

THE BOARD OF COUNTY COMMISSIONERS OF
SANTA FE COUNTY
RESOLUTION NO. 2016- 22

A RESOLUTION TO ESTABLISH A COMMUNITY ORGANIZATION FOR
THE GALISTEO COMMUNITY PLANNING AREA

WHEREAS, on October 27, 2015, the Board of County Commissioners adopted the Sustainable Growth Management Plan (SGMP) and designated it as the comprehensive plan for Santa Fe County as prescribed by New Mexico law, including but not limited to NMSA 1978, Section 3-21-5;

WHEREAS, the SGMP provides that the County will establish Community Organizations (CO) "for communities and community-oriented organizations to have an improved public participation process to meet community needs and to make recommendations with respect to development projects and community development issues;"

WHEREAS, the Galisteo Community Plan has been adopted as an amendment to the SGMP, which identifies the Galisteo Community Planning Area;

WHEREAS, on December 8, 2015, the Board of County Commissioners adopted the Sustainable Land Development Code (SLDC) which governs land use and development throughout the unincorporated areas of the County;

WHEREAS, the SLDC establishes the creation of COs and sets out the application and approval process;

WHEREAS, the Galisteo Community Association has applied to become a CO to represent the Galisteo Community Planning Area.

NOW, THEREFORE, BE IT RESOLVED by the Board of County Commissioners of Santa Fe County that the Galisteo Community Association is hereby recognized as the CO for the Galisteo Community Planning Area.

APPROVED, ADOPTED AND PASSED this 23rd day February, 2016.

BOARD OF COUNTY COMMISSIONERS

Miguel M. Chavez
Miguel M. Chavez, Chairman



Geraldine Salazar
Geraldine Salazar, Santa Fe County Clerk

To Form:

Gregory Shaffer for
Gregory Shaffer, County Attorney

COUNTY OF SANTA FE) BCC RESOLUTIONS
STATE OF NEW MEXICO) ss PAGES: 18
I Hereby Certify That This Instrument Was Filed for
Record On The 24TH Day Of February, 2016 at 10:37:58 AM
and Was Duly Recorded as Instrument # 1787136
of The Records Of Santa Fe County

Deputy *Laura Hernandez* Witness My Hand And Seal Of Office
County Clerk, Santa Fe, NM Geraldine Salazar



SFC CLERK RECORDED 02/24/2016

Community Organization Checklist

A Community Organization is a new or pre-existing association or organization that is recognized by resolution of the Board to represent a specified geographical area within the County.

- Attend a Pre-Application Meeting with Staff to discuss boundaries, and topics of interest.

At this meeting staff will help the applicant create boundaries, maps, answer questions and complete application. Please contact: Amy Rincon at (505) 992-9857 or email at amrincon@santafecountynm.gov to set up a date and time for the meeting or with any questions.

Once the completed application is returned to the Planning Division the Administrator will review the application and make a recommendation to the Board of County Commissioners (BCC). The BCC may approve the application, deny or approve with conditions. This process will take a few weeks.

Please turn in the following items to the Planning Department on the first floor of the County Administration Building at 102 Grant Avenue, Santa Fe, NM 87504.

- Name, address, telephone number and email address of designated contact for the organization.
- Map or description of the geographical boundaries or geographical areas of interest (attach to the application, staff will help produce this map during the pre-application meeting)
- List of officers of the organization
- Signed copy of relevant organizing documents for the Community Organization (attach to application)
- Organization's regular meeting location time and date
- Date of the founding of the organization
- Number of organization members



Community Organization Application

Community Organization Name: Galisteo Community Association

Community Contact Person

Name: Wayne King, Acting President, Treasurer and Director

Address: 22 Avenida Vieja

Telephone number: 505.466.3219

Email address: ocmulgee@wildblue.net

List of Officers

Name/position: Wayne King	Acting President and Director
Name/position: Barbara Seiler	Vice-President and Director
Name/Position: Wayne King	Treasurer and Director
Name/position: Judy Tuwaletstiwa	Secretary and Director
Name/position: Phillip Pfeiffer	Director (see attached sheet)

Meeting Location: Galisteo Community Center 35 Avenida Vieja, Galisteo 87540

Meeting Date and time: Third Wednesday of January, March, May, July, Sept, November

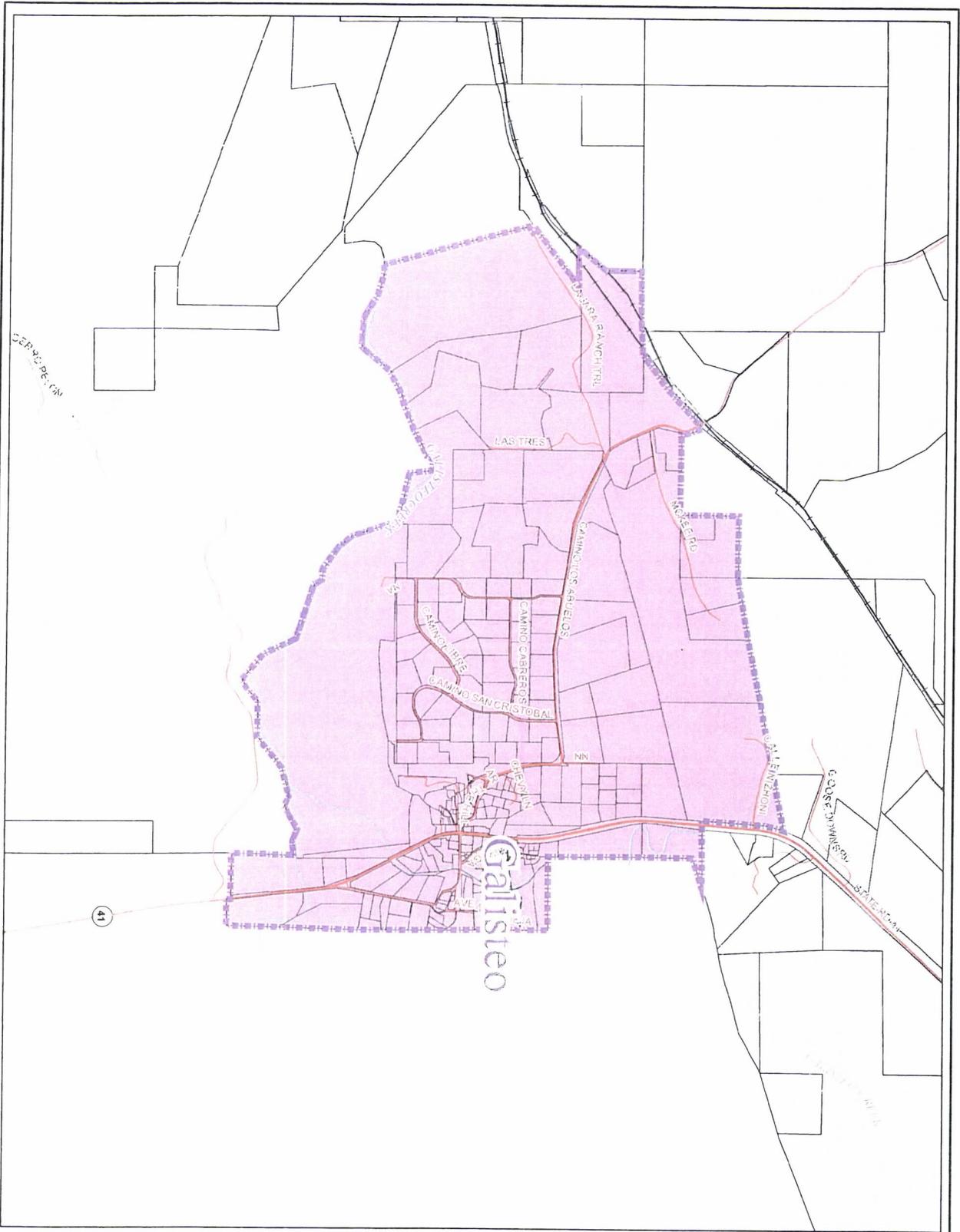
Date for the founding of the organization: March 8th, 1973

Number of organization members: approximately 250



List of Officers continued:

Peggy Diggs	Director
Evelyn Gregory	Director
Shirley Hirsch	Director
Michael Golino	Director



Santa Fe County Galisteo Community Planning Area

Legend

-  Santa Fe County
-  Municipalities
-  Municipality
-  Municipal Annexation Area

Galisteo Community Planning Area

- 

Parcels

- 

Roads

-  Major Roads
-  Minor Roads

Railroad Lines

- 

Major Streams and Arroyos



This information is for reference only. Santa Fe County does not warrant the accuracy of the information. Users are solely responsible for confirming data accuracy when necessary.



Santa Fe County
Growth Management
Department
Planning Division
Nov. 20, 2014
galisteo_community_district.mxd



OFFICE OF
THE STATE CORPORATION COMMISSION

CERTIFICATE OF AMENDMENT

OF

THE GALISTEO COMMUNITY CORPORATION

3104221

The State Corporation Commission certifies that duplicate originals of the Articles of Amendment attached hereto, duly signed and verified pursuant to the provisions of the NONPROFIT CORPORATION ACT (53-8-1 to 53-8-99 NMSA 1978) have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated: FEBRUARY 6, 1995

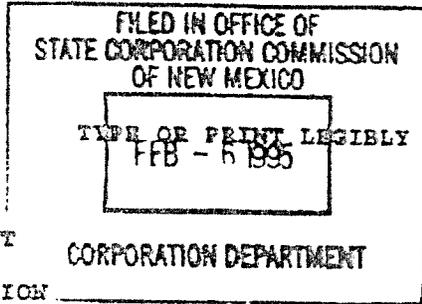
In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe



James D. Block
Chairman
Michael J. Davis
Director

SFC CLERK RECORDED 02/24/2016

3104221



ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 53-8-37 NMSA 1978 of the Nonprofit Corporation Act the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is The Galisteo
Community Corporation 0761148

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation on Jan. 2 1995, in the manner prescribed by the New Mexico Nonprofit Corporation Act.
(INSERT AMENDMENT)

see attached

THIRD: (Mark an X by the appropriate action taken):

Y A quorum of the members entitled to vote was present and the amendment received at least two-thirds (2/3) of the votes which members present at the meeting or represented by proxy were entitled to cast;

 The amendment was adopted by a consent in writing signed by all members entitled to vote thereto;

 No members are entitled to vote thereon, therefore, the vote of a majority of the board of directors in office voted for adoption of said amendment.

Date Jan. 4, 1995.

Galisteo Community Corp.
(Name of Corporation)

By [Signature]
Its President

and [Signature]
Its Secretary

(See cover page for signatures)

FILE DUPLICATE ORIGINALS

07/16/148

THE GALISTEO COMMUNITY CORPORATION

AMENDED ARTICLES OF INCORPORATION

ARTICLE THREE: Said corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE FOUR: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE SIX: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purpose.



Certificate of Filing

United States of America }
State of New Mexico } SS.

It Is Hereby Certified that there was filed for record in the office of the State Corporation Commission of the State of New Mexico on the -----
----- day of -----, 1973-----

ARTICLES OF INCORPORATION

OF

THE GALISTEO COMMUNITY CORPORATION

(76,114)

In Testimony Whereof, the State Corporation
Commission of the State of New Mexico
has caused this certificate to be signed by
its Chairman and the seal of said Com-
mission to be affixed at the City of Santa
Fe on this -----
----- day of -----, 1973-----

ARTICLES OF INCORPORATION
OF
THE GALISTEO COMMUNITY CORPORATION

We, the undersigned, all being of full age, do hereby certify that we have on this date formed a corporation under the laws of the State of New Mexico, and we do further certify:

ARTICLE I

The name of the corporation shall be the Galisteo Community Corporation.

ARTICLE II

The objects and purposes are to stimulate and make available all possible local and external resources to the goals and problems of Galisteo and its residents, thereby encouraging individual growth and community welfare.

ARTICLE III

The corporation does not afford pecuniary gain incidentally or otherwise to its members.

ARTICLE IV

The period of existence of the corporation is fifty (50) years.

ARTICLE V

The principal office of the corporation, as registered office, is in the village of Galisteo, County of Santa Fe, State of New Mexico.

ARTICLE VI

The names and addresses of the incorporators are:

Christine Griscom	Galisteo, New Mexico
Richard Griscom	Galisteo, New Mexico
Robert Rosenwald	Galisteo, New Mexico

ARTICLE VII

The first board of directors is composed of eight members, whose tenure of office is for six months, as follows:

Joanne Anaya	Galisteo, N.M.
Vernon Anaya	Galisteo, N.M.
Richard Griscom	Galisteo, N.M.
Anna Montoya	Galisteo, N.M.
Rosario Montoya	Galisteo, N.M.
Robert Robbins	Galisteo, N.M.
Robert Rosenwald	Galisteo, N.M.
Bob Schmitt	Galisteo, N.M.

SFC CLERK RECORDED 02/24/2016

Dated this 9th day of March, 1973.

Christine Griscom
Richard Griscom
Robert

STATE OF NEW MEXICO
COUNTY OF SHERMAN

On this 9th day of March, 1973 before me personally appeared Christine Griscom, Richard Griscom, and Robert Rosenwald to me known to be the persons described in and who executed the foregoing instrument and acknowledged that they executed the same as their free act and deed.

WITNESS my hand and notarial seal the day and year above written.

Mary E. [Signature]
NOTARY PUBLIC

My commission expires Mar 13 1975

AMENDED BYLAWS
OF THE
GALISTEO COMMUNITY CORPORATION
COMMONLY KNOWN AS THE
GALISTEO COMMUNITY ASSOCIATION

ARTICLE 1 PURPOSE

The Galisteo Community Association, incorporated March 8, 1973 as the Galisteo Community Corporation, (the "GCA") has been formed to assess the needs of the community and facilitate the fulfillment of these needs and activities; to ensure community and individual rights; to maintain and preserve the historic nature of the Village of Galisteo; to protect and improve the quality of our environment; to maintain, protect, and improve community properties and facilities; and to enhance the quality of life in and around the Village of Galisteo.

ARTICLE 2: LOCATION

The principal office of the GCA, at which the general business of the GCA will be transacted and where the records of the GCA will be kept, will be at the Galisteo Community Center, 35 Avenida Vieja, Galisteo, New Mexico 87540.

ARTICLE 3: BOOKS AND RECORDS

The GCA will keep correct and complete (i) books and records of account; (ii) minutes of the proceedings of the Board; and (iii) originals or copies of the Articles of Incorporation and these Bylaws. The GCA also will keep a correct and complete record of the names and addresses of the Directors. All books and records of the GCA may be inspected, at either the registered office or the principal office of the GCA, by any Member or Director for any proper purpose at any reasonable time.

ARTICLE 4: MEMBERSHIP

4.1 Membership. Membership in the GCA shall be automatic for all individuals 18 years of age or older who have resided in the vicinity of Galisteo (as defined below) for at least six consecutive months ("Member").

4.2 Area. The boundaries of the GCA include:

To the North – Mile marker 59
To the South – Southern edge of the rodeo grounds
To the East – San Cristobal Ranch fence-line
To the West – Railroad Tracks

4.3 Meetings. There shall be a minimum of one general membership meeting annually. Additional meetings may be called by the Board or a petition signed by not fewer than 20 Members.

4.4 Quorum. A quorum for general membership meetings shall consist of 20 Members (including Members currently serving on the Board), and no votes shall be taken without a quorum present at the meeting. If a meeting fails to achieve a quorum of the Members, or if a quorum is lost at some point during the course of a meeting, the meeting must

be either suspended until such time as a quorum can be reestablished, rescheduled for another time when a quorum can be established, conducted as a "study session" during which no actions shall be taken, or terminated.

4.5 Voting. All Members physically in attendance at general membership meetings shall be entitled to vote. No proxies or absentee votes are permitted. All motions or matters presented to the membership at a meeting at which a quorum is present shall be by majority vote of the Members present unless a higher amount is required by these Bylaws or the Articles of Incorporation.

4.6 Notice. General membership meetings will be held at the Community Center and the Members notified as to date, time, and agenda at least 7 days in advance.

ARTICLE 5: BOARD OF DIRECTORS

5.1 Number. The day-to-day affairs of the GCA shall be governed by a Board of Directors composed of not less than three and not more than nine persons (known individually as a "Director" or collectively as the "Board"). The Board shall consist of a President, Vice-President, Secretary, Treasurer, and five "at-large" Directors. The Board may also have up to two Alternate Directors with such powers are described herein.

5.2 Powers. The Board shall have all the powers necessary and available for the administration of the GCA permitted under the New Mexico Nonprofit Corporation Act. The Board shall have the power to delegate authority to further the purposes of the GCA; provided, however, that at all times the Directors shall retain and shall fulfill their fiduciary duties to the GCA, including the duty of care, the duty of loyalty, the duty to manage accounts, and the duty of compliance. The Board, at its discretion, may defer "major issues" for a vote of the general membership at any duly called general membership meeting at which a quorum of the Members is present.

5.3 Election. Nominations (including self nominations) for the Board may be made by any Member in attendance at a general membership meeting at which elections have been noticed to be held. The nominated Member must be a Member of the GCA and consent to serve on the Board. All nominated members shall be given the opportunity to briefly address the assembled membership. If a Member desires to be a Director and/or Officer but cannot be present at the general membership meeting, the Member may submit a written statement of their interest and qualifications to be read aloud at the meeting. Election shall be for specific Board seats (such as any one of the officer positions, as an "at large" Director, or as an Alternate Director).

5.4 Manner. Positions on the Board shall be filled one at a time. Voting for Directors shall be by secret ballot unless there is only one nominee for a particular position and no apparent opposition, in which case election may be by acclamation. If there are two or more nominees for a particular position, the nominee receiving the most votes wins. A nominee that fails to win one position may be nominated to fill another position.

5.5 Term. The term of each such Director's service shall be two years from the anniversary date of the meeting at which such Director was elected. Upon expiration of a Director's term of service, such Director may be reelected for a subsequent term.

5.6 Term Limits. No Director shall serve for more than two consecutive two-year terms (a total of four years); provided, however, that if a Director is elected to an officer position in the first

or third year of service, then such Director's term shall automatically be extended (if necessary) for an additional year. After a two-year period off the Board, a Member shall again be eligible for service on the Board. No service as a Director prior to March 23, 2011 shall count against these term limits.

5.7 Vacancies. Vacancies in the Board shall be filled by the membership at any duly called general membership meeting at which a quorum of the Members is present, and each person so called shall be a Director until such Director resigns, is removed, or such Director's term expires; provided, however, that a Director who fails to attend three consecutive meetings of the Board without notice to the Board shall be considered to have resigned.

5.8 Removal. Any one or more of the Directors may be removed for cause by the affirmative vote of two-thirds of the Members present at duly called general membership meeting at which a quorum is present, and a successor may then and there be elected to fill each vacancy thus created. "Cause" includes mismanagement of the GCA, violation of the Articles or these bylaws, or conduct not in keeping with the standards of the GCA or the community at large.

5.9 Compensation. The Directors shall serve without salary or compensation, but may be reimbursed for out-of-pocket expenditures authorized by the Board.

5.10 Regular Meetings. Unless otherwise determined by a majority vote of the Board, regular meetings of the Board shall be held no less than quarterly or as often as necessary to conduct business. All Members of the GCA are entitled to attend Board meetings provided that they not disrupt the meetings and provided further that the Board may, by resolution, go into "closed" session where only the Directors are present to discuss matters of a sensitive nature.

5.11 Special Meetings. Special meetings of the Board may be called by the President on twenty-four hours notice to each Director, given personally or by mail, telephone, or e-mail, which notice shall state the time and purpose of the meeting.

5.12 Quorum. At all meetings of the Board, a simple majority of the Directors then duly elected shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board. A quorum must be maintained for the duration of the meetings. If a quorum is lost at some point during the course of a meeting, the meeting must be either suspended until such time as a quorum can be reestablished, rescheduled for another time when a quorum can be established, conducted as a "study session" during which no actions shall be taken, or terminated.

5.13 Conduct. All Directors participating in a meeting, including the President or such other Director running such meeting, may make motions and vote on all matters before the Board at such meeting. Participation at meetings by teleconference is permissible and, for the purposes of establishing a quorum and all other purposes, Directors present shall include those participating by teleconference. No proxies or absentee votes are permitted. The Board may prescribe reasonable rules for the conduct of all meetings of the GCA and, in the absence of such rules, standard Robert's Rules of Order shall be used.

5.14 Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the unanimous written or e-mailed approval of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Board.

5.15 Conflict of Interest. All Directors shall exercise their powers and duties in good faith and shall fulfill their fiduciary duties to the GCA. The existence of any conflict of interest, potential conflict of interest, or potential appearance of conflict of interest shall be disclosed by the affected Director to the Board at the earliest opportunity and noted in the minutes. The actual existence or non-existence of a conflict of interest may be determined by the Board. Any Director with a conflict of interest may be counted in determining the presence of a quorum of any meeting but shall not vote on any matter where a conflict of interest exists.

5.16 Duties. Directors shall perform their duties as a Director in good faith, in a manner the Director believes to be in the best interests of the GCA, and with such care as an ordinarily prudent person would use under similar circumstances. A Director shall be entitled to rely on factual information, opinions, reports, or statements prepared or presented by individuals whom the Director reasonably believes to be reliable and competent in the matters presented; counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or a committee of the Board, duly designated in accordance with these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. Notwithstanding the foregoing, the Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

5.17 Alternates. The Board may include up to two alternate members ("Alternate Directors"), who shall have all of the rights, powers, and duties of the Directors; provided, however that such Alternate Directors may only vote if their vote is necessary to establish a quorum at a meeting of the Directors. Alternate Directors shall automatically become Directors upon the resignation or removal of a Director but shall not attain their officer status, if any. In the event that there are two Alternate Directors and only one may vote or become a Director then the Alternate Director whose last name is first alphabetically shall be entitled to vote or become the Director

ARTICLE 6: OFFICERS

6.1 Designation. The officers of the GCA shall be a President, a Vice President, a Secretary, and a Treasurer, and other officers as deemed necessary by the Board.

6.2 Election. The officers of the GCA shall be elected by the Members biannually at a general membership meeting provided that a quorum of the Members is present. In the event of a vacancy in any office, the remainder of the term may be filled at any duly called general membership meeting at which a quorum of the Members is present.

6.3 Term. Each officer shall serve for a term of two years from the date of election as such officer and may be elected to subsequent terms as the same or different officer provided that at the time of election they are a Director in good standing.

6.4 Removal. Any one or more of the Officers may be removed for cause by the affirmative vote of two-thirds of the Members present at duly called general membership meeting at which a quorum is present, and a successor may then and there be elected to fill each vacancy thus created. "Cause" includes mismanagement of the GCA, violation of the Articles or these bylaws, or conduct not in keeping with the standards of the GCA or the community at large.

6.5 President. The President or the President's designate shall preside at all meetings of the GCA and of the Board. The President shall have all of the general powers and duties that are usually vested in the office of President of a nonprofit corporation.

6.6 Vice President. The Vice President shall have all the powers and authority, and shall perform all the functions and duties, of the President, in the absence of the President or due to the President's inability for any reason to exercise such powers and authority or perform such functions and duties.

6.7 Secretary. The Secretary shall ensure that a record is kept of the meetings of the Board and of all meetings of the GCA. The Secretary shall have charge of such books and papers as the Board may direct.

6.8 Treasurer. The Treasurer shall ensure the keeping of full and accurate accounts of all receipts and disbursements in the name, and to the credit, of the GCA in books belonging to the GCA which will be open at all times to the inspection of the Board, and in such banks and accounts as may from time to time be designated by the Board. The Treasurer shall from time to time present reports to the Board as it may require.

ARTICLE 7: COMMITTEES

The Board may designate one or more *ad hoc* committees, each of which will consist of at least one committee chair (appointed by the President of the Board) and one or more committee Members. Committee Members shall be considered "Adjunct Board Members" for all matters within the scope of the committee's duties, but shall not attain the status of Director as otherwise described in these Bylaws. The studies, findings, and recommendations of all committees will be reported to the Board for consideration and final action, except as otherwise directed by the Board. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon them by law.

ARTICLE 8: FINANCIAL MATTERS

8.1 Contracts. The Board may authorize any officer of the GCA to enter into any contracts for and on behalf of the GCA; provided, however that such authority may not be general but must be confined to specific instances. The officers of the GCA (acting collectively as an Executive Committee) may authorize, without further Board action, the entering into of any contract for a sum of \$500 or less, but shall so notify the Board of such action at the next convenient opportunity.

8.2 Loans. The GCA shall not loan money to any Director or Member of the GCA or any other person or entity. Any Director or officer of the GCA authorizing or assenting to such a loan in contravention of this Article shall be personally liable to the GCA for the total amount of such loan.

8.3 Deposits. All funds of the GCA shall be deposited from time to time to the credit of the GCA in such banks as the Board may select. By written resolution the Board from time to time may designate which officers may sign checks and drafts on behalf of the GCA, including the maximum amounts of such checks and drafts and when such checks or drafts shall require signatures of more than one Director.

8.4 Obligations. The Members and Directors the GCA shall not be personally liable for the GCA's obligations.

8.5 Fiscal Year. The fiscal year of the GCA shall be the calendar year unless otherwise set by resolution of the Board.

ARTICLE 9: IMMUNITY, INDEMNIFICATION, & INSURANCE

9.1 Immunity. No Director shall be personally liable for any damages resulting from: any negligent act or omission of the GCA; any negligent act or omission of another Director of the GCA; or any act or omission of the Director personally unless the Director breached or failed to perform the duties of their office and the breach or failure to perform constituted willful misconduct or recklessness.

9.2 Indemnification. The GCA shall indemnify any Director or former Director of the GCA against reasonable expenses, costs, and attorneys' fees actually and reasonably incurred in connection with the defense of any action, suit, or proceeding in which the Director is made a party by reason of being or having been a Director of the GCA. The indemnification shall include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Director shall not be indemnified if they shall be determined to have breached or failed to perform the duties of their office and the breach or failure to perform constituted willful misconduct or recklessness.

9.3 Insurance. The GCA may maintain insurance, at its expense, to protect itself and its directors, officers, employees, and agents, against any loss, cost, liability, or expense related to the GCA or any director's, officer's, employee's, or agent's service to the GCA, regardless of whether the GCA would have the power or duty to indemnify such person against such loss, costs, liability, or expense under the provisions of these Bylaws or the New Mexico Nonprofit Corporation Act.

ARTICLE 10: AMENDMENTS TO BYLAWS

Amendment of these Bylaws shall require a two-thirds vote of the Members at duly called general membership meeting at which a quorum is present.

IN WITNESS WHEREOF, the undersigned acknowledge that the foregoing Bylaws were duly approved by the Members on April 18, 2012.

By:


Anna Cardenas, President

By:


Roger Taylor, Secretary