

**BYLAWS**  
**OF**  
**ALBUQUERQUE REGIONAL ECONOMIC ALLIANCE**  
**(Replacing all previous Bylaws)**

**ARTICLE I**  
**NAME AND OFFICES**

Section 1. Name. The name of this Corporation is ALBUQUERQUE REGIONAL ECONOMIC ALLIANCE (“the Corporation”). The Corporation may conduct its activities under any other name approved by the Board of Directors.

Section 2. Offices. The principal office of the Corporation will be located at such location in Albuquerque, New Mexico as the Board of Directors may from time to time determine. The Corporation may also maintain offices at such other places as the Board of Directors may from time to time determine.

**ARTICLE II**  
**MEMBERSHIP**

The Corporation has no members.

**ARTICLE III**  
**PURPOSES AND LIMITATIONS**

Section 1. General. The Corporation is a nonprofit corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue code of 1986, as amended (“Code”). It is not organized for the private gain of any person.

Section 2. Specific Purposes. The purposes of the Corporation are to reduce the burdens on local governments by generating economic development in Bernalillo County and surrounding and adjacent counties in New Mexico, including Sandoval, Valencia, and Torrance Counties (the “Public Entities”) by means of education, research, marketing and other programs that expand, strengthen and diversify the economy of those counties and that generate jobs that will relieve poverty and unemployment and lead to community revitalization.

Section 3: Involvement in Political or Public Policy Issues.

(a) No substantial part of the activities of the Corporation may consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted under

Section 501(h) of the Code, and the Corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(b) All matters relating to region-wide economic development initiatives, political issues, specific items of legislation, ballot initiatives, and public referenda presented to the Board of Directors for consideration shall be reviewed by a committee appointed by the Executive Committee of the Board of Directors (the “Executive Committee”), which shall present its findings to the Executive Committee. The Executive Committee shall submit the matter with its recommendations to the Board of Directors for consideration. Any action in support of or opposition to any matter presented to the Board of Directors pursuant to this Section must be approved by majority of all the members of the Board of Directors at a regular or special meeting or as provided by law. For purposes of this Section, an abstention shall not be counted as a vote for or against the proposed action.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

Section 1. General. The affairs of the Corporation will be managed by the Board of Directors.

Section 2. Number and Term. The number of Directors of the Corporation will consist of no less than three (3) or more than forty-five (45) unless changed by amendment of these Bylaws. The exact number of directors shall be fixed, within those limits, by resolution adopted by the Board of Directors. All Directors shall hold office for terms of three (3) years, commencing on the date of the annual meeting of the Board of Directors at which the Directors are elected, or until their respective successors are elected or qualified. A Director except those Directors representing Public Entities, may serve only three consecutive terms but may be re-elected to the Board of Directors no sooner than one (1) year after his or her third-year term. The Directors, except those Directors representing Public Entities, will be divided into three (3) classes of an equal number, or as close thereof as possible. At their first meeting after the adoption of these Bylaws, the Directors shall determine by lot those Directors who will serve one, two, or three year terms. Unless otherwise elected to the Board of Directors pursuant to this Article, the immediate past Chair of the Board of Directors will be a Director for one (1) additional year and will, in such capacity, be entitled to vote and will be counted for the purposes of constituting a quorum

Section 3. Duties. All directors are expected to attend all duly called meetings and actively participate in meetings and events of the Corporation as necessary and appropriate to promote the Corporation’s purpose.

Section 4. Nomination and Election of Directors. Nominations for election to the Board of Directors may be submitted by any voting Director or Officer. All Directors shall be elected by the Board of Directors. Prior to the annual meeting of the Board, the Executive Committee shall submit to the Board of Directors a slate of nominees to serve on the Board of Directors. The

Executive Committee shall also forward to the Board the names of nominees from directors to be members of the Executive Committee.

Section 5. Significant Business Organizations. The Chief Executive Officer or other senior level executive with the ability to bind his or her organization that is an entity in good standing and with a headquarters or significant business interest in the Albuquerque Metropolitan Statistical Area, as defined by the United States Census, and surrounding adjacent counties (“Greater Albuquerque Area”), whose organization approves that such person may join the Board and commits to a minimum of a three (3) year annual contribution of a minimum amount as determined by the Board of Directors annually (“Significant Organization”), may nominate a director to the Board of Directors. Any such director will not be qualified to serve on the Board if the Organization appointing such director fails to make the required annual contribution.

Section 6. Public Entities. Each Public Entity that makes a long-term commitment to carry out the mission and purpose of the Corporation, and with whom the Corporation contracts to provide economic development services for a fee in alignment with the Corporation’s Strategic Plan, may submit a nomination for membership on the Board of Directors. The Executive Committee may consider and accept this nomination and submit to the Board for election so long as such Director will not cause the Corporation to exceed the maximum number of authorized directors. Any such director (the representative or his or her alternate) will be qualified to serve on the Board only if the Governmental Entity is current on its required annual contribution.

Section 7. Public Representative Restrictions.

(i) At no time may the total number of Public Entity representatives exceed 20% of all the Directors.

(ii) A public representative whose election to the Board of Directors would, under any statute, ordinance, or regulation, cause a meeting of the Board of Directors to be an open meeting, may not be elected or otherwise serve on the Board of Directors.

Section 8. Ex Officio Directors. The Chief Executive Officer of the Corporation shall be an ex officio director but shall not be entitled to vote or be counted for the purpose of constituting a quorum at any meeting of the Board of Directors or any Committee meeting. Additional non-voting Ex Officio Directors may be appointed at the discretion of the Board who shall not be entitled to vote or be counted for purpose of constituting a quorum at any meeting of the board of Directors or any Committee meeting.

Section 9. Emeritus Directors. The Board of Directors may approve individuals who have made substantial contributions to the Corporation as Emeritus Directors. Emeritus Directors are not members of the Board of Directors, but may attend Board meetings, except those meetings that will involve confidential matters as agenda items. The Secretary will give Emeritus Directors notice of Board Meetings at least 24 hours before the meeting or inform Emeritus Directors that because confidential matters are included on the agenda, they may not attend the meeting. Emeritus Directors may also attend Board retreats or other functions held by the Board. The

Executive Committee will recommend to the Board those individuals deserving to be appointed Emeritus Directors.

Section 10. Restrictions on Interested Persons as Directors. No more than forty-nine percent (49%) of the persons serving on the Board of Directors may be “interested persons.” For purposes of this Section, an “interested person” is (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a fulltime or part-time employee, independent contractor, or otherwise, excluding any reasonable stipend, honorarium, or reimbursement for corporation-related expenses paid to a director as director; and (b) any parent, grandparent, brother, sister, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.

Section 11. Meetings of Board. The meetings of the Board of Directors shall consist of the following:

(a) Regular Meetings. The Board shall hold at least three (3) Regular Meetings annually, of which one (1) will be the Annual Meeting. One Regular Meeting will be held every four (4) months, or as close thereto, as possible, at the principal office of the Corporation, or such other place as determined by the Board, at a date and time determined by the Board.

(b) Special Meetings. Any three (3) members of the Board of Directors, the Chair, or the President may call for a Special meeting of the Board of Directors at the place, date and time specified in the Notice of the Special Meeting.

Section 12. Quorum and Voting. One third of the Directors will constitute a quorum and the majority of the Directors present at the meeting will constitute the act of the Board, unless law or these Bylaws require the vote be a greater proportion or number. A quorum, once established, will remain even though Directors leave the meeting for any reason whatsoever, causing less than a majority of Directors to be present at the meeting.

Section 13. Notice. Regular meetings may be held without notice pursuant to a schedule established by the Board. Special meetings will be held at the time fixed by the person or persons calling the meeting on written notice given to each Director at least twenty-four (24) hours before the meeting. All notices shall state the date, place, time and purpose of such meeting. Notice may be delivered to a Director by hand-delivery, mail, email, facsimile, or similar methods. Any Director may waive notice of any meeting. The attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 14. Teleconference Meeting. Any meeting of the Board of Directors or Committee may be held by telephone conference, similar communication equipment, or virtual communication, so long as directors can hear the others and participate in the discussion. Such participation will constitute presence in person at the meeting.

Section 15. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote

of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy will be elected for the unexpired term of his predecessor in office. A vacancy created by removal of a Director nominated pursuant to Article IV Sections 5 or 6 of these Bylaws will remain vacant until a replacement nomination is received by such Significant Organization or Public Entity.

Section 16. Removal of Directors. Any Director may be removed either with or without cause, at any time at any Regular or Special meeting. Except for the Chief Executive Officer and the immediate past Chairperson, any Director may be replaced by the Significant Organization or Public Entity that appointed the Director.

(a) Any Director representing a Significant Organization that fails to pay its annual contribution to the Corporation, or any installment thereof, will be provided notification by the Corporation's Secretary of such failure to make payment following Executive Committee discussion and vote to proceed with notification. The notification will be mailed to the last known address within ten (10) days following the Executive Committee's determination. The notification will require payment within thirty (30) days after receipt of notification. Failure to make the required annual contribution within the thirty (30) day period will result in removal of the person from the Board. The Significant Organization may not replace the person until it makes the past due payment.

(b) Unless excused by a Chairperson, a Director who misses two (2) consecutive Regular meetings of the Board of Directors or who misses three (3) Regular meetings of the Board of Directors in any fiscal year of the Corporation may, based on the recommendation of the Chairperson of the Board of Directors and the Chief Executive Officer, be removed by majority vote of the Executive Committee from his or her position on the Board of Directors, and that position will be deemed vacant.

Section 17. Unanimous Consent. Any action that the Board may take at a meeting may be taken without a meeting if all the Directors consent in writing to such action.

Section 18. Director Voting. Each Director shall have one vote on each matter presented to the Board of Directors for action. No Director may vote by proxy.

Section 19. Compensation. Directors as such shall not receive any stated salary for their services, but by resolution of the Board, may receive a fixed reasonable sum for attendance at any Annual, Regular, or Special Meeting or for reasonable expenses for attending a meeting, if any, or both.

## **ARTICLE V**

### **OFFICERS**

Section 1. Appointment of Officers. The Officers of the Corporation include a Chair of the Board of Directors, a Chair-Elect, a President, a Secretary, and a Treasurer. Any two (2) or more offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve as the President or Chair of the Board of Directors. All officers must be members of, and appointed from, the Board of Directors. Each year at the annual meeting, the Executive Committee shall

recommend names to the Board Members for each of the offices and the term for each officer, which shall not exceed two (2) years. Per the recommendation of the Executive Committee, the Board of Directors shall appoint the officers of the Corporation. The Board of Directors may appoint such other officers and agents as it deems necessary or appropriate. An Officer may be removed with or without cause by a majority of the Board or may resign. Vacancies and newly created offices will be filled by the Board upon recommendation of the Executive Committee.

Section 2. Chair. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors and shall perform any other duties set forth in these Bylaws or that the Board of Directors assigns. The Chairperson of the Board of Directors may sign all deeds, conveyances, contracts, agreements, bonds, and other instruments requiring execution on behalf of the Corporation and in the ordinary course of its business. The Chair of the Board of Directors shall be responsible for reviewing the performance of the President annually, including recommending increases of any base pay or bonuses, or both. The Chairperson may delegate this responsibility to one (1) or more individuals from the Executive Committee. The Chair will have the power to appoint committees subject to approval of the Executive Committee or the Board and will have the power of the President in the President's absence.

Section 3. Chair-Elect. The Chair-Elect, in the absence or disability, of the Chair, will have the same powers as the Chair.

Section 4. President. The President will be responsible for the conduct of the Corporation's day-to-day business activities within the prescribed policies of the Board. The President shall be a full-time paid employee of the Corporation and be the chief executive officer of the Corporation and report to the Chair. In addition, he or she shall have such other duties, powers, authority, obligations, and responsibilities as specified by these Bylaws, by the Board of Directors or the Executive Committee, or as set forth in any duly authorized contract of employment or job description.

Section 5. Secretary and Assistant Secretary. The Secretary, or any Assistant Secretary during the absence, disability or failure to act of the Secretary, will keep or cause to keep and have custody of the books and records of the Corporation and the minutes of all meetings, will give or cause to give all Notices required and will execute, attest, seal and deliver documents of the Corporation.

Section 6. Treasurer and Assistant Treasurer. The Treasurer, or any Assistant Treasurer during the absence, disability or failure to act of the Treasurer, shall have or oversee custody of the Corporate funds, shall keep or cause to be kept full and accurate accounts of receipts and disbursements. The Treasurer shall submit such budgets and financial reports as may be required. He or she shall perform such other duties and have such other powers as the Board of Directors or Executive Committee may from time-to-time prescribe.

## ARTICLE VI

### BOARD COMMITTEES

Section 1. General. The Board of Directors may create one or more committees of the Board, each consisting of at least two (2) directors, to serve at the pleasure of the Board. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board of Directors has not adopted rules, the committee may do so. A recommendation by a committee shall be reported first to the Executive Committee and then if appropriate to the Board at a Board meeting succeeding such recommendation. The Executive Committee may revise the recommendation before presenting it to the Board. Any such committee, shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may do the following:

- (a) Amend, alter or repeal Bylaws or adopt new Bylaws;
- (b) Elect, appoint, or remove any member of any committee or any officer or director of the corporation;
- (c) Amend or restate the Articles of Incorporation;
- (d) Adopt a plan of merger or consolidation;
- (e) Authorize the sale, lease, or exchange or mortgage of all or substantially all of the property and assets of the corporation;
- (f) Authorize the voluntary dissolution of the corporation;
- (g) Adopt a plan for the distribution of the assets of the corporation; or
- (h) Amend or repeal any resolution of the Board of Directors that by its express terms may not be amended or repealed.

Section 2. Executive Committee. The Executive Committee will consist of two (2) or more, but no more than thirteen (13), voting Directors appointed by the Board. The Board may appoint no more than two (2) Emeritus Directors to participate on the Executive Committee in an advisory capacity. All actions of the Executive Committee shall be reported to the Board of Directors at the next duly held meeting of the Board.

- (a) Qualification and Selection. Members of the Executive Committee shall be selected at a meeting of the Board of Directors of which:

(i) The Chairperson of the Board of Directors shall be a member of the Executive Committee and the Chairperson of the Executive Committee and shall be counted for the purpose of constituting a quorum of the Executive Committee.

(ii) The immediate past Chairperson of the Board of Directors shall be a member of the Executive Committee and shall be counted for the purpose of constituting a quorum of the Executive Committee. The President shall serve as an advisory member of the Executive Committee without vote and shall not be counted for the purpose of constituting a quorum of the Executive Committee. The President shall receive notice of and be entitled to attend each meeting of the Executive Committee.

(b) Powers. In the interim between Board of Directors meetings, the Executive Committee shall supervise and manage the Corporation's business and affairs and shall exercise the authority of the Board of Directors subject, however, to any limitations specified by the Articles of Incorporation, these Bylaws, express Board of Directors resolutions, and applicable law. The Executive Committee shall not possess any authority of the Board of Directors prohibited to it by law or these Bylaws.

(c) Meetings of Executive Committee. The Executive Committee shall meet at least once every four (4) months, as is determined appropriate by the Executive Committee, the President or the Chairperson of the Board of Directors, but in no event less than three (3) times per year. Its meetings shall be held at such time and places as may be established from time-to-time by the Chairperson of the Board of Directors or President and be conducted pursuant to the same notice, voting and quorum procedures and requirements as apply to meetings of the Board of Directors. Minutes of each meeting shall be kept and filed with the corporate records. As set forth in these Bylaws, members of the Executive Committee may attend the meetings telephonically or by video conference.

Section 3. Audit Committee. The Corporation shall have an audit committee consisting of at least three (3) directors and may include committee members who are not directors that serve as advisory members of the committee without vote and shall not be counted for the purpose of constituting a quorum. Directors who are employees or officers of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation (other than for service as director) may not serve on the Audit Committee. The Audit Committee shall monitor the adequacy and integrity of the Corporation's systems of internal controls, financial reporting, compliance with legal and regulatory requirements and ethics reporting. Such duties include, but are not limited to:

(a) Assisting the Board in choosing an independent auditor, negotiating compensation and recommending termination of the auditor, if necessary;

(b) Conferring with the auditor regarding the Corporation's financial affairs;



(c) Responding to any comments or recommendations for improvement to internal controls or operations suggested by the auditor; and

(d) Reviewing and accepting or rejecting the audit.

Members of the Audit Committee shall not receive compensation for their service on the Audit Committee in excess of that provided to directors for their service on the Board. If the Corporation has a finance or budget committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance or Budget committee, and the chair of the audit committee may not serve on the finance or budget committee.

Section 4. Investment Committee. The Corporation shall have an investment committee consisting of at least three (3) directors including the Treasurer and may include committee members who are not directors that serve as advisory members of the committee without vote and shall not be counted for the purpose of constituting a quorum. The Investment Committee shall meet at least three (3) times per fiscal year. The Investment Committee has investment discretion so long as the ratio between bonds and equities meets the investment policy approved by the Executive Committee. When the Investment Committee recommends a change in the Investment Policy, the Investment Committee Chair will present a recommendation to the Executive Committee for approval.

Section 5. Leadership Advisory Councils. The Board may create one or more advisory councils to serve at the pleasure of the Board. Appointments to such advisory councils need not, but may, be Directors. The Board may appoint and discharge advisory council members. The Board annually shall appoint a Chair and Vice Chair for each advisory council. All actions and recommendations of an advisory council shall require ratification by the Board before being given effect. Advisory councils may include, but not be limited to, the following:

(a) Economic Development Professionals Advisory Council. This council shall include representatives working in economic development roles on behalf of communities within the greater Albuquerque region for the purpose of collaboration and for advising the Board on strategic efforts and needs.

(b) Public Sector Advisory Council. This council shall include one (1) representative, either an elected official or chief administrative officer, for each public sector entity in good standing with the Corporation for the purposes of regional collaboration and alignment.

(c) Industry Aligned Advisory Council(s). Industry advisory councils are organized in association with target industry clusters in the Corporation's strategic plan, working to assist the Corporation in advancing its strategic impact.

(d) Competitiveness Advisory Council. This council shall include a variety of individuals with like interest in key competitiveness issues which may vary from time to time based on economic conditions. The purpose of this council will be to work in unison to provide

recommendations, solutions and action to increase the region's competitive position for business attraction and growth.

(e) Others as deemed necessary whether temporarily or permanently by the Board.

## **ARTICLE VII**

### **MONETARY MATTERS**

Section 1. Funds and Borrowing. The depository for Corporate funds, the persons entitled to draw against those funds, the persons entitled to borrow on behalf of the Corporation, and the manner of accomplishing these matters will be determined by the Board.

Section 2. Provision Against Sharing in Corporate Earnings. No Director or Officer may receive at any time any distribution of the net earnings of the Corporation or share in any of the Corporate assets upon dissolution of the Corporation.

## **ARTICLE VIII**

### **INDEMNITY**

Section 1. General Provisions. The Corporation will indemnify each present and past Director and Officer of the Corporation, and his or her heirs, legal representatives and assigns, against reasonable expenses, costs and attorney's fees actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which the Director or Officer is made a party by reason of being or having been an Officer or Director to the fullest extent permitted by law. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Director or Officer will not be indemnified if he or she is adjudged to have been liable on the basis that the Officer or Director breached or failed to perform the duties of the Officer's or Director's office and the breach or failure to perform constitutes willful recklessness misconduct. Advance indemnification may be allowed for reasonable expense to be incurred by a Director or Officer in connection with the defense of the action, suit or proceeding, provided that the Director or Officer agrees to reimburse the Corporation if it is subsequently determined that the Director or Officer was not entitled to indemnification.

## **ARTICLE IX**

### **ETHICS & CONFLICT OF INTEREST**

Section 1. Ethical Conduct. Any member of the Board of Directors and any Officer is prohibited from having a direct or indirect financial interest in Albuquerque Economic Development, Inc. All Board Members, Officers and employees of Albuquerque Economic Development, Inc. shall uphold the highest standard of ethics in the execution of professional responsibilities or business. In the course of meetings or activities, Board Members and Officers will disclose any interests in a transaction or decision where the Board Member or Officer (including a business or other

nonprofit affiliation), or the Board Member's or Officer's immediate family, employer, or close associate will receive a benefit or gain.

Section 2. Conflict of Interest. Every Board Member and Officer of Albuquerque Economic Development, Inc. should avoid any interest or investment that interferes with the independent exercise of sound judgment in Albuquerque Economic Development, Inc.'s best interests. Each member of the Board and each Officer shall execute a copy of the Corporation's conflict of interest policy and acknowledge that he or she has read and understands the provision of the policy. There is a continuing requirement that all Board Members and Officers make prompt disclosure of any fact or circumstance that may involve a conflict of interest, which may be defined as but not limited to:

(a) An undisclosed, substantial, financial interest in a supplier or purchaser of goods or services or in a competitor, by a Board Member or Officer, including immediate family. In dealing with ownership of corporate securities, any holding not exceeding one percent of the outstanding stock of a corporation is not generally deemed "substantial" in this context.

(b) Acquiring an interest in a transaction where it is known that Albuquerque Economic Development, Inc. is, or may be, interested or the taking advantage of other opportunities for individual personal profit.

## ARTICLE X

### INTERESTED PARTIES

No transaction of the Corporation will be affected because a Director or Officer of the Corporation is interested in the transaction unless the transaction is in violation of these Bylaws or the Conflict-of-Interest Policy.

## ARTICLE XI

### AMENDMENTS

These Bylaws may be altered, amended or repealed by the majority vote of the Board.

### OFFICER'S CERTIFICATE

We certify the foregoing to be a true copy of the Bylaws duly adopted by the Corporation on February 17, 2022.

  
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President

  
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Secretary