

## Storytellers of New Mexico Bylaws

*Date of Proposal: March 13, 2021*

*Date Submitted for Board Review: March 20, 2021*

*Date of Board Approval: April 18, 2021*

### ARTICLE I: NAME

**1.1 BUSINESS NAME:** This corporation shall be known as Storytellers of New Mexico, Inc., (STNM) and is incorporated under the laws of New Mexico as a 501(c)3 non-profit entity.

### ARTICLE II: PURPOSE

**2.1** This corporation is organized and shall be operated exclusively for educational, charitable, scientific, and cultural purposes to:

- a) Promote, support and encourage the art, knowledge and history of storytelling and;
- b) Provide opportunities for storytellers and storytelling enthusiasts to meet and engage in the art of storytelling and;
- c) Bring storytelling skills, techniques, and experiences into new environments.

**2.2** This corporation will, from time to time, raise operating funds by conducting seminars, holding festivals or other fundraising events, selling merchandise, collecting dues and performing all necessary transactions for the maintenance and growth of Storytellers of New Mexico, Inc.

**2.3** *Storytellers of New Mexico, Inc. does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender identity, gender expression, age, national origin (ancestry), language background, ability, marital status, sexual orientation, or military status in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, volunteers, subcontractors, vendors, and clients.*

### **ARTICLE III: MEMBERS: LEVELS, DUES AND REQUIREMENTS**

**3.1 MEMBERSHIP:** Individuals become voting members of Storytellers of New Mexico, Inc. by submitting a registration form and payment of annual dues, as set by the Board of Directors.

**3.1.1** A person who has paid the current year's dues is a member in good standing for the purposes of voting on issues and items properly brought before the membership at the annual meeting, *quarterly board meeting and/or* other special meetings as may from time to time be called.

**3.1.2** *Membership in Storytellers of New Mexico, Inc. will be designated as: **Community Member or Professional Member**. Membership may be obtained by identifying the desired membership level and paying the appropriate dues for that level at any time during the year, with annual renewal by or before March 1<sup>st</sup>. A list of the specific membership benefits pertaining to each level will be maintained on the Storytellers of New Mexico website.*

**3.1.3** Membership entitles individuals to a quarterly newsletter, website *listing/promotions (professional level)*, e-mail updates, storytelling opportunities, workshop discounts, *board membership opportunities, and committee involvement*; *Professional members may also seek to have STNM serve as fiscal entity for their own projects, the details of which shall be worked out at the time between the professional member and the Board of Directors.*

**3.1.4 Membership Dues:** *The cost of membership will be determined annually in December by the Board of Directors. The new rate (if any), will take effect by the time of the next annual meeting.*

**3.1.5 Honorary Members:** Individuals may become honorary members by approval of the board of directors based on nominees' contributions to the organization. Nomination can be submitted to the board of directors by any member of Storytellers of New Mexico, Inc. Honorary members shall have full membership rights; dues are waived for a defined term.

### **3.2 ANNUAL MEMBERSHIP/QUARTERLY BOARD MEETINGS:**

**3.2.1** *An Annual Membership Board Meeting for the transaction of such business as may come before the membership shall be held at a time, date and place as early in the month of March each year as possible, designated by the board of directors and so stated in the meeting notice. Members are encouraged and welcome to attend the Annual Membership Board Meeting.*

**3.2.2** *So far as is possible, additional board meetings shall be held quarterly to conduct such business as may be necessary to the functioning of the organization. Members are welcome at all meetings of the Board of Directors.*

**3.2.3 SPECIAL BOARD MEETINGS:** *Special board meetings, over and above the Annual Membership and quarterly board meetings may be called by the President or two (2) board members.*

### **3.3 NOTICE OF MEMBERSHIP MEETINGS:**

**3.3.1** *Notice of Annual Membership Board Meeting and Quarterly/Other board meetings shall be sent quarterly by email to the last known email addresses of members, and for members who do not receive email, by the United States Postal Service via the quarterly newsletter, or by telephone. Meeting dates, locations and times shall also be posted on the organization website. Such communication shall be sufficient to constitute valid notice.*

**3.3.2** *The Vice President of Communication (or his/her/their designee) shall give notice of the Annual Membership, quarterly or other board meetings to all voting members at least fourteen (14) days prior to the meeting date as stipulated in Section 3.3.1 above.*

**3.3.3** *No additional periodic notice of regularly scheduled membership meetings is required once the schedule has been published.*

**3.4 QUORUM:** Any business matter or item duly brought before the members at an Annual Membership Board Meeting requires only a simple majority of the voting members (as described in Section 3.1) present to pass a resolution on the matter.

**3.5 VOTING FOR DIRECTORS:** Every member is entitled to vote for as many persons as there are directors to be elected.

**3.5.1** *Directors are elected by a simple majority of the votes cast by paper or electronic ballot delivered to the prior year's board of directors by the date of the annual membership meeting.*

### **ARTICLE IV ORGANIZATION PROGRAMS AND ACTIVITIES**

**4.1 PROGRAMS AND ACTIVITIES:** *Storytellers of New Mexico shall provide storytelling programs and activities throughout the year as determined by the Board of Directors.*

**4.1.1** *Storytelling programs/activities may include, but not be limited to story swaps; story slams; story crafting; storytelling concerts/performances; storytelling workshops; mentoring ; World Storytelling Day; Tellabration; house concerts; Inter-state Story Camps, collaborative events with other organizations, participation at national conferences, etc.*

**4.1.2** *Storytelling programs/activities are coordinated by a Program Coordinator, or a committee whose members may or may not be members of the Board of Directors. Such Program Coordinators/committees, however, shall communicate directly with the Board of Directors regarding matters pertinent to these activities during the year through the Vice President of Programming and/or his/her/their designee. When a Program Coordinator is also a member of the Board of Directors, said coordinator may communicate with the board directly at the Annual Membership, quarterly, or other board meetings.*

**4.1.3** *Storytelling programs/activities shall be of mutual benefit both to the program and to Storytellers of New Mexico, as stipulated by "STNM Program Guidelines," reviewed and adopted annually by the Board of Directors at the Annual Meeting of the Corporation.*

## **ARTICLE V BOARD OF DIRECTORS**

**5.1 MEMBERS:** Members of the Board of Directors must be members in good standing of Storytellers of New Mexico, Inc. (e.g., have paid their annual dues). The Board of Directors shall consist of a president, vice-president of communication, vice-president of programming, secretary, treasurer, assistant treasurer, membership coordinator, and a minimum of three (3) and a maximum of seven (7) members at large, elected annually by the membership. The president shall preside over all board and membership meetings. In the absence of the president, one of the two vice-presidents shall preside.

**5.2 AUTHORITY:** The duly elected board of directors shall have full power to act on behalf of the organization.

**5.3 DIRECTOR QUORUM AND VOTING:** *At least one third of the elected board members shall constitute a quorum for the purpose of holding a directors meeting and transacting business. A simple majority vote of a quorum of directors present at a meeting, either in person or through telephone/electronic conference call, is required to act on any issue properly brought before the board.*

### **5.4 DUTIES OF THE BOARD OF DIRECTORS:**

**5.4.1** It shall be the duty and responsibility of the board of directors to:

- a) Perform all duties assigned to them by the Articles of Incorporation, or by these Bylaws and;
- b) Appoint, remove, employ, discharge, and prescribe the duties of *Program Coordinators, committees*, and employees of the corporation; and
- c) Manage the business activities and affairs of the corporation; and
- d) In collaboration with the Treasurer, create an annual operations budget and review fiscal records.
- e) Meet at such times and places as required by law and these bylaws.

**5.4.2 Conflicts of Interest:** *Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall:*

- a) *Fully disclose the nature of the interest and*
- b) *withdraw from discussion, lobbying, and voting on the matter.*

*Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.*

## **5.5 TERM OF OFFICE**

**5.5.1** Each director shall be elected to serve, beginning at the annual board meeting, for a term of one (1) year or until a replacement is elected or appointed. The board of directors may designate an appointee to fill a director vacancy for the remainder of the unexpired term. The appointee shall have all the rights and responsibilities of an elected position.

**5.5.2** The current directors can, at their discretion, appoint a director to fill a non-officer position for the balance of the current year's term ensuring that the Board is composed of a minimum of three (3) and a maximum of seven (7) non officer directors.

## **5.6 COMPENSATION:**

**5.6.1** Directors shall serve without salary, stipend, or other compensation for attendance at meetings of the directors, and the performance of their duties as directors;

**5.6.2** By resolution of the Board of Directors, travel and other expenses incurred for the benefit of Storytellers of New Mexico, Inc., and its activities, by directors and other members, can be reimbursed;

**5.6.3** No expense reimbursement or restriction set forth in section 4.6.1 shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore *with board approval*.

## **ARTICLE VI: OFFICERS AND DIRECTORS: DUTIES**

**6.1 OFFICERS AND BOARD MEMBERS:** The board shall consist of a president, vice-president of communication, vice-president of programming, secretary, treasurer, assistant treasurer, membership coordinator, and a minimum of three to a maximum of seven at-large board members. Each person serves for one (1) year or until the next annual election. All officers shall be elected by ballot prior to the annual meeting.

**6.2 QUALIFICATION:** Any member in good standing may be elected to any position. One person cannot be elected to two (2) positions at the same time.

**6.3 SUPPORTING OFFICERS/PROGRAM COORDINATORS/COMMITTEE MEMBERS:** The Board of Directors may appoint such other officers or agents as they deem necessary. The general membership can override such decisions, should they deem it necessary. Such officers, *Program Coordinators*, or committee members shall not serve any longer than the appointing board. Such officers or committee members must be re-appointed on an annual basis.

## **6.4 VACANCIES**

**6.4.1** Vacancy of the President shall be filled by one of the two vice presidents. A new officer to fill the vacant Vice President position shall be appointed by the Board of Directors for the balance of the term.

**6.4.2** If the Treasurer or the Secretary are unable to fulfill the duties of the position, the balance of the current directors are obligated to appoint a replacement for the position for the balance of the current year's term.

**6.5 RESIGNATION OF DIRECTORS:** A director may resign at any time by giving written notice of resignation to the corporation.

**6.6 DUTIES OF THE PRESIDENT:** The President shall:

- a) Be the chief operating officer of the corporation; and
- b) Preside over the Board of Director and membership meetings; and
- c) *Vote* during the course of Board and membership meetings;
- d) Execute checks, deeds, mortgages, bonds, or instruments authorized by the Board of Directors; and
- e) Perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors.

**6.7 DUTIES OF THE VICE PRESIDENT OF COMMUNICATION:** The Vice President of Communication shall:

- a) Be one of two vice presidential candidates to serve in the absence of the president; and
- b) Manage the corporate communication function which includes but is not limited to: Overseeing the publication of the Storytellers of New Mexico, Inc. newsletter, dissemination of news and information to members, the posting of information, maintenance of the website and social media;
- c) Authorized to pay for necessary communication expenses such as website and social media accounts or advertising on behalf of STNM. Will communicate all such expenses to the Treasurer and Assistant Treasurer, including providing receipts via electronic mail. The officer will be reimbursed for any personal expenses incurred;
- d) See that all notices are duly given in accordance with the provisions of the bylaws or as required by law;
- e) Perform all duties incident to the office of the Vice President of Communication and such other duties as may be prescribed by the President or the Board of Directors;
- f) Vice President of Communication may be assisted in the fulfillment of these functions by her/his/their designee drawn from the Board of Directors At-Large members or from the general membership of STNM.

**6.8 DUTIES OF THE VICE PRESIDENT OF PROGRAMMING:** The Vice President of Programming shall:

- a) Be one of two vice presidential candidates to serve in the absence of the President; and
- b) Manage the general program function which includes but is not limited to:
  - b.1 Coordinating and/or implementing programs/activities (as described in Article IV: Organization Programs and Activities above) and/or
  - b.2 Serving as the liaison between the Board of Directors and the board or committee members who are organizing or producing specific programs/activities (as described in Article IV: Organization Programs and Activities above);
  - b.3 Reporting to the Board of Directors at quarterly meetings on the status of STNM programs/activities, unless a program coordinator/producer is also a Board Member, in which case that individual will present on his/her/their own behalf;
- c) Perform all duties incident to the office of Vice President of Programming and such other duties as prescribed by the President or the Board of Directors;
- d) Vice President of Programming may be assisted in the fulfillment of these functions by her/his/their designee drawn from the Board of Directors At-Large members or from the general membership of STNM.

**6.9 DUTIES OF THE SECRETARY:** The Secretary shall:

- a) Be responsible for the minutes of board meetings and the annual membership meeting; and
- b) Disseminate minutes to Board Members in a timely manner following board meetings and make available to board and general members of the corporation upon request;
- c) Serve as Coordinator of the Quarterly Newsletter, recruiting guest writers and input from the NSN liaison and assuring articles are submitted for newsletter publication in a timely manner;
- d) Be custodian of the corporate records (such as past minutes, newsletters, etc.) for historical purposes;
- e) Authenticate records of the corporation when requested or required; and

- f) Perform all duties incident to the office of the Secretary and such other duties as may be prescribed by the President or the Board of Directors;
- g) The Secretary may be assisted in the fulfillment of these functions by her/his/their designee drawn from the Board of Directors At-Large members or from the general membership of STNM.

**6.10 DUTIES OF THE TREASURER AND ASSISTANT TREASURER:** The Treasurer and Assistant Treasurer shall:

- a) Manage the custody of and be responsible for all funds of the corporation, including the possession and use of debit cards and execution of checks; and
- b) Execute checks, deeds, mortgages, bonds, or instruments authorized by the Board of Directors;
- c) Receive and give, and maintain record of receipts for monies due and payable to the corporation;
- d) Deposit monies in the name of the corporation as directed by the Board of Directors;
- e) Process reimbursements to any board member or member for reimbursement on appropriate and approved expenses paid on behalf of STNM by the individual;
- f) Process and track membership dues and renewals, including digital payment and checks;
  - f.i Communicate with Membership Coordinator about new and renewed memberships;
  - f.ii Maintain a membership roster of dues paying and honorary members to cross reference with the Membership Coordinator for accuracy;
- g) Track and pay any membership dues owed by STNM to affiliate organizations;
- h) Maintain the Corporation's financial records and open these records for annual review by designees of the Board of Directors during the last quarter of the fiscal year (December through March);
  - h.i Have or acquire experience with STNM's selected bookkeeping program, developing line items that reflect STNM's regular types of income & expenses;*
  - h.ii Balance the checking account monthly and cross reference with the bookkeeping system for accuracy of income/expenses between the checking account and books;*
- i) Provide a financial report at each Annual Membership and Quarterly Board of Directors meeting;
  - i.i Address matters of corporation's financial health, including but not limited to budget solvency and revenue generation needs;*
- j) Maintain all fiscal records relating to the Annual reports to the New Mexico Corporation Commission, the Internal Revenue Service, New Mexico Taxation and Revenue, or other entities necessary to continuance of STNM's non-profit 501 c 3 status;
  - j.i submit forms and reports according to governmental deadlines;*
- k) Monitor, receive and process STNM USPS mail and email;
  - k.i check and respond to emails every two days at minimum, including but not limited to membership renewals, storyteller gig requests, account notices, and general inquiries;*
- l) Send thank you letters with tax exempt information for those who make gifts to STNM;
- m) Perform all duties incident to the office of the Treasurer and such other duties as may be prescribed by the President or the Board of Directors;
- n) Oversee interface with members who may seek STNM as fiscal agent for one or more projects, approved by the Board of Directors;
- o) The Treasurer and Assistant Treasurer shall agree on how to manage sharing of all above tasks among themselves.

**6.11 DUTIES OF THE MEMBERSHIP COORDINATOR:** The Membership Coordinator shall:

- a) Maintain complete and up-to-date record of membership roles; and
  - a.i coordinate with Treasurer and Assistant Treasurer on new memberships and renewals received;
  - a.ii coordinate with Vice President of Communication to maintain up-to-date mailing list of members, including an annual update of renewals and any new memberships throughout the year;

- b) Send out welcome emails to new members and thank you email to renewing members;
- c) Work with Vice President of Communication on sending out annual dues reminders to membership email list beginning in January;
- d) Reach out to individual members who do not renew by the annual deadline to encourage renewal and field questions and concerns about renewal;
- e) Provide a membership report at the Annual Membership and Quarterly Board of Directors meeting, including number of members and any member questions or concerns;
  - c.i Provide an accounting of renewals at the Annual Membership Meeting;
- d) Create and implement membership program strategies;
  - d.i Maintain or grow membership roles, depending on organizational needs;
  - d.ii Conduct an annual review of the member benefits and dues schedule annually during the third quarter (September through December) and present to the board any proposed changes in the final December board meeting.

**6.12 DUTIES OF DIRECTORS-AT-LARGE: Non-officer directors shall:**

- a) Assist officers in the operation of the corporation and in achieving the purposes as set forth in Article II; and
- b) Serve on and/or chair committees in the performance of such organizational functions as membership, youth storytelling, director nominations, internal financial review, fundraising, education and public relations, authorized by the Board of Directors;
- c) Support organizational programs/activities as volunteers/staffers at STNM sponsored events;
- d) Fulfill unique roles for STNM such as:
  - d.i Liaison between **STNM and affiliate organizations** such as Albuquerque Theater Guild, SOMOS, Farmington Public Library, Albuquerque Public Library, etc.;
  - d.ii Serve as **liaison between STNM and the National Storytelling Network (NSN)**, or provide interface between the Board of Directors and said liaison (if not a board member);
  - d.iii Serve as **Membership Coordinator**, interfacing with the Treasurer and/or his/her/their designee;
  - d.iv Serve as **Mentorship Coordinator**, matching members with mentors;
  - d.v Serve as **Fundraising Coordinator**.

**6.13 LIABILITY OF DIRECTORS/OFFICERS/EMPLOYEES/MEMBERS**

- a) *The directors, officers, employees and members of the corporation shall not be personally liable for the corporation's obligations;*
  - b) *No director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director unless:*
    - A. *the director has breached or failed to perform the duties of the director's office in compliance with Section 53-8-25.1 NMSA 1978; and*
    - B. *the breach or failure to perform constitutes willful misconduct or recklessness.*
- The provisions of this section shall, however, only eliminate the liability of a director for action taken as a director or any failure to take action as a director at meetings of the board of directors or of a committee of the board of directors or by virtue of action of the directors without a meeting pursuant to Section 53-8-97 NMSA 1978, on or after the date when the provisions of this section become effective.*

**6.14 ADVISORY COUNCIL:** The advisory council may consist of one or more individuals who have demonstrated leadership and are respected advisors within their areas of expertise so as to benefit Storytellers of New Mexico, Inc. as a whole. The advisory council may:

- a) Be appointed by the Board of Directors, who will determine criteria and length of service; and
- b) Assist directors in achieving the purposes of the organization.

**ARTICLE VII COMMITTEE MEMBERS/PROGRAM COORDINATORS/VOLUNTEERS:** *Non-board members may serve in the roles of Program Coordinator, committee members and volunteers. Program Coordinators, volunteers and committee members may serve in such roles as:*

- 7.1 Coordinating STNM Programs and Activities (as described in Article IV above);*
- 7.2 Serving in unique roles (as described in Section 6.11.d) above;*
- 7.3 Helping to run or staff specific STNM events/functions, etc. In such instances, the committee member or volunteer will communicate with the Board of Directors either through the Program Coordinator for that event, or in the case of Program/Program Coordinators, with the Vice President of Programming, as stipulated in these by-laws.*

## **ARTICLE VIII FISCAL YEAR AND REGISTERED OFFICE**

**8.1** The fiscal year of Storytellers of New Mexico, Inc. shall be *March 1 to February 28.*

**8.2** The official registered office of the corporation shall be located in New Mexico, as the Board of Directors may designate or as the business of the corporation may require. The address of the registered office may be changed from time to time.

## **ARTICLE IX AMENDMENT:**

**9.1** The board president shall review of the Storytellers of New Mexico Inc. bylaws annually in the third quarter (between September and December), presenting findings and proposed changes at the final quarter board meeting;

**9.2** *These bylaws shall only be amended, altered or repealed by a two-thirds vote of the quorum of the Board of Directors. Amendments to these bylaws can be enacted at any annual or regular meeting of the Corporation provided such amendments have been announced, as in a notice, to the Directors thirty (30) days prior to the meeting at which a change is to be voted upon.*

## **ARTICLE X ENACTMENTS**

*These bylaws and/or amendments thereto, shall be effective upon adoption.*

*Bylaws last revision: June 23, 2019*

*Bylaws first reviewed: March 13, 2021*

*Bylaws second reviewed: March 20, 2021*

*Bylaws third reviewed: April 18, 2021*

*Bylaws revised: April 18, 2021*

*List of changes approved on April 18, 2021 (for previous revisions, see that version):*

*Article VI:*

*6.1 Adding assistant treasurer and membership coordinator*

*6.4.1 Changing the presidential vacancy procedure to reflect removal of VP hierarchy*

*6.7 Changing name of First Vice President to Vice President of Communication*

*6.7.a Amending presidential vacancy procedure to reflect this VP is no longer first in line above VP of Programming*

*6.7 c Adding authority for VP of Communication to pay for communication expenses*

*6.7 e Reflecting new officer name*

*6.7 f Reflecting new officer name*

*6.8 Changing name of Second Vice President to Vice President of Programming*

*6.8.a Amending presidential vacancy procedure to reflect this VP is no longer second in line below VP of Communication*

*6.8 c Reflecting new officer name*

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6.8 d Reflecting new officer name

6.10 Adding Assistant Treasurer as an officer role

6.10 a Adding possession and use of debit card

6.10 c Adding "maintain record"

6.10 e Adding task of reimbursement processing

6.10 f Adding task of processing membership renewals and sub i) coordinating with Membership Coordinator and sub ii) cross referencing list for accuracy

6.10 g Adding track and pay any membership dues owed by STNM to affiliate organizations

6.10 h Adding sub i) and ii)

6.10 i Adding sub i)

6.10 j Adding sub j)

6.10 k Adding mail monitoring and receiving task and sub i) timeline for response

6.10 l Adding task of donor correspondence and receipts

6.10 o Specifying that the Treasure and Assistant Treasure will split task among themselves

6.11 Creation of Membership Coordinator officer and all subsequent tasks

**Following adoption, the following Certificate will be added.**

**Certificate:**

*I hereby certify that the foregoing is a true, complete, and correct copy of the bylaws of Storytellers of New Mexico, Inc. a New Mexico non-profit Corporation, in effect on the date hereof. In witness whereof, I hereunto set my hand, this **18th day of April, 2021.***

Signed: Annie Swift  
Secretary, Storytellers of New Mexico

Signed: Nash Jones  
President, Storytellers of New Mexico

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