

Bylaws of  
Gallup BID, Inc.

Article I: Name

The name of the corporation is: Gallup BID, Inc.

Article II: Purpose

The purpose for which the corporation is organized is:

to promote and restore economic vitality to the central core of the downtown Gallup business area and enhance commercial development which benefits the health, safety, and welfare of the citizens of Gallup.

Article III: Registered Office and Registered Agent

1. The New Mexico street address of the corporation's initial registered office is:  
108 East Aztec, Gallup, NM 87301
2. The name of the initial registered agent at the address of the initial registered office is:  
Bill Keeler
3. The duty of the registered agent is to forward to the corporation any notice, process or demand that is served on the corporation.

Article IV: Membership

1. The corporation shall have three classes of members:
  - (a) property owners in good standing by virtue of payment of City of Gallup BID assessment;
  - (b) Friends of the BID in good standing by virtue of payment of City of Gallup BID assessment;
  - (c) business owners who are commercial tenants in good standing by virtue of payment of City of Gallup BID assessment passed on to them by BID property owners.
2. Rights of members shall include the right to:
  - (a) receive information regarding projects and events of the BID; and

- (b) provide input and suggestions to the board of directors regarding projects and events of the BID.
3. An annual meeting of the membership shall be held once a year, at such time and place as may be determined by the board of directors.
  4. Special meetings of the membership shall be held at any time and place as may be designated upon the call of the chair or board of directors. Special meetings shall be held at a location designated by the board of directors. Notice stating the place, day and hour of the meeting shall be mailed or emailed seven days before the date of the meeting.
  5. Each member is entitled to one vote on each matter submitted to a vote of the members and limited to only those matters submitted to the members by the board of directors.

### Article V: Board of Directors

1. The affairs of the corporation shall be administered, governed and managed by a board of directors consisting of nine members.
2. Members of the board of directors shall be appointed by the Mayor of Gallup, as follows:
  - (a) Three (3) citizens of Gallup who are BID area property owners;
  - (b) One (1) citizen of Gallup who is a BID area business owner;
  - (c) Two (2) citizens of Gallup who are at large members of the community;
  - (d) One (1) member of the Gallup City Council;
  - (e) Two (2) city staff members.
3. The terms of appointment shall be as follows:
  - (a) The six citizen members of the board shall be appointed for initial terms of three years, beginning in January, 2009;
  - (b) In January, 2012, if the viability of the BID has been confirmed by the City Council, the Mayor of Gallup shall appoint three new citizen members at the Mayor's discretion, and the three remaining citizen members shall serve an additional two years;
  - (c) The Mayor of Gallup shall appoint three new citizen members bi-annually thereafter;

- (d) The City members shall serve at the pleasure of the Mayor.
4. Each board member is required to file a conflict of interest statement with the corporation's secretary, and the conflict of interest statements shall be kept on file at the corporation's principal office.
  5. The board of directors is expected to maintain confidentiality and represent the corporation with integrity. Should it be affirmatively proven that a board director acted in a manner that undermines the integrity of the corporation, the board may vote to remove the director. Upon affirmative vote of two-thirds of the appointed directors, the board director shall be removed from the office and the vacancy filled in accordance with Section 7 of this Article.
  6. Whenever any director shall fail to attend three (3) consecutive board meetings, either regular or special, without just cause and provided that notice of such meetings has been given in accordance with these Bylaws, then it shall be the duty of the board to remove said director and fill the vacancy in accordance with Section 7 of this Article.
  7. A vacancy on the board of directors shall be filled by appointment by the Mayor of Gallup according to the terms of Section 2 of this Article.

#### Article VI: Meetings of the Board

1. An organization meeting of the board of directors named in the articles of incorporation shall be held at the call of the incorporator for the purpose of adopting bylaws and such other business as may come before the board.
2. The board of directors may establish a regular meeting schedule. Notice of regular meetings stating the place, day and hour of the meeting shall be mailed or emailed seven days before the date of the meeting.
3. Special meetings of the board of directors may be held at the call of the chair upon notice stating the place, day and hour of the meeting mailed or emailed at least three days before the date of the meeting.
4. At all duly called and noticed meetings of the board, a majority of the directors shall constitute a quorum for the transaction of business.
5. A quorum, once attained at a meeting, shall be deemed to continue until adjournment.
6. Any action required or permitted to be taken by the board may be taken without a meeting if all members of the board consent thereto in writing. Such consent shall have the same force and effect as a unanimous vote of the board.

## Article VII: Officers of the Board

1. The corporation shall have officers elected by the board of directors for terms of three years.
2. Any one or more officers may be ex officio members of the board.
3. The chair of the board shall:
  - (a) preside over all meetings of the board and the membership and call special meetings of the board;
  - (b) appoint such committees as the board may deem advisable for the proper conduct of the corporation, and perform all acts and duties usually performed by a presiding officer; and
  - (c) sign checks as needed.
4. The vice-chair of the board shall:
  - (a) sign checks as needed; and
  - (b) in the temporary absence or disability of the chair, perform the duties of the chair; except
  - (c) in the case of death, resignation or permanent disability of the chair, the board may declare the office of the chair vacant.
5. In the event of a vacancy in the office of the chair due to death, resignation or permanent disability of the chair:
  - (a) the vacancy on the board shall be filled in accordance with Article V, Section 7; and
  - (b) a new chair shall be elected by the board of directors.
6. The secretary shall:
  - (a) file or cause to be filed the first annual report within thirty days of the date on which the certificate of incorporation was issued by the commission.
  - (b) work with the board to maintain the corporation in good standing as a New Mexico nonprofit corporation by filing or causing to be filed an annual report in compliance with the Nonprofit Corporation Act on or before the fifteenth day of

the fifth month following the end of the taxable year.

- (c) keep a complete record of the proceedings of all meetings of the members and directors and shall have general charge and supervision of the books and records of the corporation;
- (d) sign papers pertaining to the corporation as authorized or directed by the board;
- (e) serve all notices required by law and by these bylaws and shall make a full report of all matters and business pertaining to the office to the members at the annual meeting;
- (f) make all reports required by laws;
- (g) sign checks as needed;
- (h) perform other duties as may be required by the corporation or the board; and
- (i) upon election of a successor, the secretary shall turn over promptly to the corporation all books and other property belonging to the corporation.

7. The treasurer shall:

- (a) be responsible for the keeping and disbursing of all monies of the corporation, and shall keep accurate books of accounts of all transactions of the corporation;
- (b) sign checks as needed;
- (c) cause a proposed annual budget to be presented to the board sufficiently prior to the beginning of the fiscal year for the board to have ample opportunity to consider, adopt, amend or reject it;
- (d) shall perform such duties with respect to the finances of the corporation as may be prescribed by the board; and
- (e) upon election of a successor, the treasurer shall turn over promptly to the corporation all monies, property, books, records and documents pertaining to the office and other property belonging to the corporation.

8. Written contracts of the corporation shall be executed on behalf of the corporation by the chair or vice chair.

## Article VIII: Powers and Duties of the Board

1. All corporate powers for the internal operations of Gallup BID, Inc., shall be in accordance with the New Mexico Non-Profit Corporation Act, Sections 53-8-1 to 53-8-99, NMSA 1978.
2. The board of directors may alter, amend, or repeal the bylaws or adopt new bylaws with an affirmative vote of two-thirds of the board members.
3. Initial or any subsequent bylaws whether by amendment, repeal or new adoption shall be executed by the signatures of two authorized officers of the corporation.
4. Bylaws shall be maintained at the corporation's principal office and shall be subject to inspection and copying by the public.
5. A director shall perform the duties of a director, including any duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner the director believes to be in or not opposed to the best interest of the corporation and with such care as an ordinarily prudent person would use under similar circumstances in a like position.
6. The board of directors shall have the power and authority to make, amend, repeal and enforce such rules and regulations, not contrary to the law or the Certificate of Incorporation or these bylaws, as they may deem expedient concerning the conduct, management, and activities of the corporation, appoint legal counsel and a Certified Public Accountant as needed, oversee the preparation of the annual report, the expenditures of money, the auditing of books and records and other details relating to the general purpose of the corporation.

## Article IX: Committees of the Board

1. The board of directors from time to time may establish such committees as it deems necessary in order to carry out its duties and discharge its responsibilities.
2. Committees established by the board shall serve in an advisory capacity, and no committee shall have and exercise the authority of the board of directors.
3. The board may appoint standing committees composed of and/or chaired by one or more board members or members of one of the organization's two classes of members.
4. Initial standing committees shall be appointed as follows:
  - (a) Friends of the BID, composed of owners of commercial property adjacent to the BID area boundaries, who submit a written request to the BID board of directors

and pay the full amount of property assessment required of property owners within the BID area boundaries; and

- (b) Executive Committee, composed of three persons, including the chair, vice-chair, and chair of the Friends of the BID standing committee.
5. The chair of the Friends of the BID standing committee shall serve as an ex officio member of the board.
  6. The duties of the Executive Committee shall be to:
    - (a) oversee the corporation budget;
    - (b) oversee and evaluate the BID Manager;
    - (c) deal with emergency issues.
  7. The board may, from time to time, establish additional standing committees or ad hoc committees or general or special committees as it deems necessary or beneficial to serve the corporate purpose.
  8. BID membership is not required for members of ad hoc committees or general or special committees.

### Article X: BID Manager

1. The board shall appoint a BID manager, qualified by training and experience, who shall serve at the pleasure of the board and who shall direct the administrative and planning functions of the board.
2. The BID manager shall be hired under an employment contract that provides a full job description for the BID manager and specifies the term of the BID manager.
3. The BID manager shall manage the daily operations of the corporation as outlined in the contract of employment and shall be responsible for coordinating the implementation of the corporation policies, projects and events and such other duties as the board of directors may require.
4. The BID manager shall work with committees of the board to maintain all records and reports to document the work of the committees.
5. The BID manager is authorized to receive, deposit, and account for funds of the corporation in fulfillment of the corporate purpose, to prepare checks with backup documentation for signature by one of the corporation officers, to solicit fund-raising and

loan applications, and to be responsible to produce a quarterly and annual report.


- 6. The BID manager shall be responsible to and governed by the board, shall report to and advise the board on all significant matters of the corporation, and shall put into effect all board orders and resolutions.

Article XI: Finance

- 1. The financial records and accounts of the corporation shall be maintained according to generally accepted accounting principles.
- 2. The fiscal year of the corporation shall be from July 1 through June 30.

Article XII: Indemnification

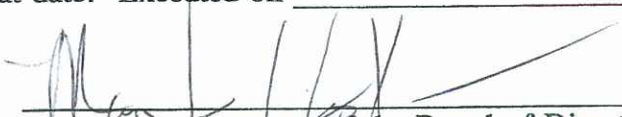
- 1. The corporation shall indemnify its officers, directors, employees and agents to the fullest extent possible under the provisions of applicable state law and the Nonprofit Corporation Act, as it may be amended from time to time. However, none of the persons serving on the board of directors may be compensated by the corporation for services rendered to it within the previous twelve months, whether as a full time or part time employee, independent contractor, or otherwise.
- 2. Any violation of the provisions of this Article shall not affect the validity or enforceability of any transaction entered into by the corporation.
- 3. The corporation shall purchase liability insurance coverage for any person serving as an officer, director, employee or agent to the extent permitted by the Nonprofit Corporation Act.

  
 \_\_\_\_\_  
 Chair of the Board of Directors

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 Secretary of the Board of Directors

CERTIFICATION OF SECRETARY

I, the undersigned, certify that I am the secretary of Gallup BID, Inc., and the above bylaws are the bylaws of this corporation as adopted by the board of directors on JUNE 11, 2009 have not been amended or modified since that date. Executed on \_\_\_\_\_ at Gallup, New Mexico.

  
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 Secretary of the Board of Directors