aim to be a catalyst for transformative statewide water governance policy, especially in the Middle Rio Grande, through stakeholder collaboration.

ARTICLE IV WATER ADVOCATES PARTICIPATION

Section 1. Participation:

Anyone interested in ensuring an equitable, sustainable water future may participate in the Water Advocates. Participation does not affect personal positions, water entitlements, claims, or management authority. Participants represent themselves and cannot publicly present positions as representing the Water Advocates without prior authorization from the Board or Executive Committee.

Section 2. Members:

The Water Advocates have no members as defined by state law. To support the corporation's purposes, however, individuals and entities may be designated as "members," "partners," "associates," etc., without any legal rights or privileges of members, including voting rights.

ARTICLE V BOARD OF DIRECTORS AND OFFICERS

Section 1. Responsibility and Authority:

The Board of Directors governs and manages the corporation's business and affairs.

Section 2. Composition and Term:

The Board shall have up to twenty Directors, each serving two-year terms, with the possibility of reelection. The Board may establish one-year terms for some seats to stagger terms, ensuring that approximately half the Directors retain their positions without election each year. The Board may change the number of total directors prior to any election.

Section 3. Election of Directors and Board Officers:

a. Election of Directors: Nominees can be named by any Board member, a nominating committee, or the Executive Committee. Directors are elected by a majority vote at a regular, special, or Annual Board Meeting.

b. Election of Officers: Officers are elected annually from and by the Board at the Annual Board Meeting.

Section 4. Vacancies, Resignations, and Removal of Directors:

a. Vacancies: Vacancies are filled through the nomination and election process. Officer vacancies may be filled on an interim basis by majority vote until the next Annual Meeting.

b. Resignations: Directors may resign by written notice to the Secretary and President. Officers may resign with 14 days' written notice to the Executive Committee.

c. Removals: A Director may be removed by a two-thirds vote of a quorum at any Board meeting if it is in the corporation's best interest. Causes for removal include missing three consecutive meetings. The Executive Committee must give seven days' written or email notice of the proposed action to the Director.

ARTICLE VI MEETINGS

Section 1. Meetings and Quorum:

The President, with advice from other Directors, sets the date, time, and location for Regular Board meetings. A majority of current Directors and Officers must be present to form a quorum. Meeting announcements must be given seven days in advance. All Board meetings are open to the public, except for executive sessions or other good causes.

a. Annual Board Meeting: Held once a year to elect Officers and present annual reports. Notice must be given at least one month in advance.

b. Regular Meetings: Scheduled as needed to conduct business and address relevant matters.

c. Special Meetings: Can be called by the President, Board Secretary, or any four Directors with at least 24 hours' notice, specifying time, place, and purpose via email or phone. Meetings can be in-person or via teleconference or internet.

d. Waiver of Notice: Attendance by a Director at any meeting constitutes a waiver of notice, except when objecting to the transaction of business because the meeting is not lawfully called.

e. Manner of Acting: The act of the majority of Directors present at a meeting attended by a quorum shall be the act of the Board.

f. Delegation of Authority: The Board may delegate limited authority in writing to the Executive or Operating Committee.

g. Electronic Meetings: Directors and committee members may participate via teleconference, virtual meeting apps, or other electronic means of which all persons participating in the meeting can hear each other at the same time, counting as being present in person.

h. Conduct of Meetings: The Board may set rules for meetings. In the absence of such rules, Robert's Rules of Order shall be used.

i. Action Without Meeting: Actions that can be taken at a Board meeting can also be taken without a meeting if all Directors consent in writing, including via email. These actions have the same effect as a unanimous vote.

ARTICLE VII COMMITTEES

Section 1 – Committees of the Board of Directors:

The Board establishes the following standing committees and may establish other committees as needed. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or them by law. Except for the Executive and Finance Committees, committee members vote to choose their Chair.

a. Executive Committee: Composed of the Officers and chaired by the President. Responsible for recommending and implementing policy, recommending other business matters for Board approval, and overseeing operations, business, property, expenditures, and affairs, keeping the Board informed.

b. Operating Committee: Appointed by the President, includes the Executive Committee, volunteering Directors, and other volunteers to do the corporation's work.

c. Finance Committee: Chaired by the Treasurer, includes the President and selected Directors. Responsible for financial oversight, including the budget and reporting, and developing financial metrics.

ARTICLE VIII OFFICERS

Section 1 – Identification and Term of Officers:

The Officers are elected from and by the Board and include the President, Vice President, Treasurer, and Secretary. Officers serve terms as determined in ARTICLE V, Section 3, unless interrupted by death, resignation, or removal.

Section 2 – Duties and Responsibilities:

a. President: Chief operating officer, overseeing all activities, expenditures, operations, business, property, and affairs with the Board's consent and Operating Committee's support. Presides at all meetings and conferences.

b. Vice President: Assumes the President's powers and duties if the President is unable to serve. Performs duties assigned by the President, Executive Committee, and Board.

c. Secretary: Records meeting proceedings, ensures notices are given, manages records, keeps a register of Directors' information, and performs duties as directed.

d. Treasurer: Manages funds, chairs the Finance Committee, keeps financial records, deposits funds, coordinates audits, issues payments, files necessary reports, and provides financial reports, including an Annual Report at the Annual Meeting.

e. Past President: If available, provides continuity as an ex-officio member of the Executive Committee.

Section 4 – Nomination and Election of Officers:

a. Nominations: The Secretary posts a Request for Nominations on the website before the Annual Meeting. Nominations can be submitted via email before the meeting. The Secretary contacts nominees to confirm their consent to serve if elected.

b. Report of Nominations and Nominations from the Floor: The Secretary reports nominations at the Annual Meeting. After this, nominations can be made from the floor with the nominees' consent.

c. Election of Officers: The President conducts the election after confirming the eligibility of Directors present. Officers are elected by a plurality vote, and the President announces the results.

d. Vacancies: Vacancies resulting from death, resignation or removal of Officers may be filled by a vote of a majority of the Board of Directors.

e. Resignations: An Officer may resign at any time upon written notice to the Board of Directors.

f. Removals: An Officer may be removed with or without cause by a majority vote of Directors, when Directors believe it in the best interest of the corporation. Removal from office does not automatically remove the director from the Board of Directors.

ARTICLE IX FINANCIAL ADMINISTRATION

Section 1 – Fiscal Year: The fiscal year is from July 1st to June 30th.

Section 2 – Financial Responsibility: The Board of Directors holds financial responsibility.

Section 3 – Execution of Documents: The President signs approved documents on behalf of the corporation, unless otherwise delegated by the Board.

ARTICLE X INDEMNIFICATION

The corporation shall indemnify its directors and officers and former directors and officers against reasonable expenses, costs, and attorneys' fees actually and reasonably incurred by them in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a party by reason of being or having been a director or officer. The indemnification shall include amounts paid to satisfy a judgment or to compromise or settle a claim. The director or officer shall not be indemnified if they shall be adjudged to be liable on the basis that they have breached or failed to perform the duties of their office and the breach or failure to perform constitutes willful misconduct or recklessness. The corporation shall maintain directors and officers liability insurance coverage in amounts the board deems adequate.

ARTICLE XI AMENDMENTS

Bylaws may be amended by a two-thirds vote of the Board at any meeting with a quorum, with 30 days' prior written notice of the proposed changes.

