

**Bylaws
of
New Mexico Higher Education Assessment Association, Inc.
A New Mexico Non-Profit Corporation**

**Article I
Purpose and Objectives**

The Corporation is organized and incorporated under the laws of the State of New Mexico as a non-profit corporation for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, without profit to any officer or director. The purposes of this organization shall be:

To promote improvement in New Mexico higher education through outcomes assessment and retention initiatives;

To increase communication, cooperation, and sharing of resources and ideas on outcomes assessment and retention initiatives in higher education;

To advance the efficiency of outcomes assessment and retention initiatives in higher education in the State of New Mexico; and

To receive, maintain and accept, as assets of the Corporation, any property whether real, personal or mixed, by way of gift, bequest, devise or purchase from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of these Bylaws; provided same shall not be accepted if it is conditioned or limited in any such manner as shall require the disposition of income or principal to any organization other than an "educational organization" or for any purpose other than "educational purposes" which would jeopardize the Federal Income Tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or acts in amendment thereof or substitution therefore.

The above shall not be considered to restrict in any way the carrying on of any lawful activities of the corporation, so long as such activities are not in contravention of the purposes set forth in the Articles of Incorporation.

**Article II
Name, Location of Office, Membership, Annual Meeting**

Section 1. Name and Location. The name of this corporation is New Mexico Higher Education Assessment Association (hereinafter the Corporation). The principal office of the Corporation shall be located at Eastern New Mexico University, 1500 South Avenue K, Station 2, Portales, Roosevelt County, State of New Mexico, 88130. The Corporation may have such other offices either within or without the state of New Mexico, as the business of the corporation may require from time to time.

Section 2. Membership. The initial membership shall consist of all New Mexico residents who attended a New Mexico Higher Education Assessment Conference in 1995 through 1997. Thereafter, any person may become a member by annually paying registration fees and attending the New Mexico Higher Education Assessment Conference.

Section 3. Annual Meeting. An annual meeting shall be held each year at the New Mexico Higher Education Assessment and Retention Conference. Written notice of the meeting shall be given at least two weeks before the date of the meeting.

Article III Board of Directors

Section 1. Management. The Board of Directors shall have the general management and control of the activities and affairs of the Corporation and shall exercise the powers that may be exercised or performed by the Corporation under the laws of the State of New Mexico and the United States, these bylaws, and the Articles of Incorporation.

Section 2. Number and Tenure. The Board of Directors shall consist of the President, President Elect, Conference/Summer Retreat Director, the Director of the fiscal location, and the Executive Secretary.

Section 3. Regular Meetings. Regularly scheduled meetings of the Board of Directors shall be held at least once per year, and more often if necessary, at a time and place agreed upon by the majority of the members.

Section 4. Quorum. A majority of the number of Directors in office shall constitute a quorum. In the absence of a quorum at any scheduled meeting of the Board of Directors, the majority of the Directors present may adjourn the meeting.

Section 5. Salaries. Members of the Board shall serve without remuneration.

Section 6. Removal from Office. Any member of the Board of Directors may be removed at any time by a vote of two-thirds (2/3) of the remaining members of the Board.

Article IV Committees of the Board of Directors

Section 1. Committees. Committees may be appointed by the President, subject to approval of the Board of Directors, as may be deemed desirable for the proper administration and operation of the Corporation. Each such committee shall serve at the pleasure of the Board of Directors. Each committee shall be chaired by a director of the Corporation.

Section 2. Provisions Relating to All Committees. All actions by any committee authorized or established by this Article IV shall be subject to revision and alteration by the Board of Directors. Any such committee may act by the majority of its members at a meeting (which shall constitute a quorum). Members of any such committee (except the Executive Committee) need not, but may be members of the Board of Directors. The chairperson of each such committee shall be appointed by the President, with the consent of the Board of Directors.

Article V Officers of the Corporation

Section 1. Election of Officers. All officers of the Corporation shall be members of the Board of Directors, and shall be elected by the Directors at its annual meeting. The officers shall consist of the President, President Elect, and shall be elected for three-year terms, serving first as President Elect, next as President, and finally as Past President.

Section 2. Powers and Duties. The powers and duties of the officers shall be as follows:

A. President. The President shall be the chief executive officer of the Corporation. He or she shall preside at all meetings, and shall have general and active management of the business of the Corporation. He or she shall be an ex-officio member of all committees.

B. President Elect. The President Elect shall perform such duties and possess such powers as from time to time may be assigned by the Board of Directors, or by the President

C. *Ex Officio*. The Executive Director of the New Mexico Commission on Higher Education (CHE) may designate any member of the CHE to serve as an *ex officio* officer of the Board of Directors.

D. Subordinate Officers and Agents. The Board of Directors may appoint or may authorized the President to appoint subordinate officers and agents who shall have such powers as may be prescribed by the Board.

E. Vacancies. Any vacancy which may occur in any of the elective offices shall be filled by majority vote of the Board, to serve until the next annual meeting of the Board or until a successor shall have been duly elected and qualified.

F. Salaries. Officers of the Board shall serve without remuneration.

Article VI Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying and making provision for the payment from Corporation assets of all liabilities of the Corporation, dispose of all the remaining 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 and educational purposes, as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal laws, as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article VII General Provisions

Section 1. Contracts and Checks. The persons authorized to sign contracts and to sign, endorse and otherwise execute checks, drafts, notes, orders or other instruments for the payment of money issued by or to the Corporation shall be designated by appropriate resolutions of the Board.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the twelve-month period ending December 31 of each year.

Article VIII Indemnification

The Corporation shall indemnify any and all of its Directors or Officers, or former Directors or Officers, or any person who may have served at its request as a Director or Officer, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them are made parties, or a party by reason of their being or having been Directors or Officers of the Corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer shall be adjudged in such action or proceeding to be liable for negligence or misconduct in the performance of such duty. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled, under any bylaws, agreement, vote of members or otherwise.

Article IX Amendments

All bylaws of the Corporation shall be subject to alteration, amendment or repeal, and new bylaws may be added, by the affirmative vote of two-thirds of the members of the Board of Directors at, or by mail following, any regular or special meeting.

Certified as approved the February 17, 2023.