

**BYLAWS OF
SANTA FE CONSERVATION TRUST
Amended: October 17, 2019**

**ARTICLE I
NAME AND ADDRESS OF THE CORPORATION**

The name of the corporation is Santa Fe Conservation Trust (the Corporation). The principal office of the Corporation shall be located in the City of Santa Fe, New Mexico. The Corporation may have such other offices within the State of New Mexico, as the business of the Corporation may require.

**ARTICLE II
PURPOSE OF THE CORPORATION**

The purpose of the Corporation is to serve the community of greater Santa Fe County and northern New Mexico by promoting the conservation of important land and water resources. These resources shall include: open spaces, traditional landscapes, the plant and animal life thereon, trails (both for recreation and transportation) and unique scenic, natural and historic sites.

**ARTICLE III
MEMBERSHIP**

Section 1. The Corporation shall have no members.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. General Powers. The governing body of the Corporation shall be the Board of Directors, which shall have the control and management of the business and affairs of the Corporation. The Directors shall in all cases act as a Board and regularly convene. The Board of Directors shall consist of not less than seven (7) nor more than twenty-one (21) Directors, as may be determined thereafter from time to time by a majority of the current Directors on the Board of Directors. In addition, the Board may appoint Emeritus Directors who the Board wants to honor and who shall not be voting Board members. The Corporation shall have all powers provided by law.

Section 2. Nominations. Nominations for Directors shall be made by the Nominating Committee. At least ten days before the annual meeting, the recommendations of the Nominating Committee shall be mailed to the Board of Directors. The Board shall consider each recommended nominee and shall elect the Directors.

Section 3. Election. Directors shall be elected by a majority of the Board of Directors at the

Annual Meeting of the Board of Directors (hereafter Annual Meeting).

Section 4. Terms of Office. All members of the Board of Directors shall be elected to serve a term of three (3) years and shall assume their posts on January 1 of the coming year. No Director may serve more than three (3) consecutive terms for a total of nine (9) years. Any Director elected to fill a vacancy shall complete the unexpired term and may be eligible for re-election to a regular and consecutive term at the Annual Meeting.

Section 5. Removal. Any officer or Director may be removed with or without cause by a vote of two-thirds of the Directors then in office.

Section 6. Vacancies. In case of a vacancy, a majority of the remaining Directors, even if less than a quorum, will elect a successor for the remainder of the vacant term.

Section 7. Call and Notices. The Board of Directors shall meet on call by the Chair or on written request filed with the Secretary by four or more Directors. The Secretary shall give reasonable notice to each Director of the time, place and date of each meeting by notice in writing mailed, postage prepaid, not later than the tenth day before the day set for the meeting and addressed to the Director's last known post office address according to the Corporation's records, or by electronic means, telegraphic or telephonic communication or notice in writing delivered personally to the Director's residence or usual place of business not later than the second day before the day set for the meeting. No notice of the time, date, place or purpose of any meeting need be given to any Director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice or who attends the meeting. Meetings may be held telephonically if all Directors attending are able to hear all proceedings.

Section 8. Annual Meeting. The Annual Meeting shall be held at such time and place as the Board of Directors shall determine by resolution. Notice of the time, date, and place of the Annual Meeting shall be given in the manner set forth in Section 7. All meetings shall be governed by Robert's Rules of Order. The Board of Directors shall keep minutes of its meetings and a full account of its transactions.

Section 9. Quorum and Voting. At every meeting of the Board of Directors, a quorum shall consist of a majority of the Board of Directors. Unless otherwise specified in these Bylaws, the majority vote of those persons actually present at a meeting at which there is a quorum will prevail on all matters. There shall be no voting by proxy.

Section 10. Compensation. Directors shall receive no compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

Section 11. Informal Action by Directors. Any action of the Directors may be taken without a meeting if a consent in writing setting forth the action taken is signed by all Directors and filed with the minutes of the Corporation.

ARTICLE V

OFFICERS AND COMMITTEES

Section 1. Officers and Qualifications. The officers of the Corporation shall be the Chair, the Vice Chair, the Secretary and the Treasurer. These officers shall be elected by the Board of Directors as prescribed by these Bylaws. Other officers deemed necessary may be elected by the Board of Directors in accordance with these Bylaws. No two offices may be held by the same person. All officers shall be Directors.

Section 2. Election and Term. All officers of the Corporation shall be elected annually by the Board of Directors at the Annual Meeting from a slate presented by the Nominating Committee or whenever a vacancy occurs. Each officer may be eligible for re-election to the same position for six (6) consecutive years and shall hold office until his or her successor has been duly elected, appointed or until removed. The Chair may appoint an interim officer to fill a vacant position until an election can be held.

Section 3. Powers and Duties. The duties and powers of the officers of the Corporation shall be as follows and shall hereafter be set by resolution of the Board of Directors:

A. The Chair shall:

1. Call regular meetings of the Board of Directors in accordance with the requirements of the laws of the State of New Mexico and these Bylaws and shall preside over all such meetings.
2. Provide leadership in directing the fulfillment of the objectives of the Corporation, fund raising and community leadership.
3. Enforce these Bylaws and perform all duties incident to the office of Chair and which are required by law, and see to it that all orders and resolutions of the Board of Directors are implemented.
4. Preside at all meetings of the members of the Board of Directors and of the Executive Committee.
5. Act as an ex-officio member of all committees except the Nominating Committee.
6. Appoint chairs for all committees other than the Finance Committee and the Executive Committee.
7. Appoint interim committees.
8. Present an annual report at the Annual Meeting or designating a representative to present said report.
9. Sign all contracts and other instruments authorized by the Board of Directors.
10. Oversee the hiring, evaluation and, if necessary, the discharge of the Executive

Director.

11. Perform any other duties incident to the office of the Chair.

B. Vice-Chair. In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers and be subject to all the responsibilities of the office of the Chair and shall perform such other duties and functions as the Board of Directors may prescribe.

C. The Secretary shall:

1. Keep minutes of all meetings of the Board of Directors, and the Executive Committee.
2. Maintain a file of the official documents and records of the Corporation as directed by the Board of Directors.
3. Mail notices of all meetings, special or regular, to the Board of Directors, and the Executive Committee.
4. In general perform all duties incident to the office of secretary and such other duties as may be assigned to the Secretary by the Chair or the Board of Directors.

D. The Treasurer shall:

1. Have the care and custody of and be responsible for all of the funds of the Corporation, and shall deposit such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be designated by the Board of Directors.
2. Keep at the principal office of the Corporation accurate books of accounts of all its business and transactions and shall at all reasonable hours exhibit books and accounts to any Director upon application at the office of the Corporation during business hours.
3. Render a report of the condition of the finances of the Corporation at each regular meeting of the Board of Directors and all other times as shall be required.
4. Disburse the corporate monies in accordance with the budget or upon order of the Board and sign checks of the Corporation in the manner prescribed by the Board of Directors.
5. Secure the bond or insurance to protect the Corporation and its staff, its Directors and its members.
6. Perform such other functions as may be required of the Treasurer.

Section 4. Committees

A. Executive Committee. The Board of Directors shall elect an Executive Committee consisting of the officers of the Corporation and up to two (2) additional Directors. The Chair of the Board of Directors shall be the Chair of the Executive Committee. The Executive Committee shall act for the Board of Directors during the period between Board meetings and shall exercise all powers of the Board except any which have been expressly reserved by resolution of the Board of Directors or by these Bylaws or by New Mexico law. The Secretary shall give reasonable notice to each member of the Executive Committee of the time, date, and place for each committee meeting.

A majority of the Executive Committee shall constitute a quorum for the transaction of business and a quorum must be maintained for the duration of the meetings. Participation by teleconference is permissible. The Executive Committee shall be responsible for the annual written review of the Executive Director and that review, as well as all proceedings, shall be maintained in writing and immediately reported to the Board of Directors.

B. Finance and Audit Committee. This committee consists of the Treasurer as chair and other members who are Directors although no more than two non-Director members may serve as members. This committee will assist the Board of Directors and the Executive Committee in fulfilling its oversight responsibilities by monitoring: (1) the overall systems of internal control and risk mitigation; (2) the integrity of the financial statements of the Corporation; (3) compliance by the Corporation with legal and regulatory requirements and ethical standards; (4) the independence and performance of the Corporation's internal and independent auditors; and (5) the Corporation's disaster recovery and data security plans.

The responsibility of the Finance and Audit Committee is to insure the financial integrity of the Corporation. This encompasses the protection of the assets of the Corporation and the development of plans to insure that ongoing revenues are sufficient to support the systemic level of expenditures. The financial records of the Corporation shall be made available to Directors.

C. Governance and Nominating Committee. This committee is responsible for assessing and nominating members of the Board of Directors; making recommendations regarding the Board's composition, operations and performance; overseeing the Corporation's Executive Director succession planning process; developing corporate governance principles; and helping shape the corporate governance of the Corporation.

This committee is responsible for evaluating the Board's organization and conducting it bi-annual self evaluation. It recommends candidates as new Board members after an evaluation of the needs of the Board. This committee orients new members to the Board and educates the entire Board on Board matters; it is charged with the responsibility of providing leadership on all issues pertaining to the Board governance. The committee nominates the officer slate to Board annually pursuant to these Bylaws.

This committee shall consist of Directors with no more than two non-Director members.

D. Land Review Committee. This committee shall ensure that the Corporation

achieves its key conservation priorities;

It shall ensure that the Corporation has established appropriate and effective systems, policies and procedures and standards to govern its conservation activities; it shall provide oversight and risk assessment of transactions and activities; it shall evaluate conservation projects and activities to ensure effective review of conservation projects and activities requiring full Board approval; and it shall ensure the Corporation activities are informed by the best conservation science as determined by the recognized standards and practices.

This committee shall consist of Directors and non-Director members.

E. Development and Marketing Committee. Responsibility for the development of sustainable long-term financial resources for the Corporation rests with the Board of Directors. The Development and Marketing Committee provides the Board with guidance and counsel on revenue-generating plans by reviewing, discussing, evaluating and helping to implement proposed financial development and marketing strategies. The committee will make sure that the Trust's website, newsletters, mail campaigns, press releases, and other marketing materials are current and promote the Trust in a clear and professional manner. Furthermore, the committee will participate in fundraising and event planning and the promotion of the organization to help guarantee that the communities in which the Corporation works are familiar with our mission, programs and services.

This committee shall include no fewer than three Directors and may include non-Director members. The Development Committee shall coordinate all fund raising efforts of the Corporation.

F. Trails/Community Conservation Committee. The committee coordinates the Corporation's interest and involvement in trails creation, management and stewardship, largely by coordinating the activities of the staff trails program manager with the larger community of non-motorized recreationists, outdoor advocates, and private and public sector land managers. Additionally, the committee shall advise staff on community conservation efforts, the goal of which is to broaden and diversify the constituents of SFCT in a way that makes the organization relevant to more people in the community.

The committee shall be comprised of at least three (3) Directors as well as non-Directors, as appointed by the Board Chair, who share an interest in trails advocacy.

G. Interim Committees. These committees may be appointed by the Chair to carry out any of the lawful powers and purposes of the Corporation.

H. General Committee Rules. The Chair of the Board shall designate the number of members for each committee, shall appoint those members and shall appoint the chairs of those committees (except that the chair of the Finance Committee shall be the Treasurer and the Chair of the Executive Committee shall be the Chair of the Board of Directors). Any committee member (other than those appointed by the Bylaws) may be removed by the Chair, with or without cause, at any time. The committees shall meet as necessary to carry out their business.

A quorum for any meeting shall be a Majority of the Members and any action may be taken by a majority vote of those present at the meeting. Each committee shall be authorized to delegate their responsibilities to subcommittees or individual members. Each standing committee may adopt a charter to guide its actions, which charter shall be in conformance with these Bylaws.

Section 5. Executive Director. The Board shall employ an Executive Director to serve as the chief administrator of the Corporation. The Executive Director shall manage the conduct and operation of the Corporation in accordance with the Corporation's stated purposes, its Mission Statement, its long-range policies and the approved budget. The Executive Director shall attend Board meetings and necessary committee meetings, except as to those portions declared to be executive sessions from which the Executive Director is excused by the Chair of the Board. The Executive Director shall be a voting, ex-officio member of all committees, except shall not have a vote on the Executive Committee.

Section 6. Powers and Duties. The Executive Director shall have the following powers and duties, in addition to such duties as may be prescribed by law or set forth elsewhere in these Bylaws, Board resolutions or by the Executive Director's employment agreement with the Corporation:

- A. Developing and implementing the Corporation's Long-Range Plan;
- B. Hiring, firing, supervising, and evaluating the Corporation's staff;
- C. Preparing and presenting the annual operating budget for the approval of the Board; and
- D. Reporting to the Board as the Board may prescribe.

ARTICLE VI FINANCIAL AFFAIRS

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on December 31, of each year.

Section 2. Bank accounts. The funds of the Corporation shall be deposited in one or more banks or financial institutions as designated by the Board of Directors. All checks shall be signed by such officer or officers as the Board may from time to time designate.

Section 3. Insurance. The Board of Directors shall secure insurance to protect the Corporation, the Board of Directors, and the officers from liability.

Section 4. Restricted Accounts. The Corporation maintains separate restricted accounts which shall be maintained and administered only as provided herein:

- a. Stewardship Endowment Fund: This account is maintained with the Santa Fe Community Foundation and is to be maintained and administered only as provided in the Agency Endowment Fund Agreement and Policy between the Corporation and the Santa Fe Community Foundation.

- b. Easement Endowment Fund: This account is maintained with the Santa Fe Community Foundation and is to be maintained and administered only as provided in the Agency Endowment Fund Agreement and Policy between the Corporation and the Santa Fe Community Foundation.
- c. Conservation Easement and Fee title Stewardship and Defense Fund: This account will be maintained with an institution or institutions and under investment standards which are recommended by the Corporation's Finance Committee and approved by the Board of Directors. This account shall be for the purpose of receiving deposits from conservation easement and fee title stewardship donations, and other sources, and expending money from the account, but only subject to the following restrictions:
 - (1) Funds in the account shall be accessed only upon the affirmative vote of a two-thirds (2/3) majority of the entire Board of Directors at a duly called meeting.
 - (2) Funds from the account shall be designated to be used solely for:
 - (a) Stewardship and Defense of conservation easements and fee title properties.
 - (b) Other unforeseen costs related to the defense and stewardship of conservation easements or fee title properties.
- d. Special Initiatives Fund:
 - (1) Assistance to potential conservation easement or fee title donors for up-front costs of donating conservation easements or fee title properties.
 - (2) Other unforeseen costs related to the acquisition, sale or disposal of conservation easements or fee title properties.

The provisions of this Article VI, Section 4, may be amended or deleted only upon the affirmative vote of a two-thirds (2/3) majority of the entire Board of Directors at a duly called meeting.

ARTICLE VII

CONFLICT OF INTEREST

The Board of Directors shall avoid any conflict of interest with respect to their fiduciary responsibility to the Corporation. To effect this responsibility the Board shall adopt a policy addressing conflicts of interest and, on an annual basis, review this policy and disclose any actual or potential conflicts of interest to the Secretary.

ARTICLE VIII

AMENDMENTS

Except as otherwise specifically provided herein, these Bylaws may be amended by a two thirds

vote of the Board of Directors attending at a meeting at which a quorum is present, provided that notice of the nature of the proposed amendment has been mailed to all Directors at least thirty (30) days in advance of the meeting.


ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify and hold harmless any current or former Director, officer or committee member in accordance with, and to the fullest extent authorized by The New Mexico Non-Profit Corporation Act, as the same now exists or may be hereafter amended. No amendment to or repeal of this Article shall apply to or have any effect on the rights of any individual referred to in this Article for or with respect to acts or omissions of such individual occurring prior to such amendment or repeal.


CERTIFICATE

We, the undersigned, Chairman and Secretary of Santa Fe Conservation Trust, a nonprofit Corporation, organized and existing under the laws of the State of New Mexico, hereby certify that the foregoing Bylaws were adopted by the Board of Directors of the Corporation at its meeting on April 16, 2019, to become effective immediately upon filing with the office of the Corporation Commission of the State of New Mexico.

Santa Fe Conservation Trust



Chairman of the Board



Secretary