

**AMENDED AND RESTATED BYLAWS OF
NEW MEXICO MEN’S WELLNESS, INC.
A New Mexico Nonprofit Corporation**

**ARTICLE 1
NAME AND ADDRESS**

Section 1. NAME OF CORPORATION & NON-PROFIT STATUS:

The name of this corporation is **New Mexico Men’s Wellness, Inc.** It is a New Mexico nonprofit corporation and in no way provides, or will it provide, pecuniary gain to its members or Board of Directors. It has no capital stocks, and it has no shareholders. For the remainder of these Amended and Restated By-Laws, the corporation may be hereinafter referred to as “NMMW” or “the Corporation.”

Section 2. REGISTERED OFFICE and PRINCIPAL OFFICE:

The registered office and principal office of the corporation is at 3214 Purdue Place NE, Albuquerque, NM 87106.

Section 3. REGISTERED AGENT:

The registered agent is David Breault of 3214 Purdue Place NE, Albuquerque, NM 87106, upon whom process against the corporation may be served.

Section 4. CHANGE OF ADDRESS

The Board of Directors may change the principal office of the corporation from one location to another in New Mexico by noting the changed address and effective date below, and such changes shall not be deemed, nor require, an amendment of these Bylaws. The designation of the state of the corporation’s principal office may be changed by amendment. The Board of Directors may change the registered office and the registered agent as provided in the Act. The registered office of the corporation may, but need not, be identical with the principal office of the corporation in New Mexico. The corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in New Mexico.

Section 5. OTHER OFFICES

The Board of Directors may direct the establishment of such other offices as the organization’s affairs require.

**ARTICLE 2
NONPROFIT PURPOSES**

Section 1. IRC SECTION 501(c)(3) PURPOSES

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

Section 2. OBJECTIVES AND PURPOSES

The objectives and purposes of NMMW are to promote wellness and welfare in body, mind and spirit of men and their families; to generate, exchange and disseminate ideas about men's wellness and welfare; to present educational programs regarding men's wellness and welfare; to formulate, propose and advocate methods, models and modalities for the enhancement of men's wellness and welfare; to liaise with and foster cooperation and collaboration among organizations and individuals interested in the same or similar purposes for which the Corporation is organized; to facilitate and assist the work of organizations and individuals involved in the enhancement of men's wellness and welfare; and all other lawful activities ancillary thereto as permitted under the New Mexico Nonprofit Corporation Act.

**ARTICLE 3
CALENDARS**

Section 1. OPERATING CALENDAR

The operating calendar of the Corporation shall begin on the 1st day of January of each year and end on the 31st day of December of the same year. The annual elections of officers shall be completed by December 15, with terms of office to begin on January 1.

Section 2. FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of January of each year and end on the 31st day of December of the same year.

**ARTICLE 4
MEMBERSHIP**

Section 1. MEMBERS GENERALLY

Individual men and organizations without geographic restriction who wish to engage or are interested in activities consistent with the purposes of NMMW as defined in Article 2 may be members of NMMW. The Board of Directors may, by resolution, establish

classes of membership and define their eligibility, rights, and duties, including an obligation to pay dues.

Section 2. NON-VOTING ORGANIZATIONAL MEMBERSHIP

Non-voting membership is open to all organizations or groups, including organizations affiliated with educational, religious, or fraternal institutions, without geographic restriction which engage or are interested in activities consistent with the purposes of NMMW. The Board of Directors in its sole discretion may determine that an organization is inconsistent with the purposes of NMMW and deny or revoke its membership.

Section 3. RIGHTS & DUTIES OF MEMBERS.

3.1 Eligibility to vote in the annual election of directors of NMMW is restricted to:

a) individual members who have attended at least one (1) NMMW conference (Fall Conference, Spring Retreat, Father-Daughter Gathering or Summer Gathering) in the two (2) calendar years preceding an election of the directors of NMMW. [*e.g.* for the 2010 election, an individual who attended the 2008 Spring Retreat is eligible to vote]; and

b) individual members who have paid in full the annual membership dues described in Article 4, Section 4 for the calendar year in which the election is scheduled to take place.

3.2 It shall be the responsibility of each member to ensure that his attendance at a conference and his current contact information has been properly recorded by the registrar of the conference.

3.3 Individual members and representatives of non-voting organizational members may attend regular meetings of the NMMW Board of Directors and may participate in discussions of corporate business, in person or in writing. However, there is and will be no specific requirement for giving notice of meetings to the membership, particularly if providing such notice would be a financial or other burden.

3.4 The President or the Board of Directors shall be free to limit discussion by the membership by imposing conditions on participation if circumstances at any meeting warrant such action, including but not limited to imposing time limits if the number of members in attendance requires such limits.

3.5 When confidential matters are involved, the Board may withdraw to executive session. "Confidential matters" are defined as those matters that are or may be subject to a legal privilege, or matters that are in litigation or with respect to which litigation is substantially likely.

3.6 Members are not eligible to vote at regular meetings of the Board of Directors,

including Board of Directors' meetings held in conjunction with annual or special meetings of members.

Section 4. MEMBERSHIP DUES

Members may be required to pay dues to NMMW annually in such amount as may be specified from time to time by the Board of Directors. Such dues shall be payable as the Board of Directors may determine.

Section 5. TERM OF MEMBERSHIP

In the event that the Board of Directors determines to require members to pay dues to NMMW, the term of membership shall be one year, the starting date of which may be specified from time to time by the Board of Directors.

Section 6. BENEFITS OF MEMBERSHIP

Members may enjoy various benefits, which may include website and listserv privileges, participation in NMMW events, activities, programs, and services; and other benefits as may be specified from time to time by the Board of Directors, provided that NMMW shall have no obligation to provide benefits to members.

Section 7. SUSPENSION, REMOVAL, AND RESIGNATION OF MEMBERS

Any member may be suspended or removed by the Board of Directors for delinquency in dues payments, if required to be paid. If a member does not remit the required dues on or before the date established by the Board of Directors, such member shall be subject to suspension or removal of membership privileges at the discretion of the Board of Directors. Removal shall be without prejudice to NMMW's right to receive any dues payments owing as of the date of removal.

Any member may be removed with cause by affirmative vote of a simple majority of the Board of Directors. Cause may include delinquency in dues payments.

Any member may resign at any time by filing written notice with the Secretary of the Corporation.

Section 8. ANNUAL MEETINGS OF MEMBERS

Members may meet annually on a date to be determined by the Board of Directors. The meeting shall convene in such place within New Mexico as may be designated by the Board of Directors. The purpose of the annual meeting is for the Board of Directors to present to the members the annual report of the Corporation and for the members to present suggestions and concerns to the Board.

Section 9. SPECIAL MEETINGS OF MEMBERS

Special meetings of members for any purpose may be called by the Secretary at the direction of the President, or by the Board of Directors. Each special meeting shall convene in such place in Albuquerque or Santa Fe, New Mexico as may be stated in the notice of such meeting. The direction for the meeting shall specify its date and month, which shall be not less than ten (10) days and not more than thirty (30) days from the date of the direction or demand. Business to be transacted at any special meeting shall be limited to the purpose(s) stated in the notice of said meeting.

Section 10. NOTICE OF MEMBERS' MEETINGS

Unless a member has delivered a statement in writing to the Secretary stating a preference for notice by mail and has provided a current postal address, written notice of the annual meeting and special meetings shall be given by e-mail to the member at his current e-mail address, stating the place, date, and hour of the meeting and, in the case of special meetings, stating the purpose of the special meeting. The notice shall be transmitted not less than ten (10) days and not more than thirty (30) days before the meeting and shall be sent to the current e-mail address of each member as it appears on the membership list of the Corporation. Attendance at any meeting by a member shall constitute a waiver of notice of the meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, which purpose must be announced immediately after the meeting is called to order and prior to the transaction of business.

Section 11. LIABILITY, COMPENSATION, AND REIMBURSEMENT

The members of the Corporation, including directors and officers, shall not be personally liable for the debts or obligations of the Corporation.

No member shall receive any compensation for services rendered to the Corporation unless the Board of Directors has authorized that member to be an employee of the Corporation under the provisions of Article 7 of these Bylaws. Upon submission of receipts to the Treasurer, members may be allowed reasonable reimbursement of expenses authorized by the Board of Directors.

ARTICLE 5 BOARD OF DIRECTORS

Section 1. GOVERNANCE:

The affairs and policies of NMMW will be developed and governed by the Board of Directors.

Section 2. NUMBER OF DIRECTORS

2.1 The number of directors, and the manner of their election, shall be determined by the Board of Directors. The Board may, from time to time, establish further policy

regarding representation on the Board.

2.2 The Board of Directors shall consist of no fewer than five (5) members and no more than nine (9) members, comprising the Officers of the Corporation, the Leader of the NMMW annual Fall Conference, and at least two (2) at-large directors. The Board may, from time to time and subject to the provisions of these Bylaws, establish amended policy regarding the maximum number of Board members.

Section 3. TYPES & QUALIFICATIONS

3.1 Each Director shall have the same powers, rights and privileges.

3.2 Directors shall be 21 years old or older.

3.3 NMMW should attempt in good faith to include among the men chosen to serve on the Board of Directors men without geographic restriction who bring expertise in those activities which will be consistent with, and may further, the purposes of NMMW, including without limitation, physical and mental health, education, community affairs, social services, resource development, local government, finance and banking, and legal affairs. NMMW should make good faith efforts to include among the men chosen to serve on the Board of Directors young men and men of diverse races and/or national or ethnic origins.

3.4 The Leader of the NMMW annual Fall Conference shall be eligible to be a Director from the date of his selection (normally the last day of the NMMW annual Fall Conference) until the date of the selection of his successor leader (normally the last day of the next following NMMW annual Fall Conference).

3.5 In the interests of continuity, after completion of his term as Chair, the Immediate Past President may continue to serve as a Director on the Board of Directors for at least one (1) additional year.

3.6 The Board of Directors may appoint previous board members to Emeritus status for the purpose of continuing their relationship with the organization. Emeritus members may NOT vote on any matter but may attend committee or board meetings at the request of the board. There are no attendance requirements for Emeritus members. Individuals will be appointed to this status until the next annual board meeting. If an Emeritus member is not reappointed at the next annual board meeting then their status will automatically cease.

3.7 The members of the Board of Directors shall attempt in good faith to attend at least two (2) of the NMMW seasonal events (Fall Conference, Spring Retreat, Father-Daughter Gathering and Summer Gathering) each year.

Section 4. ELECTION OF DIRECTORS

4.1 With the exception of the Leader of the NMMW annual Fall Conference, Directors shall be elected by a simple majority of the Members eligible to vote (as defined in Article 4 above) at an election for any vacant seat on the Board of Directors conducted in accordance with the election by-laws described herein.

4.2 The election for any vacant seat on the Board of Directors shall be conducted annually on or before September 30th.

4.3 The Board of Directors then seated shall appoint an Election Officer no later than June 30th in any year. The Election Officer may be an at-large director but may not be an Officer or employee of the corporation.

4.4 The Election Officer shall invite nominations of qualified candidates for all vacant seat(s) on the Board of Directors from within the individual membership of NMMW.

4.5 Nominations for all vacant seat(s) on the Board of Directors may be made by e-mail, fax or mail, and must be received by the Election Officer no later than August 15th in any year.

4.6 The election shall be decided by voting by ballot. The ballot may be delivered to the members eligible to vote by e-mail, fax or mail.

4.7 Each member eligible to vote shall be entitled to only one vote for each vacant seat.

4.8 Proxy votes will not be allowed.

4.9 Members eligible to vote may vote by e-mail, fax or mail addressed to the Election Officer.

4.10 All completed ballots must be returned to the Election Officer no later than September 30th in any year.

4.11 The completed ballot shall be valid only if it is signed or electronically signed and returned to the Election Officer.

4.12 All original ballots and printed copies of all e-mail votes shall be placed in the corporation's minute book and kept with the corporation's records. A decision by ballot requires the affirmative vote of a majority of the members.

4.13 The results of the election shall be certified by the Election Officer and announced at the Fall Conference following the election.

Section 5. STATEMENT of TERMS:

5.1 With the exception of the Immediate Past President (as described in Article 5, Section. 3.5 above), no Director shall be eligible to serve more than three consecutive two-year terms, for a total of six years. Any Director whose term has ended due to the completion of the six-year term limitation shall not be eligible to serve as a Director for a minimum of one year following expiration of the term.

5.2 In order to assure orderly transition and continuity of direction, the Board of Directors shall establish staggered terms of Directors for those Directors seated in 2010. The current President and Secretary and all but two (2) of the current at-large directors shall vacate their seats by resignation. In 2011, the current Vice-President, Treasurer and one (1) at-large director shall vacate their seats by resignation. For purposes of implementation of this provision, the Board of Directors may waive the six-year term

limitation.

5.3 The term of office of each director elected under the provisions of this section shall commence immediately following his election to the Board of Directors of this Corporation.

5.4 In the event that any Director shall request and be granted a leave of absence from the Board of Directors, the term of said Director shall not be extended by the length of the leave of absence. No leave of absence shall be granted for more than three (3) months in duration.

Section 6. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken, the activities and affairs of this Corporation shall be conducted and all corporate powers, including but not limited to the specific powers of entering into contracts, borrowing money, incurring debt or other liabilities, selling or pledging assets, suing or responding to suits, and hiring or firing employees, shall be exercised by or under the direction of the Board of Directors.

Section 7. POLICY MAKING:

The Board of Directors may establish general policies for NMMW and has ultimate decision-making authority on all matters relating to program and policy formulation and general program guidance.

Section 8. DUTIES

It shall be the duty of the directors to

- 8.1 Perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, and by these Bylaws, including those statutes and regulations which provide and protect the tax-exempt status of the Corporation;
- 8.2 Govern the Corporation, to include but not limited to approving program policies, personnel policies, annual budgets, long-range planning documents, services of consultants, agreements with public and private agencies and organizations, and other essential activities relevant to the long-term health of the Corporation and the realization of its purposes;
- 8.3 Appoint, employ, remove, discharge, and, except as otherwise provided in these Bylaws, prescribe duties, fix the compensation of, and supervise the Executive Director, if such an officer should be appointed by the Board of Directors;

- 8.4 Appoint, employ, remove, discharge, and, except as otherwise provided in these Bylaws, prescribe duties, fix the compensation of, and supervise agents and employees of the Corporation in the event of the position of Executive Director being vacant;
- 8.5 Meet at such times and places as required by these Bylaws;
- 8.6 Register their phone numbers and addresses (both postal and e-mail) with the Secretary of the Corporation, so that notices of meetings phoned, mailed, faxed, or e-mailed to them at such addresses shall be valid notices thereof; and/or
- 8.7. Maintain an inventory and accounting of the location and custodian(s) of all corporate property.

Section 9. VACANCIES, RESIGNATIONS, REMOVALS, AND ABSENCES

Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any director.

Any director may resign effective upon giving written notice to the President or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

A director may be removed from office for cause by an affirmative vote of a majority of the directors then serving.

Failure of a director to attend three (3) consecutive regular meetings of the Board may be a cause for removal. Any director who misses three such meetings shall receive a written notification of those absences from the Secretary of the Corporation.

Any vacancy among the directors shall be filled by appointment by the Board of Directors, at its next meeting after the vacancy arises. The term of any director appointed to fill a vacancy shall be the unexpired portion of the term of the preceding director.

Section 10. OBTAINING APPOINTED DIRECTORS:

Directors may be sought from within the individual membership of NMMW. The Directors currently seated will seek out persons who may be interested in serving as a Director and may present their names from time to time to the Board of Directors. The Board of Directors will maintain a list of those interested. Upon a vacancy and after a request by the Board of Directors, a letter from the President outlining the qualifications and time commitment required will be sent to the person or persons on the list. If the person or persons respond in writing and indicate an interest, describing how they meet the

qualifications, the Board will consider each person responding as a candidate for appointment.

Section 11. COMPENSATION AND REIMBURSEMENT

No director shall receive any compensation for services rendered to the Corporation. Upon submission of receipts to the Treasurer, directors shall be allowed reimbursement of reasonable expenses as authorized by the Board of Directors.

Section 12. PLACE OF MEETINGS

Meetings shall be held at such places as may be designated from time to time by the President and/or the Board of Directors.

Section 13. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held every three months, or more often, if the Board so determines.

Section 14. SPECIAL MEETINGS OF DIRECTORS

Special meetings of the Board of Directors may, by written request to the Secretary, be called by the President, the Vice President, two (2) members of the Board, or, if different, by the persons specifically authorized by the laws of this state to call special meetings of the Board. Such written request may be delivered by mail, e-mail, fax, or hand. Special meetings shall be held at the place designated by the person or persons calling the special meeting. Business transacted at any special meeting shall be limited to the purpose(s) stated in the notice of said meeting.

Section 15: ATTENDANCE at MEETINGS of the BOARD of DIRECTORS

Any regular, special, or Committee meeting may be held by teleconference. For purposes of these Bylaws, a teleconference is a meeting of the Board in which one or more Board members are at different locations, connected by electronic means, through audio, video, or both, provided that, if practicable, provision shall be made for individual members of NMMW who are not Board members to attend the teleconference.

Section 16. PUBLIC ACCESS to MEETINGS:

As a New Mexico private nonprofit corporation, meetings of the Board of Directors of NMMW shall not be subject to open access by the general public. Notwithstanding this provision, members of the public may attend meetings of the Board of Directors at the

invitation of any Board member, subject to approval by the Board.

Section 17. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (a) Regular Meetings. No notice need be given of any regular meeting of the Board of Directors held pursuant to a schedule previously adopted by the Board.
- (b) Special Meetings. At least seven days' prior notice shall be given by the Secretary of the Corporation to each director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first-class mail, by telephone, by fax, or by e-mail, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of fax and/or e-mail notification, the director to be contacted shall acknowledge personal receipt of the fax or e-mail notice by a return message or telephone call within forty-eight (48) hours of the first fax transmission or e-mail.
- (c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this Corporation under provision of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Attendance at any meeting by a director shall constitute a waiver of notice of the meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or constituted.

Section 18. AGENDA and ITEMS for CONSIDERATION at REGULAR MEETINGS:

The agenda for each meeting will contain a list of specific items of business, by identifying topic, to be discussed or transacted.

Agenda items and topics for consideration should be submitted to the Chair or President five (5) days prior to a regular meeting. The Agenda will be approved by the Board of Directors at each regular meeting.

Items and topics may be added to the agenda by motion but must be approved by a vote of the Board of Directors. Amendments to the agenda should be freely allowed to meet the needs of NMMW, provided that amendments should not be utilized to add contentious items

without notice to those interested in the topic.

Section 19. POSTPONEMENT of MEETINGS:

When circumstances demand, the Chair may postpone any scheduled meeting by giving notice adequate under the circumstances.

Section 20. ANNUAL MEETING:

20.1 The annual meeting of the Board of Directors will be held in or about the last weekend of each October. The Annual Meeting will be held in lieu of the regular meeting.

20.2 Notice of Annual Meeting:

Written notice of the annual meeting of the Board of Directors will be given to the Directors in a timely fashion and will consist of the agenda that will clearly state the date, time and location of the annual meeting.

20.3 Quorum at Annual Meeting:

A quorum for the annual meeting of the Board of Directors will be a majority of the Board Members. If quorum be not present at an annual meeting, the Directors present will adjourn the meeting to such future time, date and place as will be agreed upon by a majority of the Directors present, and notice of such future meeting will be mailed to each Director at least ten (10) days before the re-scheduled meeting.

20.4 Agenda and Items of Business for Annual Meeting:

The agenda for the annual meeting will contain a list of specific items of business, by identifying topic, to be discussed or transacted. In addition to the regular meeting agenda, the annual meeting agenda shall include the annual election of officers, as well as reports from the executive staff and Board committees, if any, regarding anticipated plans for the coming year.

Section 21. MANNER OF ACTING

Except as otherwise provided by statute, by the Articles of Incorporation, or by these Bylaws, any Corporation action required or permitted to be taken by the Board of Directors shall be authorized by a simple majority of the votes cast at a meeting of the Board of Directors at which a quorum is present. The action or act of a majority of the Directors present at a meeting in which a quorum is present will be the formal act of the Board of Directors. Meetings shall generally follow Robert's Rules of Order in such manner as not to impede progress, but to assist in the accomplishment of the business of the Board of Directors, provided that fundamental fairness, notice, opportunity to be heard, and respect for minority opinions shall be observed.

Section 22. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the

Corporation, or, in his absence, by the Vice President of the Corporation, or, in the absence of both of these persons, by a Chairperson chosen by a majority of the directors present at that meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, except that in his absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Section 23. QUORUM FOR MEETINGS

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be approved by the Board at any meeting at which the required quorum is not present.

A quorum shall consist of a majority of the members of the Board of Directors. If members leave the meeting and less than a majority remains, a quorum shall be deemed no longer to exist. In that event, the remaining members may continue to discuss and to vote on issues, but no action shall be final until those members who left the meeting have been polled by the Secretary, either by telephone or e-mail or written communication, and have voted on the action. Such polling must take place within five business days of such meeting.

Any one or more members of the Board of Directors or committees of the Corporation may participate in a meeting of such Board of Directors or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means will constitute presence in person at the meeting.

Section 24. VOTE

Each director shall be entitled to one vote and one vote only on each matter submitted to a vote at any and all meetings of the Board of Directors.

Proxy votes will be allowed for all Board of Directors meetings; proxies must be in writing and may be held only by a member of the Board. E-mail is an acceptable mode of delivery of a director's proxy vote.

Any action required to be taken by the Board of Directors may be taken without a meeting, if each member of the Board consents in writing, including by fax or e-mail, to such action. Such written consent shall be filed with the minutes of the proceedings of the Board.

Any member of the Board of Directors may request the Board of Directors to make a decision by voting by a non-secret ballot. The ballot may be delivered to the members of the Board of Directors by mail or fax or e-mail and the completed ballots shall be valid only if it is signed or electronically signed and returned to the Secretary. The original ballots shall be placed in the corporation's minute book and kept with the corporation's records. A decision by ballot requires the affirmative vote of a majority of the Board of Directors.

Issues may also be presented and discussed by the Board of Directors between meetings of the Board of Directors by e-mail communications, and decisions made by the affirmative vote of a majority of the Board of Directors expressed by e-mail signed by the director(s) and returned to the Secretary. Copies of e-mail votes shall be placed in the corporation's minute book and kept with the corporation's records.

Section 25. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of the law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 26. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 27. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

- (a) The directors, officers, and employees of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state and the provisions of these Bylaws.
- (b) Except as provided in (d) below, each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (hereinafter a "proceeding"), by reason of the fact that he is or was a director, officer, or employee of NMMW shall be indemnified and held harmless by NMMW to the fullest extent authorized by the laws of this state, including without limitation the New Mexico Nonprofit Corporation Act as the same exists or may be amended.
- (c) All such persons shall be indemnified and held harmless by NMMW against all expenses, liability, and loss (including attorney's fees, judgments, fines, taxes, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection with the indemnified action or inaction, and such indemnification shall continue as to a person who has ceased to be a director, officer, or employee and shall inure to the benefit of his heirs, executors, and administrators.
- (d) No director, officer, or employee shall be indemnified if she or he shall be adjudged to be liable on the basis that she or he has breached or failed to perform the duties of his office, and the breach or failure to perform constitutes a criminal offense, willful misconduct, recklessness, or gross negligence.

- (e) Any compromise or settlement shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding or otherwise involved in the matter in controversy, provided that the majority find that the compromise or settlement is in the interests of NMMW, that such compromise or settlement should be made, and that no director, officer, or employee is guilty of willful misconduct, recklessness, or gross negligence.

Section 28. THE RIGHT OF INDEMNIFICATION

The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This article constitutes a contract between the Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Section 29. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

ARTICLE 6 OFFICERS

Section 1. DESIGNATION OF OFFICERS

The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Corporation may also have other officers with such titles, qualifications, and duties as may be determined from time to time by the Board of Directors.

Section 2. QUALIFICATIONS

Any director may serve as an officer of this Corporation.

Section 3. ELECTIONS, TERMS OF OFFICE, AND VACANCIES

These officers shall be elected from their membership by the Board of Directors at the

annual meeting and they will assume their duties at the next monthly meeting for a period of one (1) year, or until he or she resigns or is removed or is otherwise disqualified to serve, whichever occurs first.

Officers may not serve for any more than three (3) consecutive one-year terms in the same office, partial terms excepted.

Any officer whose term has ended due to the completion of the three-year term limitation shall not be eligible to serve in the same office for a minimum of one year following expiration of the term.

The Board of Directors may also elect or appoint such other officers, assistant officers, and agents of NMMW to have authority and perform such duties as specified by these Restated Bylaws or reasonably necessary or convenient for the prudent conduct of the affairs of NMMW.

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. The term of any officer elected to fill a vacancy shall be the unexpired portion of the term of the preceding officer.

Section 4. REMOVAL AND RESIGNATION

Any officer may be removed from office, with or without cause, by the Board of Directors at any time.

Any officer may resign at any time by giving written notice to the remaining officers of the Board of Directors. Such notice may be delivered by mail, e-mail, fax, or hand. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. DUTIES OF PRESIDENT

The President shall:

Be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers;

Perform all duties incident to his office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors;

Preside at all meetings of the Board of Directors and at all meetings of the members of

the Corporation, unless another person is specifically appointed as Chairperson of the Board of Directors;

Appoint members and confirm Chairs of all standing and ad hoc committees of the Board of Directors, pursuant to the policies on and definitions of such committees contained in these Bylaws and in resolutions of the Board;

Execute, in the name of the Corporation, such deeds, mortgages, security agreements, bonds, contracts, checks, or other instruments as may from time to time be authorized by the Board of Directors, except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws.

Section 6. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 7. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the Corporation the original, or a copy, of the Articles of Incorporation and these Bylaws as amended to date;

Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of the minutes of the Board of Directors, and meetings of committees of the Board, recording therein the time and place of holding, whether regular or special, the names of those present or represented at the meeting, and the proceedings thereof;

Keep at the principal office of the Corporation a membership book containing the name and address of each and any members, whether individual or organizational, and, in the case where any membership has been terminated, he shall record such fact in the membership book together with the date on which such membership ceased;

Exhibit at all reasonable times to any director of the Corporation, or to his agent or attorney, on request, the Bylaws, the membership book, and the minutes of the proceedings of the Board of Directors of the Corporation;

See that all notices, including notices of meetings, are duly given in accordance with the provisions of these Bylaws or as required by law;

Be custodian of the records and of the seal of the corporation, if any, and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the

Corporation;

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors.

Section 8. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and responsibility for, all funds and securities of the Corporation and shall deposit all such funds in the name of the Corporation in such insured banks or other insured depositories as the Board of Directors shall designate;

Receive and give receipt for monies due and payable to the Corporation from any source whatever;

Disburse, or cause to be disbursed, the funds of the Corporation as may be designated by the Board of Directors;

Execute, in the name of the Corporation, such checks, or other instruments as may from time to time be authorized by the Board of Directors, except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws.

Keep and maintain adequate and correct accounts and records of the Corporation's financial dealings, including its assets, liabilities, receipts, disbursements, gains and losses;

Exhibit, at all reasonable times, the accounts and financial records to any director of the Corporation, on request therefor;

Prepare, at least quarterly and more frequently as the Board of Directors stipulates, financial reports for the Board's regular and special meetings, as well as financial reports for each general meeting of the membership;

Perform such other duties as the Board of Directors may from time to time prescribe.

**ARTICLE 7
STAFF**

Section 1: SUPPORT STAFF

The Board of Directors may, at its discretion, appoint any paid support staff as required to successfully execute the purposes and goals of the Corporation.

Section 2: CONFLICT OF INTEREST

An employee of the Corporation under Article 7.1 may not hold office in or be an employee of any organizational member of the Corporation without prior written consent of the Board of Directors.

Section 3: STAFF EXPENSES

All expenses for staff members shall be disclosed to the Board of Directors on at least an annual basis through inclusion in budgets, financial statements, and other appropriate NMMW financial documents.

**ARTICLE 8
COMMITTEES**

Section 1. Designation and Appointment of Committees:

1.1 The Board of Directors, by resolution adopted by a majority of a quorum at any meeting, may designate and appoint one or more committees. These committees, to the extent provided in such resolution, in the Articles of Incorporation, or in these Bylaws, will have and exercise whatever authority is delegated to it by the Board of Directors. Without limiting the generality of the foregoing, there are four (4) types of committees:

1. Executive Committee;
2. Standing Committees;
3. Special or Ad Hoc Committees, and
4. Advisory Committees

1.2 Each member of the Board of Directors may serve on any NMMW committee. Chairs of committees who are not members of the Board of Directors, and leaders of the NMMW Spring Retreat, Father-Daughter Conference, and Summer Gathering, shall be *ex officio* members of the Board, with all rights pertaining thereto except that of voting.

Section 2. Executive Committee and Its Authority:

An Executive Committee is hereby created, which will consist of three (3) directors, as follows:

1. President
2. Treasurer; and
3. One Director, who will be appointed by the Board at its annual meeting.

The Executive Committee will have and exercise all authority of the Board of Directors, except that the Executive Committee will not have the authority of the Board of Directors in reference to the following matters, namely: amending, altering, or repealing the bylaws; electing, appointing or removing any member of any committee or any officer or Director of NMMW; amending or restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of NMMW or revoking proceedings therefor; or amending, altering or repealing any resolution of the Board of Directors which, by its terms, provides that it shall not be amended, altered or repealed by the Executive Committee. The delegation of authority to the Executive Committee will not operate to relieve the Board of Directors, or its individual members, of any responsibility imposed upon by law. The purpose and reason for existence of the Executive Committee is to act on behalf of the Board of Directors between regular monthly meetings and in emergency situations.

Section 3. Designation of Chair, Quorum and Minutes; Decisions Subject to Board Approval:

The President will serve as the Chair of the Executive Committee, and the Secretary will assure the establishment of minutes of all meetings. A majority of the members of the Executive Committee will constitute a quorum at any scheduled meeting of the Executive Committee. The Executive Committee will make decisions by a majority vote of the quorum. The decisions of the Executive Committee are subject to approval and ratification by the entire Board.

Section 4. Standing Committees:

4.1 The Board of Directors may establish standing committees, each of which will consist of not less than two (2) members of the Board of Directors, to address such matters as Planning and Development, Finance, Personnel and Governance.

4.2 The President of the Board will appoint members of the Committees, and may be a member of each committee but will only vote in case of a tie.

4.3 The President of the Board will appoint a Chair for each Standing Committee, except in the case of the Finance Committee, whose Chair will be the Treasurer. The Committee Chairs will be elected annually.

4.4 Each of the Standing Committees will meet as often as needed and appropriate at such place(s) as circumstances may dictate.

4.5 The Chair of each Standing Committee will assure that minutes are maintained for each meeting. A majority of the members of a Standing Committee present at any meeting will constitute a quorum, and a majority of the quorum will decide any question properly coming before the meeting.

4.6 Unless the Standing Committee acts as a Committee of the Whole, as hereinafter provided, other members of the Board of Directors may attend any standing committee meeting, but may not vote in matters coming before the committee.

4.7 All decisions of the Standing Committees are subject to approval and ratification by the Board of Directors.

4.8 Standing Committees will periodically develop a statement of purpose for their respective work, and these statements of purpose must be approved and ratified by the Board of Directors.

4.9 Committee of the Whole: When the NMMW Board of Directors is present in quorum during the conduct of one of the Standing Committees, it can revert to a "Committee of the Whole" instead of as a separate committee. The intention of this action is to facilitate efficient use of limited time on those days that the Board has its routine scheduled meetings so that actions taken do not have to be repeated.

4.10 The deliberations and actions of the Committee of the Whole will be recorded in the Board minutes.

4.11 The Standing Committee will continue to exist and will meet whenever necessary and when meetings are called by the Committee chair.

Section 5. Special or Ad Hoc Committees - Creation and Dissolution:

The Board of Directors may create Special, or Ad Hoc Committees. These are temporary committees established to accomplish a specific task and dissolved when that task has been completed. The Board of Directors, after passing a resolution, will designate from among the Directors who will sit on a Special Committee and to exercise the delegated authority provided in the resolution. Each Special Committee will consist of two (2) or more Directors, and its authority will extend no further than that provided in the resolution creating it.

Section 6. Advisory Committees:

The Board of Directors may create Advisory Committees from time to time to advise the Board of Directors in such matters as assessing the needs of the members served by NMMW and evaluating pertinent concerns of importance to NMMW. Advisory Committee members shall have no authority or fiduciary responsibility with respect to the activities, policies, or procedures of NMMW. Board members may serve on the Advisory Committees

to provide leadership and liaison between the Advisory Committees and the Board of Directors. Advisory Committee members will serve without compensation but may be reimbursed for reasonable travel expenses.

ARTICLE 9 GRANTS ADMINISTRATION

Section 1. PURPOSE OF THE GRANTS

The Corporation shall have the power to make grants and contributions and to render other financial assistance for the objectives and purposes stated in Article 2, Section 2 of these Bylaws.

Section 2. EXCLUSIVE POWER OF THE BOARD OF DIRECTORS

The Board of Directors shall have exclusive control over grants, contributions, proposals requesting funds and other financial assistance either received or given by the Corporation. The Board of Directors shall review all proposals or requests for funds and shall require that such requests specify the use to which the funds will be put. If the Board of Directors approves a proposal or request for funds, the Board shall authorize payment of such funds to the approved grantee or for approved purposes of the proposal. Requests, proposals, and the Board's responses shall be in written form.

Section 3. REFUSAL

The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board of Directors, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other charitable or educational purposes.

Section 4. ACCOUNTING

The Board of Directors shall require that all grantees furnish a periodic accounting to show that the funds were expended for the purposes that were approved by the Board of Directors.

ARTICLE 10 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1: EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President or Vice-President of the Corporation.

Section 3. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

Section 4. GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of the Corporation.

ARTICLE 11 CORPORATE RECORDS, REPORTS, SEAL & CORPORATE NAME, TRADEMARK & TRADENAME

Section 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office, under the custody of the officer(s) specified in Article 6:

- (a) Minutes of all meetings of directors, committees of the Board, and members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, the names of those present, and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A record of its members, indicating their names and addresses and, if applicable, the class of membership held and the termination date of any membership;

- (d) A copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members of the Corporation by appointment with the Secretary.

Section 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. DIRECTORS' INSPECTION RIGHTS

Every director in the exercise of his duties as a director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 4. MEMBERS' INSPECTION RIGHTS

Each member of the Corporation shall have the following inspection rights, for a purpose reasonably related to such member's interest as a member:

- (a) To inspect and copy at the member's expense, at reasonable times, the record of all members' names, and addresses, upon written application to the Secretary, which application shall state the purpose for which the inspection rights are requested. The membership list shall be provided within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein by which the list is to be compiled.
- (b) To inspect and copy at the member's expense, at any reasonable time, the books and records of the corporation, or minutes of proceedings of the members or of the Board or of committees, upon written application to the Secretary, which application shall state the purpose for which the inspection rights are requested.

Section 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts at the member's expense.

Section 6. PERIODIC REPORTS

The Board of Directors shall cause any annual or periodic reports required under law to be prepared and delivered to an office of this state, or to the members of this Corporation, to be so prepared and delivered within the time limits set by law.

Section 7: USE of NAME, TRADEMARK, and TRADE NAMES

The name “New Mexico Men’s Wellness” has been the name of the Corporation and its antecedent entities, and the name and its abbreviation “NMMW” have been used in the ordinary course of its business, and have been the name by which it has been known in New Mexico and the wider community, since 1984.

“New Mexico Men’s Wellness”, “NMMW”, and any other trade name, logo, or trademark which NMMW has developed or may develop (herein referred to as "licensed name and mark") is and shall remain the exclusive property of the Corporation.

Except with the prior approval of the Board of Directors, no person shall use the name of New Mexico Men’s Wellness (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.

ARTICLE 13
IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributed to, its individual members, directors or 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 of this corporation.

Section 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this Corporation, the Board of Directors shall, after paying or

making provision for the payment of all the liabilities of the Corporation, dispose of all 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, cultural, 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 1986 (or the corresponding section of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the New Mexico State District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Courts shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 14 AMENDMENT OF BYLAWS

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a majority vote of the Board of Directors at any regular or special meeting of the directors, but the proposed bylaw will be given to the Directors at least ten (10) days prior to the meeting for review and the amendment must comply with the New Mexico Not-For-Profit Statute.

ARTICLE 15 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

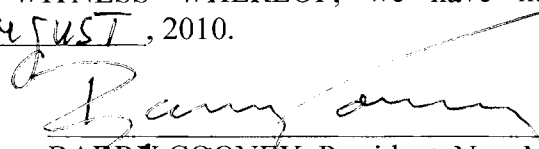

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

CERTIFICATE

We, the undersigned, President and Secretary of New Mexico Men's Wellness, Inc., a New Mexico non-profit corporation, do hereby certify that the above and foregoing amended and restated by-laws were duly adopted to be effective as of July 1, 2010 as the by-laws of said corporation at a meeting of the corporation's Board of Directors held on March 27, 2010, and that the same do constitute the by-laws of said corporation effective as of July 1, 2010.

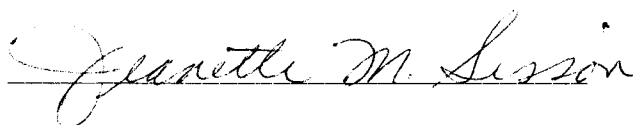
IN WITNESS WHEREOF, we have hereto set our hands this 24 day of August, 2010.


BARRY COONEY, President, New Mexico Men's Wellness, Inc.

DAVID JOHNSON, Secretary, New Mexico Men's Wellness, Inc.

STATE OF NEW MEXICO)
) ss.
COUNTY OF SANTA FE)

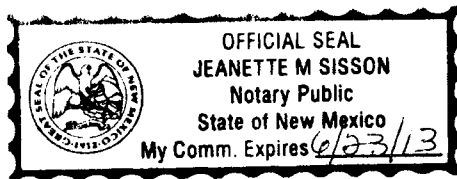
BARRY COONEY, President of New Mexico Men's Wellness, Inc., a New Mexico non-profit corporation, being duly sworn on his oath, deposes and says that the contents of the foregoing certificate by him signed are true.

SUBSCRIBED AND SWORN TO before me this 24th day of August, 2010 by BARRY COONEY, President.



NOTARY PUBLIC

My Commission Expires: June 23, 2013



STATE OF NEW MEXICO)
) ss.
COUNTY OF BERNALILLO)

DAVID JOHNSON, Secretary of New Mexico Men’s Wellness, Inc., a New Mexico non-profit corporation, being duly sworn on his oath, deposes and says that the contents of the foregoing certificate by him signed are true.

SUBSCRIBED AND SWORN TO before me this 24th day of August, 2010 by DAVID JOHNSON, Secretary.

Jeanette M. Sisson

NOTARY PUBLIC

My Commission Expires: June 23, 2013

