

**AMENDED BYLAWS OF THE GOVERNING BOARD OF THE
HARWOOD FOUNDATION OF THE UNIVERSITY OF NEW MEXICO**

BYLAW I
PURPOSE

1.1 In compliance with the Deed of Gift between Mrs. Lucy Case Harwood and the University of New Mexico in 1935, the Governing Board of the Harwood Foundation of the University of New Mexico (the “Harwood Board”), was established by the Board of Regents of the University in 2005 and delegated certain authority for the governance, management and operation of the Harwood Museum. The Regents revised the delegated authority and made other changes to the Governing Board effective July 1, 2007, necessitating the adoption of these Amended Bylaws.

1.2 The Members of the Governing Board (hereinafter referred to as “Members”) shall, in all cases, act as a Board and the Board shall regularly convene. The Board shall meet not less than six (6) times per year. The Board may adopt such rules and regulations for the conduct and the management of the Museum as it may deem proper, not inconsistent with the law, the Board of Regents Resolution regarding the Governing Board of the Harwood Foundation of the University of New Mexico, other UNM policies, or these Bylaws.

BYLAW II
GOVERNING BOARD

2.1 The Governing Board shall be composed of nine (9) Members, appointed by the Board of Regents. Three Members shall be nominated by the President of the University, at least one of whom shall be a UNM employee who has the status of

Administrator. Six Members ,referred to as the "Board Nominated Members". shall be nominated and appointed as set forth in Paragraph 2.2.1 to 2.2.5 of these Bylaws.

2.2.1 The initial Members of the Governing Board have been selected by the Board of Regents and have been appointed by the Board of Regents to a specific Class and shall serve a term consistent with that class's term.

2.2.2 Term. Persons appointed to Class One shall have a one (1) year term, Class Two shall have a two (2) year term, and Class Three shall have a three (3) year term. As the terms of each of the Classes of Members shall expire at the end of each fiscal year, the Members remaining in office shall nominate Board-Nominated Members to that Class of Board-Nominated Members which has expired. The name and address of each person so nominated by the Governing Board shall be submitted by the Chair to the Board of Regents for recommended appointment. The Board of Regents will endeavor to act on the nomination(s) within sixty (60) days of its submittal. Upon appointment by the Regents, such Members shall then immediately take office and shall serve for three (3) years following their appointment. No Board-Nominated Members may serve more than two (2) consecutive three (3) year terms; however, the partial terms of Class One and Class Two Members of the initial Governing Board shall not be considered a three (3) year term for purposes of this restriction. Upon completion of the two consecutive three (3) year terms, a person may serve as a Board-Nominated Member again only after the expiration of a one (1) year period.

2.2.5 Vacancies. In the case of any vacancy in any Class of the Board-Nominated Members through death, resignation, disqualification or removal of a

Member, a majority of the remaining members may nominate a successor to the Board of Regents for appointment to serve out the term of the Member being replaced.

2.3.1 Qualifications. Members are not precluded from being affiliated with other local not-for-profit organizations; however, they are precluded from voting or taking any action as Members of this Governing Board with regard to such other local not-for-profit organizations with which they have any affiliation.

2.4 Removal. The Board of Regents may remove a member of the Harwood Board for cause. Such action shall be taken at a Regular Meeting or at a Special Meeting called for such purpose. The proposed removal shall be set forth in the notice of any such meeting. Cause for removal may include missing two or more consecutive meetings of the Governing Board.

2.5 Advisory Members. The Harwood Board may appoint, from time to time, up to twelve persons to serve as Advisory Members to the Harwood Board. Such Advisory Members will attend meetings of the Board and participate in Board discussion of matters on the Agenda. However, Advisory Members may not serve on the Executive Committee, be counted for purposes of establishing a quorum for the Governing Board or vote on matters under consideration by the Governing Board. Advisory Board Members shall be assigned to participate in Board Committees and are entitled to all privileges of Committee membership, including to be considered for purposes of establishing a quorum and to vote on matters under consideration by the Committee.

BYLAW III
MEETINGS

3.1 Annual Meeting. The first Annual Meeting of the Governing Board shall be held July 2, 2007. Thereafter the Annual Meeting shall be held in June in a place in Taos County as selected by the Governing Board. The purpose of the Annual Meeting shall be the nomination of Directors to the Board of Regents, appointment of Advisory Members, the election of Officers and Executive Committee member, and the transaction of such other business as may properly be brought before the meeting.

3.2 Regular Meetings. Regular meetings of the Harwood Board shall be held at the location, date and time identified in the Public Meeting Notice adopted by the Harwood Board, unless otherwise announced in the Notice of Public Meetings.

3.3 Special Meetings. Special meetings may be called by the Chair of the Board or by one-third (1/3) of the Board, in writing, with due written notice to the Chair. Special meetings shall usually be held at the location identified in the Public Meeting Notice adopted by the Harwood Board unless otherwise announced in the Notice of Public Meeting.

3.4 Quorum. A majority of the Members then in office shall constitute a quorum for the transaction of business and the action of a majority of the Members present at a meeting at which a quorum is present shall be the action of the Governing Board except as action by a majority of the Members then in office may be specifically required by statute or other sections of the Bylaws. Proxies may not be used to provide a quorum for the conduct of business at any meeting of the Governing Board.

3.5 Telephone Conferences. A Member may participate in a meeting of the Governing Board by a conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meetings.

3.6 Open Meetings Act Compliance. Meetings of the Governing Board shall comply with the New Mexico Open Meetings Act, and the Governing Board shall annually adopt a resolution stating when and how public notice of its meetings will be given.

BYLAW IV **EXECUTIVE COMMITTEE**

4.1 Members. There shall be an Executive Committee consisting of the Chair, Vice Chair, Treasurer, Secretary and one other member of the Harwood Board to be elected by the Harwood Board at its Annual Meeting.

4.2 Purpose. The Executive Committee shall meet at the call of the Chair to review such matters of the Harwood Museum as he or she may direct to be brought before it as specifically directed by the Governing Board members. Any action taken by the Executive Committee shall be reported to the full Harwood Board at the next regularly scheduled meeting for the Board's ratification.

4.3 Meetings. Meetings of the Executive Committee shall be held monthly at such time and place as prescribed by the Chair or a majority of the Executive Committee. Notice of the meetings of the Executive Committee shall be posted in compliance with the Notice of Public Meetings adopted by the Harwood Board.

4.4 Minutes. Minutes of each meeting of the Executive Committee will be approved by the Executive Committee before presented to the Harwood Board.

4.5 Quorum. A simple majority of the Executive Committee membership shall constitute a quorum for the transaction of all business. The affirmative vote of a majority of those members present shall be required to transact business.

BYLAW V **OFFICERS**

5.1 Officers. The Officers of the Harwood Board will be Members and be designated as the Chair, Vice Chair, Secretary and Treasurer, and such other officers as the Governing Board may decide. Officers will be elected annually by the Governing Board at its Annual Meeting to serve until their successors are elected and qualified. Any two or more offices may be held by the same person except the offices of Chair and Secretary. Officers will perform the duties and have the powers assigned by the Harwood Board, incident to the office and provided in these Bylaws.

5.2 Term of Office. The term for the initially elected officers shall continue until the Annual Meeting to be held in June 2008. Thereafter, officers shall serve a term

of one (1) year. The term of office of all officers shall commence immediately upon their election and shall continue until their respective successors are chosen or until their resignation or removal. An officer may be removed with or without cause by the Governing Board. An officer may resign by written notice to the Governing Board. The resignation shall be effective upon its receipt by the Governing Board or at a subsequent time specified in the notice of resignation.

5.3 Removal. Any officer elected by the Governing Board may be removed by a vote of two-thirds (2/3) of all Members then in office whenever in its judgment the best interests of the Harwood Museum would be served thereby. Such action shall be taken at a regular meeting of the Governing Board or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting.

5.4 The Board Chair. The Members shall elect the Chair of the Harwood Board. The Chair shall preside at all meetings of the Harwood Board or may designate some other Member to preside at a specific meeting for the Chair. In addition, the Chair shall exercise general supervision over the affairs of the Harwood Board and shall have other powers and duties as are prescribed by these Bylaws, or by the Harwood Board. The Chair shall give, or cause to be given, notice of all meetings of the Governing Board, and shall perform such other duties as may be prescribed by the Harwood Board.

5.5 Vice Chair. The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as the Harwood Board shall prescribe.

5.6 Secretary. The Secretary shall attend all meetings of the Harwood Board and cause to be recorded the minutes of all proceedings, including decisions made by the Harwood Board. The Secretary may delegate administrative responsibilities with regard to meeting minutes and notice of meetings to the staff of the Harwood Museum, however, the Secretary shall review and sign the minutes of meetings of the Governing Board.

5.7 Treasurer. The Treasurer shall render to the Chair and the Harwood Board, at regular meetings, or whenever they may require it, an account of the financial affairs of the Harwood Museum. The Treasurer shall be an ex officio member of the Finance Committee of the Harwood Board.

BYLAW VI **BOARD COMMITTEES**

6.1 The Governing Board, by resolution, may provide for the establishment and appointment of the members of such standing, special advisory, or other Committees of the Harwood Board as it deems necessary and appropriate to advance the purposes of the Harwood Museum. The Standing Committees shall consist of: Finance and Operations, Art, Programs, Facilities and Development

6.2 The Chair with the consent of the Harwood Board, shall appoint members of the Advisory Board to Board Committees however, each such Committee shall include at least one (1) Member of the Governing Board.. The Chair of the Board shall serve as a non-voting alternate, and may serve as a voting member whenever any of the Board Members are not present. A resolution establishing a Committee shall describe in detail

the scope of the Committee's purpose and authority. The Chairs of Standing Committees shall report Committee recommendations to the Harwood Board at the next regular meeting. Regardless of membership, Standing Committees do not constitute a quorum of the Harwood Board and have no authority to act for the Harwood Board.

6.3 One member of each Committee shall be appointed Committee Chair by the Committee.

6.4 Each Committee may adopt rules for its own governance not inconsistent with these Bylaws, the New Mexico Open Meetings Act or rules adopted by the Harwood Board.

BYLAW VII **FINANCIAL MATTERS**

7.1 Compensation and Pecuniary Benefit. No Member will receive, directly or indirectly, any income, profit or pecuniary benefit from the Harwood Board, except that the Harwood Board may reimburse Members consistent with policies of the University of New Mexico upon proper documentation for travel to participate in Board meetings and other Board activities.

7.2 Conflict of Interest. Members of the Board are subject to the "Regent Code of Conduct and Conflict of Interest Policy" as may be amended from time to time. No Member shall maintain a financial interest in a firm or corporation with which the Museum is engaged in business. In addition, a Board Member may not participate, directly or indirectly, in any decisions relating to any transaction between the Museum

and a business entity of which the Board Member, or any member of the Board Member's immediate family, is a Director or Trustee.

BYLAW VIII
INDEMNITY

8.1 Members of the Governing Board are "public employees" of the University of New Mexico for purposes of the New Mexico Tort Claims Act, Section 41-4-1 et seq. NMSA 1978, because they are "persons acting on behalf of or in service of a governmental entity in [an] official capacity," and therefore entitled to the insurance coverage provided public employees by that statute.

BYLAW IX
AMENDMENTS

9.1 These Bylaws may be amended by a simple majority of the Governing Board if the proposed amendment is included in the notice for the meeting at which the amendment will be considered. Such amendment shall not become effective until approved by the Board of Regents. The Chair shall submit any amendment to the Board of Regents and the Board of Regents will endeavor to act on the matter within sixty (60) days of such submittal.

OFFICERS' CERTIFICATE

We certify the foregoing to be a true copy of the Bylaws duly adopted by the Governing Board on the 2nd day of July, 2007.

Chairman

Secretary

The foregoing Bylaws were approved by the Board of Regents of the University of New Mexico at a regular meeting on _____, 2007.