

BY-LAWS  
OF  
THE FRIENDS OF PECOS NATIONAL HISTORICAL PARK

ARTICLE I  
NAME

The name of this corporation is the Friends of Pecos National Historical Park (hereinafter referred to as The Friends).

ARTICLE II  
PURPOSE

The purposes for which the corporation has been formed are to aid and promote the programs and objectives of the National Park Service at Pecos National Historical Park for which no other funds are available.

ARTICLE III  
BOARD OF DIRECTORS

SECTION 1. The Board of Directors (hereinafter referred to as the "Board") is the governing body of the corporation. The policy of The Friends shall be set by the Board who shall be ultimately responsible, in their corporate capacity, for all ventures, activities and transactions of The Friends.

SECTION 2. The Board shall be composed of not less than five (5) but no more than fifteen (15) voting members who must be members in good standing of the corporation. The Board may from time to time

name Advisory Directors and Honorary Directors who shall have voice but no vote, All Directors shall serve without compensation.

**SECTION 3.** Voting and Advisory Board members shall serve for three-year terms and shall be eligible for re-election. Honorary Directors shall serve indefinitely at the pleasure of the Board.

**SECTION 4.** Vacancies on the Board occasioned by expiration of term shall be filled by election by a majority vote of a quorum of members of the Board at the annual meeting of the Board. There shall be a Board Development Committee of three (3) members of the Board appointed by the President of the Board.

When for any reason, a member of the Board shall relinquish his Board membership before expiration of his term, the President, in consultation with the Board Development Committee, shall appoint a successor for the unexpired portion of that term.

**SECTION 5.** The Superintendent of Pecos National Historical Park, or his/her designee will serve as a non-voting observer on the Board. The Superintendent, or his/her designee, will have no vote, but will have voice.

**SECTION 6.** The Board shall meet at least annually

**ARTICLE IV**  
**OFFICERS**

**SECTION 1. Titles and Term of Office.** The officers of the corporation shall be elected by the Board from its members by a simple majority

vote of a quorum of the Board at the annual meeting and shall consist of a President, one or more Vice Presidents, a Recording Secretary, and a Treasurer. All officers shall serve terms of one (1) year and may be re-elected for successive terms.

All officers shall be subject to removal from office, with or without cause, at any time by a vote of one more than half of a quorum of the Directors present at a regular or specially called meeting.

**SECTION 2. Powers and Duties of the President.** The President shall be the Chief Executive Officer of the corporation and shall preside over all meetings of the Board. The President shall appoint, with the advice and consent of the Board, all committee chairpersons and committee members, and enforce all laws and regulations of the corporation. The President may sign and execute, or delegate the signing and execution of all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments in the name of the corporation, and shall perform such other duties as shall be imposed by resolution of the Board. The President shall submit a proposed budget for the coming year for the consideration of the Board.

**SECTION 3. Vice Presidents.** The Vice Presidents, in the order indicated by the Board, shall perform the duties of the President in the President's absence. In the event of death or disability of the President, a Vice President, designated by the Board shall act until the Board fills the office. The Vice Presidents shall assign projects to and monitor the progress of standing committees as provided in the Article V hereof, and shall perform such other duties as may be assigned by

the President or by resolution of the Board. Any actions taken by the Vice President (s) in the performance of the duties of the President shall be conclusive evidence of the absence or inability of the President to act at the time such action was taken.

Section 4. Recording Secretary. The Recording Secretary shall keep a record of minutes of the corporation.

Section 5. Treasurer. The Treasurer shall, have custody of all the funds and securities of the corporation which come into his/her hands. (S)He shall have charge of the corporate books, records, documents and instruments, including the books of account, financial records and securities and such other books and papers as the Board may direct, all of which shall at all reasonable times be open to inspection at the office of the corporation. When necessary or proper, (s)he may endorse, on behalf of the corporation for collection, checks, notes and other obligations and shall deposit the same to the credit of the corporation in such banks or depositories as shall be designated in the manner prescribed by resolution of the Board.

(S)He may sign all receipts and vouchers for payment made to the corporation, either alone or jointly as directed by the Board of Directors. (S)He may sign with the President in the name of the corporation, and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages notes and other instruments of the corporation.

Whenever required by the Board, (s)he shall render a statement of cash accounts; (s)he shall enter or cause to be entered regularly in the books of the corporation being kept for that purpose a full and accurate account of all monies received and paid out on the account of

the corporation; (s)he shall perform all acts incident to the position of Treasurer subject to the control of the Board; (s)he shall, if required by the Board, give such bond for the faithful discharge of his/her duties in such form as the Board may require. At each regular meeting of the Board-of Directors, the Treasurer shall make a statement of the financial condition of the corporation, and at the annual meeting of the Board shall submit a detailed report of the financial condition of the corporation for the preceding fiscal year.

**SECTION 6. Compensation.** Officers shall not receive any salary or compensation for their services.

ARTICLE V  
MEMBERSHIP

**SECTION 1. General Membership.** Membership in The Friends of Pecos National Historical Park shall be available to the general public without limitation. The Board may establish appropriate dues, incentives and membership activities from time to time to promote the purposes and aims of the corporation.

ARTICLE VI  
BOARD COMMITTEES

**SECTION 1. Committees.** The Board may establish such committees and vest them with such authority and responsibilities as the Board may from time to time deem appropriate. All such committees shall be established by resolutions adopted by the Board.

ARTICLE VII  
PROVISIONS REGARDING ARTICLES OF INCORPORATION AND  
BYLAWS

SECTION 1. Effective Date. These Bylaws shall become effective only upon the occurrence of approval of these Bylaws by the Board.

SECTION 2. Amendments to Articles of Incorporation and Bylaws. The Articles of Incorporation may at any time and from time to time be amended as provided by law.

These Bylaws may be amended by a majority of the Voting Members of the Board.

SECTION 3. Interpretation of the Bylaws. These By Laws and all the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein. If any work, phrase, clause, sentence, paragraph, section or other part of these

Bylaws, or the application thereof to any person or circumstances, shall ever hold to be invalid or unconstitutional by the court of competent jurisdiction, the remainder of these Bylaws and the application of such work, phrase, clause, sentence, paragraph, section or other part of these Bylaws to any other person or circumstance should not be affected thereby.

ARTICLE VIII  
GENERAL PROVISIONS SECTION

SECTION 1. Principal Office. The Principal office of the corporation shall be located in Pecos, New Mexico. The corporation shall have and

continuously maintain in the State Of New Mexico a registered office and a registered agent whose business office is identical with such registered office, and required by law. The registered office may be, but need not be, identical with the principal office in the State and the address of the registered office may change from time to time by the Board pursuant to the requirements of law.

**SECTION 2. Notice of Waiver of Notice.** Whenever any notice whatsoever is required to be given under the provisions of the act, the Articles of incorporation or these Bylaws, said notice shall be deemed to be sufficient if given by either e-mail, telephone or by depositing the same in a Post Office box in a sealed post paid wrapper addressed to the person entitled thereto at his Post Office address, as it appears on the books of the corporation, and such notice shall be deemed to have been given on the day of such mailing. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless required by the Board. A waiver of notice in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**SECTION 3. Action Without a Meeting of Directors or Committees.**  
Any action which may be taken at a meeting of the Board of

Directors or of any committee, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by a quorum of Directors, or the majority of a quorum of members of the committee, as the case may be.

**SECTION 4. Indemnity Provisions.** The corporation shall indemnify any director or Officer or former director or officer of the corporation for any liabilities, expenses and costs (including attorneys' fees) actually and necessarily incurred by him in connection with any claim asserted against him by action in court or otherwise by reason of his being or having been such director or officer, except in relation to matters as to which he shall have been guilty of gross negligence or willful misconduct in respect of the matter in which indemnity is sought.

**SECTION 5. Affirmative Action.** It is the policy of this corporation to comply with all appropriate state and Federal requirements pertaining to non-discrimination on the basis of race, color, religion, creed, National Origin, age or sex. The corporation encourages the full input of all minority and cultural groups in its deliberations and policy-making.

ARTICLE IX  
FISCAL YEAR

The fiscal year of the corporation shall end with the last day of December of each year.

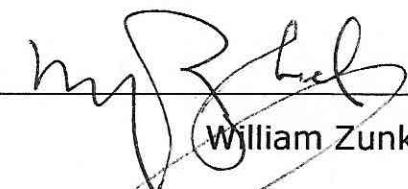
ARTICLE X  
SEAL

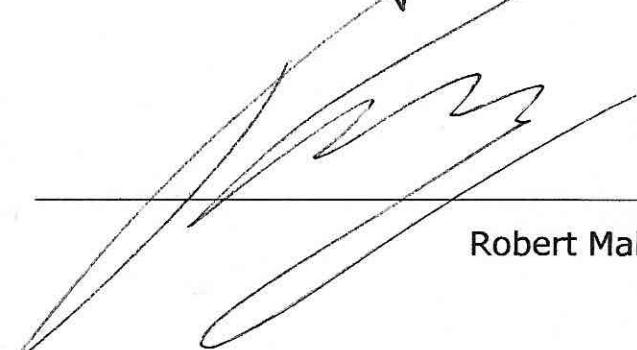
The corporate Seal shall have inscribed thereon, The Friends of Pecos National Historical Park, 1985, New Mexico.

ARTICLE XI  
DISSOLUTION

Upon dissolution of the corporation, its assets shall be transferred to the United States of America for the benefit of Pecos National Historical Park.

These Bylaws stand approved as amended by vote of the Board of Directors this 18<sup>th</sup> day of Nov, 2013.

  
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William Zunkel, President

  
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Robert Mallin, Secretary