



BY-LAWS OF HELEN HOUSTON'S JUSTICE HOUSE

EIN: 85-1545700

NM INC. 6175023

ARTICLE I – NAME

Section 1: Name

The name of the organization shall be Helen Houston's Justice House

The business of the corporation may be conducted as Helen Houston's Justice House or Justice House.

ARTICLE II – PURPOSE AND LEGAL POWERS

Section 1: Purpose

Justice House is a nonprofit corporation and shall be operated exclusively for educational, charitable and employment purposes within the meaning of Section 501 (c)(3) of the Internal Revenue code of 1986, or the corresponding section of any future Federal tax code. Justice House more specifically provides community advocacy for social equity and personal development training with a focus on re-entry and underserved individuals.

Section 2: Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

Section 3: Nonprofit Status and Exempt Activities Limitation

Nonprofit Legal Status

Helen Houston's Justice House is a New Mexico nonprofit corporation, recognized as tax exempt under Section 501 (c)(3) of the United States Internal Revenue code.

Exempt Activities Limitation

- Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such code and Regulations as it now exists or may be amended.
- No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Distribution Upon Dissolution

- Upon termination or dissolution of the Helen Houston's Justice House, any assets and resources lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c)(3) of the 1986 Internal Revenue code which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.
- The organization to receive the assets hereunder shall be selected in the discretion of a majority of the managing body of the corporation.

ARTICLE III – MEMBERSHIP

Section 1: No Membership classes

The corporation shall have no membership class and no members who have any right to vote or title or interest in or to the corporation, its properties, and franchises.

Section 2: Non-Voting Affiliates

The governing body may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee, or any duly elected officer, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations.

At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board, affiliates may be given endorsement, recognition and media coverage at fundraising activities, events, social media outlets, or on the corporation website. Affiliates have no voting rights, and are not members of the corporation.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Number of Directors

Helen Houston’s Justice House shall have a board of directors consisting of at least 3 and no more than 15 directors. Within these limits, the board may increase or decrease the number of directors service on the board, including for the purpose of staggering the terms of directors.

Section 2: Powers

All corporate legal powers shall be exercised by or under the authority of the board and the affairs of the Helen Houston’s Justice House shall be managed under the direction of the board, except as otherwise provided by law.

Section 3: Terms

- All directors shall be elected to serve a four-year term, however the term may be extended until a successor has been elected.
- All directors can be re-elected for a different office once their term has expired.
- The term of office shall be considered to begin the day of election or the day that the current officer’s term ends.

Section 3: Qualifications and Election of Directors

In order to be eligible to serve as a director, the individual must be 18 years of age or older. Each director candidate will be required to fill out an application and commit to a financial contribution. The financial contribution can be fulfilled via personal donation, fundraising, or by securing a sponsorship. The financial contribution will be determined during the application process.

Election of new directors or extension of current director terms will occur as needed. Directors will be elected by a majority vote of the current directors.

Section 4: Vacancies

The board of directors may fill vacancies due to the expiration of a director’s term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled position, subject to the maximum number of directors under these bylaws.

Unexpected Vacancies: Vacancies due to resignation, death, or removal shall be filled by the board members for the balance of the term of the director being replaced.

Section 5: Removal of Directors

A director may be removed by a majority vote of the remaining directors with or without the assignment of any cause at a meeting of the board of directors. Written notice of the intention to consider removal of such director must be included in the notice of the meeting. No director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 6: Board of Directors Meetings

- **Regular Meetings:** The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. These meetings shall be held upon four (4) days' notice by first-class mail, email, text, or phone call. If sent by mail, email, or text, the notice shall be deemed to be delivered upon its deposit or send. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.
- **Special Meetings:** Special meetings may be called by the president, vice president, secretary, treasurer, executive director, or any two (2) other directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.
- **Waiver of Notice:** Any director may waive notice of any meeting, in accordance with New Mexico law.

Section 7: Manner of Acting

- **Quorum:** A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at the meeting. No business shall be considered by the board at any meeting at which a quorum is not present.
- **Majority Vote:** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
- **Hung Decisions:** On the occasion that directors are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion
- **Participation:** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video, or by telephone conference call.

Section 8: Compensation for Board Members for Services

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities.

Section 9: Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Conflict of Interest policy and state law.

Article V – COMMITTEES

Section 1: Committees

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution, shall have all the authority of the board, except that no committee, regardless of resolution, may:

- Take any final action on matters which also requires board members' approval or approval of a majority of all members;
- Fill vacancies on the board of directors or in any committee which has the authority of the board;
- Amend or repeal Bylaws or adopt new Bylaws;
- Amend or repeal any resolution which by its express terms is not so amendable or repealable;
- Appoint any other committees or the members of these committees;
- Expend corporate funds to support a nominee for director; or

Approve any transaction;

- (i) To which the corporation is a party and one or more directors have a material financial interest; or
- (ii) Between the corporation and one or more of its directors or between the corporation or any person in which or more of its directors have a material financial interest.

Meetings and actions of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings of the directors. Special meetings of the committee may also be called by a resolution. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The governing body may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

Informal Action by The Board of Directors

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an email transmission from an email address of record constitutes a valid writing. The intent of this provision is to allow the board to use email to approve actions, as long as a quorum gives consent.

ARTICLE VI – OFFICERS

Section 1: Officers

There shall be officers of the board consisting of President, Vice President, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each officer shall have the authority and shall perform the duties set forth in these Bylaws and authority of other officers.

The corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries and such other officers as may be appointed.

Section 2: Term of Office

Each officer shall serve a (4) year term of office and may not serve more than two (2) consecutive terms of office, unless unanimously elected by the board at the end of his/her second term or to fill a vacancy in an officer position. Each officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the meeting during which a successor is elected.

Section 3: Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation with prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 4: President

The president shall be the chief volunteer officer of the corporation. The president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of directors, and shall perform all other duties incident to the office or properly required by the board.

Section 5: Vice President

The Vice President shall serve as a community engagement coordinator. In the absence of the President or in the event of his or her death, disability, or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Vice President shall perform such other duties as from time-to-time may be assigned by the President of Board of Directors. The vice president shall normally accede to the office of president upon the completion of the president's term of office.

Section 6: Secretary

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. The secretary shall have such other powers and perform such other duties as may be prescribed by the board or the president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

Section 7: Treasurer

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation.

The Treasurer shall make a report at quarterly board meetings. Treasurer shall serve as Chair of the Finance Committee, work with the Executive Director in the preparation of the annual budget, help develop fundraising plans, keep currently informed of legal, regulatory and sector developments relating to the board's financial responsibilities and make financial information available to board members and the public.

The treasurer shall perform all duties properly required by the board of the president. The treasurer may appoint, with approval of the board a director or member of staff to assist in performance of all or part of the duties of the treasurer.

Section 8: Non-Director Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VII – CONTRACTS, CHECKS, LOANS

Section 1: Contracts and other Writings

Except as otherwise provided by resolution or policy of the board, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by

the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

Section 2: Checks and drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time-to-time be determined by a resolution.

Section 3: Deposits

All funds of the corporation not otherwise employed shall be deposited from time-to-time to the credit of the corporation in such banks, trust companies, or other depository as the governing body or a designated committee may select.

Section 4: Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

ARTICLE VIII – AMENDMENTS

Section 1: Articles of Incorporation

The Articles of Incorporation may be amended only by a majority vote of all directors at a board of directors meeting with no less than ten days' notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

Section 2: Bylaws

Bylaws can be amended by a majority vote during a regular or special meeting of directors. Notice of such purpose must be given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE IX: MISCELLANEOUS

Section 1: Policies

The board shall adopt develop and adopt the following policies: conflict of interest, document retention, nondiscrimination, counter-terrorism and due diligence, transparency and accountability, ethics and whistle-blower

Section 2: Subventions

The corporation shall be authorized by resolution of the directors to accept subventions on terms and conditions not inconsistent with the New Mexico Nonprofit corporation Law and to issue certificates therefor.

Section 3: Signatures

Electronic signatures appearing on this document or such other documents are the same as handwritten signatures for the purposes of validity, enforceability, and admissibility.

Section 4: Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the organization. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

Section 5: Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.