

NEW MEXICO ASSOCIATION OF THE DEAF, Inc.

June 9, 2001- Adopted at the 2001 NMAD Mini-Conference in Roswell, New Mexico

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
NEW MEXICO ASSOCIATION OF THE DEAF

ARTICLE I
NAME

Sec. 1:

This corporation shall be called *New Mexico Association of the Deaf*

ARTICLE II
DURATION

Sec. 1:

The period of duration for this corporation shall be perpetual.

ARTICLE III
PURPOSE

Sec. I:

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV
DISSOLUTION

Sec. 1:

The corporation may voluntarily dissolve in the manner set forth in the New Mexico Nonprofit

Corporation Act, or the corresponding sections of any future non-profit corporation code, and the assets of the corporation shall be applied and distributed as prescribed therein.

ARTICLE V
REGISTERED AGENT
AND ADDRESS

Sec. 1:

The initial registered agent for this Corporation shall be: Thomas J. Dillon, III, President

Sec. 2:

The primary address of the initial registered agent is:

845 Gilmore Street
Santa Fe, New Mexico 87505-1643

Sec. 3:

The Address of the corporation shall be:

New Mexico Association of the Deaf, Inc.
845 Gilmore Street
Santa Fe, New Mexico 87505-1643

Sec. 4

The registered agent may be changed at any time by a vote of the Board of Directors and upon filing notice with the Secretary of State pursuant to the New Mexico Nonprofit Corporation Act, NMSA 1978 Sec. 53-8-9, or the corresponding section of any future non-profit corporation code.

ARTICLE VI
BOARD OF DIRECTORS

Sec. 1:

The general affairs shall be managed by a Board of Directors comprised of the following officers of the Corporation: President, First Vice-President, Second Vice-President, Secretary, Treasurer, Chapter Presidents. The President of New Mexico Registry for the Deaf (NMRID) or their representative shall also be a voting member of the board of the directors.

Sec. 2:

Each officer shall be elected to a term of two (2) years and may serve a limit of two consecutive terms in the same elected office.

Sec. 3:

Officers must Deaf or Hard of Hearing and active members of the Association as specified in the Association by-laws.

ARTICLE VII
INCORPORATORS

Sec. 1:

The names and addresses of each incorporator are as follows:

Thomas J. Dillon, III, President
Linda Bradford, 1st Vice President
Richard W. Pearson, 2nd Vice President
Jerry Seth, Treasurer
Lisa McNiven, Secretary

Sec. 2:

Each person listed in Section 1 of this Article shall hold office until the next regularly scheduled election, at which time they may be re-elected pursuant to Article VIII.

ARTICLE VIII
ELECTION OF OFFICERS

Sec. I:

Candidates for any office shall be nominated by any member of the Association within the time period and procedure designated by rules promulgated by the Board of Directors. Nominations not tendered within such period of time, or not conforming within the rules, shall be invalid.

Sec. 2:

The election shall be held during the biennial convention of the Association under rules promulgated by the Board of Directors under Article IX.

ARTICLE IX
PROMULGATION OF RULES, REGULATION AND BYLAWS

Sec. 1:

The Board of Directors shall be vested with the power to promulgate rules, regulations and bylaws for the operation of the corporation, including but not limited to conduct of elections, conventions, pageants, appointments, management of records, management of funds, and member eligibility.

Sec. 2:

Any member of the Board may introduce a proposed rule or bylaw for adoption on any subject to which power of the Board extends. The Board shall then make the proposed rule or bylaw available to members for no less than 14 days for the purpose of review and comment. After the time for comment has expired, the Board shall again consider the proposal and either choose to adopt or reject the proposed rule or bylaw.

Sec. 3:

Any rule, regulation or bylaw adopted becomes effective upon the 48th hour following adoption unless otherwise decided by a simple majority of the Board, in which case the Board shall identify a date and time at which the rule or bylaw shall become effective.

Sec. 4:

All rules and regulations shall be available to members upon request.

Sec. 5:

No rule, regulation or bylaw shall invalidate any other rule, regulation or bylaw unless intent to do so is explicit. Where two or more rules, regulations or bylaws conflict, deference shall be given to the most recently-adopted rule, regulation or bylaw unless otherwise stated within the text of the rule, regulation or bylaws.

ARTICLE X
REMOVAL OF OFFICERS

Sec. 1:

Removal of an officer may be initiated by motion of any member in good standing, with the concurrence of any current member of the board, when in the best interest of the corporation. The removal shall be effective upon member approval of no less than two-thirds (2/3) of voting members at a regular or special meeting.

Article XI
VACANCIES

Sec. 1:

Vacancies on the Board shall be filled by the President through appointment, so long as such appointment is approved by majority vote of the remaining members of the Board.

Sec. 2:

Should the position of President be vacant, then the next highest officer shall ascend to the position of President and then make further appointments under Sec. 1 of this Article.

ARTICLE XII
COMMITTEES

Sec. 1:

The corporation may form committees for any reason within the scope of the purpose of the corporation set forth in these Articles, or for any reason directly related to the operation of the corporation.

Sec. 2:

All committees shall include at least one member of the Board as member(s) in addition to any member who may volunteer or be appointed by the President.

ARTICLE XIII
MEETINGS

Sec. 1:

All meetings of the Board shall be held at the registered corporate address unless otherwise stipulated and upon 7 days notice to the Board Members.

Sec. 2:

Members shall meet at least (3) times per year. Meetings shall be called by the President or majority of the Board. The Corporation shall meet biennially to elect officers.

Sec. 3:

The location of member meetings shall be determined by the Board of Directors, or by a committee appointed by the Board for such purpose.

Sec. 4:

Members shall receive reasonable notice of all meetings and their location, date and time. In any case, members shall have no less than 30 days prior notice of any meeting of the members.

ARTICLE XIV
RECORDS

Sec. 1:

The corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, board of directors and committees having any delegated authority of the Board of Directors. The corporation shall keep at its registered office such records including names and addresses of all members entitled to vote.

Sec 2:

Any member may inspect the records of the corporation for any purpose at any reasonable time.

ARTICLE XV
PROHIBITIONS

Sec. 1:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the corporation.

Sec. 2:

The corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Sec. 3:

Notwithstanding any other provision of these articles, the 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), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

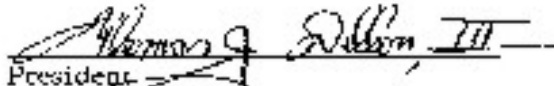
ARTICLE XVI
SUPERCEDES STATEMENT

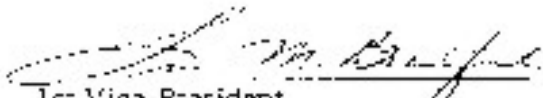
Sec. 1:

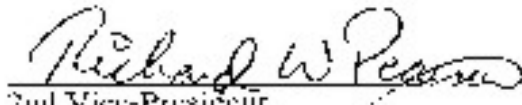
These restated articles of incorporation correctly set forth without change the corresponding

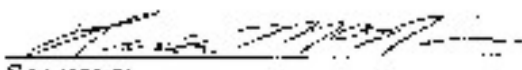
Provisions of the articles of incorporation as therefore amended, and these restated articles supercede the original articles of incorporation and amendments thereto.

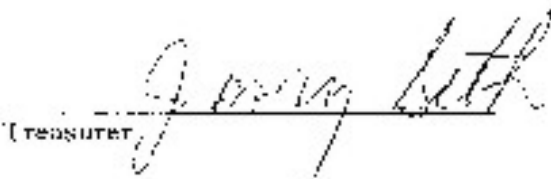
IN WITNESS WHEREOF, we have hereunto approved the foregoing Amended and Restated Articles of Incorporation and subscribed our names this 27th day of July 2001.


President


1st Vice-President


2nd Vice-President


Secretary


Treasurer

Emboss
Seal of
NMAD
here

