



OFFICE OF THE
PUBLIC REGULATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

NEW MEXICO INFORMATION TECHNOLOGY AND SOFTWARE ASSOCIATION

2076412

The Public Regulation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed and verified pursuant to the provisions of the
NONPROFIT CORPORATION ACT
(53-8-1 to 53-8-99 NMSA 1978)
have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law the Public Regulation Commission issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

836 0372

Dated: APRIL 4, 2000

In testimony whereof, the State Public Regulation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the seal of said Commission to be affixed at the City of Santa Fe

Bill Pope
Chairman

Bureau Chief

**ARTICLES OF INCORPORATION OF THE
NEW MEXICO INFORMATION
TECHNOLOGY AND SOFTWARE ASSOCIATION**

APR - 4 2000

The undersigned, acting as the incorporator of a nonprofit corporation under the provisions of the New Mexico Nonprofit Corporation Act (§ 53-8-1 NMSA 1978 *et seq.*) adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is New Mexico Information Technology and Software Association.

ARTICLE II

The Association has perpetual existence.

ARTICLE III

This Association is organized exclusively to advance the interests of the information technology and software industry in the State of New Mexico. It is not organized for profit or organized to engage in an activity ordinarily carried on for profit. No part of its net earnings may inure to the benefit of any individual or profit corporation. The Association is intended to be a Section 501(c)(6) association under the Internal Revenue Code of 1954, as amended.

ARTICLE IV

The Association shall have all powers granted by law necessary and proper to carry out its above stated purposes, consistent with its qualification under Section 501(c)(6) of the Internal Revenue Code.

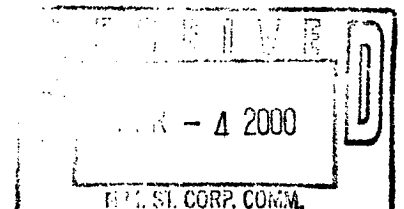
ARTICLE V

Provisions for the regulation of the internal affairs of the Association shall be set forth in the bylaws of the Association which shall be adopted by the initial directors and may be amended as provided in such bylaws.

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ARTICLE VI

The affairs of the Association shall be managed by a Board of Directors. The number of directors shall be set and the procedures for election shall be determined by the bylaws of the Association. The initial Board of Directors shall have three members, and the names and addresses of the persons who have consented to serve as the initial directors are:



Randy L. Burge
425 Kathryn Place
Santa Fe, NM 87501

Bonnie J. Paisley
500 Fourth Street, N.W., #1000
Albuquerque, NM 87102

Tom Stephenson
1155 University Boulevard, S.E.
Albuquerque, NM 87106

ARTICLE VII

The personal liability of a director to the Association for monetary damages for conduct as a director is eliminated, provided that a director's liability shall not be eliminated if: (1) the director has breached or failed to perform the duties of the director's office in compliance with Section 53-8-25.1 NMSA 1978; and (2) the breach or failure to perform constitutes willful misconduct or recklessness.

ARTICLE VIII

The address of the initial registered office of the Association is 425 Kathryn Place, Santa Fe, New Mexico and the name of its initial registered agent at such address is Randy L. Burge.

ARTICLE IX

In the event of a dissolution, the net assets of the Association shall be conveyed or distributed to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE X

These Articles of Incorporation may be amended as specified in the bylaws of the Association.

836 0374

ARTICLE XI

The incorporator is Randy L. Burge and his address is 425 Kathryn Place, Santa Fe, New Mexico.

Dated this 31st day of March, 2000.

Randy L. Burge

836 0375

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED INITIAL REGISTERED AGENT

TO: Public Regulation Commission
State of New Mexico

APR - 4 2000

STATE OF NEW MEXICO
COUNTY OF Bernalillo

On this 31st day of March, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared Randy L. Burge, who is to me known to be the person and who, being by me duly sworn, acknowledged to me that he does hereby accept appointment as the initial registered agent of New Mexico Information Technology and Software Association, the corporation which is named in the annexed Articles of Incorporation, and which is applying for a Certificate of Incorporation pursuant to the provisions of the Nonprofit Corporation Act of the State of New Mexico.

3/31/00
(Date)

Randy L. Burge
(Signature of Agent)

Subscribed and sworn to before me on the day, month and year first above set forth.

(Seal)

Bonnie J Parsley
Notary Public

My Commission Expires: 10/22/03

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836 0376



NMTC Bylaws

Article I

General

Section 1

Name. This organization is incorporated under the laws of the State of New Mexico and shall be known as the New Mexico Information Technology and Software Association (NMITSA), doing business as the New Mexico Technology Council, hereinafter referred to as "NMTC".

Section 2

Principal Office: The principal office of NMTC shall be located at 317 Commercial Street NE, Albuquerque, NM 87102, or such other location as determined by the Board of Directors.

Section 3

Other Offices: NMTC may also have offices at such other places as its Board of Directors may from time to time determine.

Article II

Purpose

Section 1

Purposes: NMTC is organized for the following purposes:

- (a) To serve as an advocate and representative for the interests of New Mexico's technology sector.
- (b) To organize subcommittee activities relating to government relations, education and special projects.
- (c) To represent the legislative interests of the New Mexico technology business sector by presenting testimony on issues before local, state and federal legislative bodies.
- (d) To serve as a liaison with other similar organizations on technology issues.
- (e) To promote expanded and advanced academic opportunities within technology fields.
- (f) To develop a comprehensive business community position on major technology driven programs.
- (g) To sponsor special programs of interest to the technology community.

Article III

Seal

Section 1

Seal: The corporate seal of NMTC shall have inscribed thereon the name of NMTC, the year of its organization and the words, "Corporate Seal, New Mexico." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced, such impression, affixation or reproduction to be attested by the signature of the Secretary or Treasurer of NMTC.



NMTC Bylaws

Article IV

Membership

Section 1

Categories of Membership. The corporation shall have multiple categories of members based on number of employees of member's organization (collectively, "Members"). No Member shall be entitled to vote on any matter concerning the corporation or its affairs unless the Board of Directors expressly provides such a right in the Articles of Incorporation or these Bylaws. Further, the Board of Directors may add and delete additional special membership categories and sub-categories as it deems appropriate.

Section 2

Description of Membership Categories. Membership categories are determined by number of employees to reflect the various kinds of professionals, organizations and businesses working in and with technology today. Member categories are kept current on NMTC's website and may be revised from time to time as determined necessary by the Board of Directors and/or Executive Committee.

Section 3

Membership. Membership in NMTC shall be limited to organizations and individuals meeting the membership criteria and which are located in or actively do business in the State of New Mexico. Membership is conditional upon:

- (a) An agreement to be bound by the Articles of Incorporation, Bylaws and any regulations of NMTC as in effect from time to time; and
- (b) Payment of such fees and dues, if any, as shall have been prescribed by the Board of Directors of NMTC.



NMTC Bylaws

Section 4

Resignation of Membership. Any Member may resign his or her membership in NMTC upon prior written notice to the Secretary of NMTC. Said resignation shall be addressed to the principal office of NMTC or to its Chair or Secretary.

Section 5

Termination and Recategorization of Membership. Any Member of NMTC may be expelled from or re-categorized by NMTC by a vote of not less than a majority of the directors constituting a quorum then present and voting at a meeting of the Board of Directors. A Member may be expelled only for cause after receiving reasonable written notice and an opportunity to be heard by the Board of Directors.

Section 6

Non-Transferability of Membership. Membership in NMTC shall not be transferable or assignable, whether by sale, merger, consolidation, operation of law, or otherwise, unless a written request is submitted for review to the Board of Directors which will review and vote on permitting transfers on a case by case basis. It is at the discretion of the Board of Directors to permit a transfer.

Section 7

Non-Liability of Members for Liabilities of NMTC. No member of NMTC shall be individually liable to creditors of NMTC for any indebtedness or liabilities of NMTC, and any and all creditors of NMTC shall look only to the assets of NMTC for payment of any such indebtedness or liabilities.

Article V

Member Meetings

Section 1

Membership Meetings. The members may have such meetings as shall be established by the Board of Directors from time to time.

Section 2

Place of Meetings. All meetings of the Members shall be held at such places, either within or without the State of New Mexico, as shall be designated from time to time by the Board of Directors.

Section 3

Annual Meetings. The Annual Meeting of Members shall be held by NMTC on such date and at such time as shall be designated from time to time by the Board of Directors in accordance with the New Mexico Nonprofit Corporation Act ("Act"), and the Members shall transact such business as shall be properly brought before the Annual Meeting of Members.



NMTC Bylaws

Section 4

Special Meetings. Special meetings of the Members for any purpose or purposes may be called by the Board of Directors from time to time in accordance with the Act.

Section 5

Notice. Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, written notice stating the time and place and purpose of a meeting of the Members shall be given not less than five (5) nor more than sixty (60) days before the date thereof, either personally, by mail, or electronically by or at the direction of the Chair, Secretary or other person designated by the Board of Directors, to each Member of record at his or her address as it appears on the records of NMTC. A written waiver of notice, signed by the Member entitled to such notice, whether before or after the time specified therein, shall be deemed and is a waiver of such notice. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, neither the business to be transacted at, nor the purpose of, any meeting of the Members needs to be specified in any written waiver of notice.

Attendance of a Member at a meeting shall constitute a waiver of notice unless the Member is attending the meeting for the expressed purpose of objecting to the transaction of any business at the meeting because the meeting is not lawfully called or convened. When a meeting of the Members is adjourned to another time or place, notice thereof need not be given to Members.

Article VI

Board of Directors

Section 1

General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of NMTC managed under the direction of, the Board of Directors.

Section 2

Directors and Officers. The Officers of NMTC shall be the Chair, Vice Chair, Secretary and Treasurer. There must be a minimum of three (3) directors with a maximum that is determined from time to time by the Board of Directors. New directors and officers shall be elected by the members annually to fill positions vacated due to term limits and each director or Officer so elected shall hold office until his successor has been elected and qualified. Each director may serve up to a maximum of two (2) consecutive 3 year terms in the capacity as an director, including any time served as an Officer, but may thereafter and subsequently serve similar additional terms following a break in service.

In order to be qualified for election, the Chair must be a current director on the Board of Directors. The director must be a member of NMTC in good standing, and must remain so during the term of office.

Section 3

Last Revised: October 2016



NMTC Bylaws

Members of Board of Directors. The Board of Directors shall consist of:

1. The Officers of the Board of Directors, each of whom shall be a director and is a voting member of the Board of Directors.
2. A minimum of three other directors who shall serve as voting members.
3. The President & CEO who shall serve as a non-voting member.
4. Additional non-voting members appointed by the Chair, with terms concurrent with that of the Chair. Such directors are eligible for reappointment without limitation. Each such appointment must be ratified by the Board of Directors.

All members of the Board of Directors shall be members of NMTC in good standing, and must remain so during their term of office. Officers and members of the Board of Directors need not be residents of New Mexico.

If a board member changes employers during the course of their NMTC board term, said board member must automatically and immediately resign from the board. The Nominating Committee of the Board may re-propose them to the Board as a new Board member.

Section 4

Election of Directors. The Board of Directors shall, prior to the Annual Meeting of Members, elect a new Board of Directors from the slate of candidates presented by the Nominating Committee and any other nominations made by any member of the Board of Directors.

Section 5

Nomination. The Nominating Committee shall annually nominate a candidate for each vacant voting position on the Board of Directors and present the slate of candidates to the Board of Directors for approval.

Section 6

Resignation of Directors. A director may resign at any time by delivering written notice to the Chair or Secretary of the Board of Directors. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 7

Removal of Directors. Any director of NMTC may be removed by the Board of Directors, whenever in its judgment the best interests of NMTC will be served thereby, by the affirmative vote of a majority of all of the then members of the Board of Directors, excluding the director who is the subject of such vote.



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Section 8

Vacancies. Any voting member vacancy occurring on the Board of Directors, for any reason, may be left vacant or may be filled by appointment by the Chair, which appointment shall then be subject to approval by the Board of Directors. If at any time the Chair is unable to or refuses to act, the Vice Chair shall perform the duties of the Chair. If for any reason the Vice Chair is unable to do so, the Board of Directors can select a replacement by simple majority vote.

Section 9

Compensation. The Board of Directors, with the exception of the President & CEO, shall not be entitled to receive any compensation for serving in such capacity, but such persons may, at the discretion of the Board of Directors, be reimbursed for reasonable expenses, if any, in attending meetings of the Board of Directors or of any committee established by the Board of Directors. Nothing herein contained shall preclude any director from serving NMTC in any other capacity and receiving compensation therefore.

Section 10

Duties of Officers.

- a. **Chair.** The Chair shall be the lead director of the Board of Directors. The Chair shall perform all duties that pertain to the office of Chair and that may be assigned by the Board of Directors. In furtherance, but not in limitation of his or her office, the Chair's primary duties shall be to:
 - Call and preside over all Board of Director meetings and all meetings of the members.
 - Provide leadership for the strategic planning process.
 - See that all orders and resolutions of the Board of Directors are carried into effect.
 - Execute the bonds, mortgages and other contracts requiring the seal of NMTC.
 - Superintend all other Officers of NMTC and see that their duties are properly performed.
 - Submit a report of the operations of NMTC for the preceding fiscal year to the members annually and from time to time report to the Board of Directors on all matters within the Chair's knowledge.
 - Formally evaluate the performance of the President & CEO, and informally evaluate the effectiveness of the Board members.

- b. **Vice Chair.** The Vice Chair shall support the incumbent of the office of Chair in any and all duties of that office. The Vice Chair is in line to become the Chair of NMTC, provided he or she is elected through standard member election procedures. In furtherance, but not in limitation of his or her office, the Vice Chair's primary duties shall be to:



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- Assist the Chair with general duties of that office.
 - Perform any and all duties assigned by the Board of Directors
 - Prepare to fill the office of Chair during the term following his or her term as Vice Chair
 - Carry out the duties of the Chair, if the Chair is unable or unwilling to fulfill his/her obligations.
- c. **Treasurer.** The Treasurer shall be Financial Officer of NMTC, shall fulfill the duties of Treasurer under New Mexico law, and shall perform all duties that pertain to the office of Treasurer that may be assigned by the Chair and Board of Directors. In furtherance, but not in limitation of his or her office, the Treasurer's primary duties shall be to:
- Ensure that appropriate financial policies and procedures are in place
 - Oversee the Bookkeeper. In the event the Bookkeeper cannot complete his/her tasks, the Treasurer will assume those duties.
 - Manage the funds of NMTC in such financial institutions as may be designated by the Board of Directors
 - Presents monthly financials, prepared by the Bookkeeper, reports to the Board of Directors
 - Prepares, in conjunction with the Bookkeeper, the annual statement of assets and liabilities as of the close of each fiscal year and of the results of the operations and of changes in surplus in each fiscal year of NMTC, within sixty (60) days after the end of such fiscal year.
 - Prepare, prior to the annual meeting of the Board of Directors, an annual budget for NMTC in conjunction with the Bookkeeper, and present to the Board of Directors,
 - Treasurer will Chair the Finance Committee.
- d. **Secretary.** The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Members and the Board of Directors. In furtherance, but not in limitation of his or her office, the Secretary's primary duties shall be to:
- Ensure that full minutes of all meetings of the members and Board of Directors are recorded and kept in a book designated for that purpose.
 - Provide any required notice of all meetings of the Board of Directors.
 - Maintain custody of the corporate seal for NMTC, and affix the same to all papers and documents whenever the seal shall be required to be so affixed.
 - Maintain custody of and properly keep all records and property of NMTC.



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Section 11

Duties of Other Directors.

The number, titles and duties of other directors not detailed in this Article VI shall be determined from time to time by the Board of Directors. The minimum requirements for all directors are as follows:

- Active and paying member of NMTC
- Pay the Board member fee annually
- Actively participate on at least one of the standing committees
- Attend Board of Director meetings during the year, unless extenuating circumstances are communicated in advance to the Chair.

Section 12

Duties of the President & CEO.

The minimum requirements of the President & CEO are listed below. The President & CEO reports to the Board of Directors and is given direction by the Executive Committee. The full job description describes the duties in more detail. The duties may be changed by the Executive Committee as needed.

- Expand local revenue generating and fund raising activities to support existing programs and operations.
- Seek and respond to grant opportunities.
- Develop plan for regional expansion, focusing first on the greater Albuquerque area (Bernalillo County).
- Develop and implement plan for stewardship of current NMTC supporters.
- Support the Board of Directors and Executive Committee to create a vision for adoption by NMTC.
- Build a team of staff as appropriate to serve the mission of NMTC.
- Ensure an effective system to track progress and regularly evaluate program components, so as to measure successes that can be effectively communicated to the Board of Directors, funders, and other constituents.
- Work with other organizations to align work for policy movement and support.

Article VII

Directors' Meetings

Section 1

Regular Meetings. The Board of Directors shall hold regular meetings each year at such times and places as may be fixed from time to time by the Board of Directors. The annual meeting of the Board of Directors shall occur in July of each year or on such date and at such time as shall be designated from time to time by the Executive Committee.

Section 2

Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or the Secretary or, upon written request of any 3 directors directed to the Chair.



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Section 3

Notice. Regular meetings of the Board of Directors shall be held on such date and at such time and place as the directors may determine. The person or persons calling a special meeting of the Board of Directors shall, at least two (2) days before the meeting, give written notice thereof.

Section 4

Quorum and Voting. At any meeting of the directors, a quorum of fifty-one percent (51%) of the voting directors then in office shall constitute a quorum for the transaction of any business. Each director entitled to vote shall have one (1) vote. Unless otherwise specified in these Bylaws, the majority vote of those directors actually present will prevail on all matters. All duly elected voting Board members shall be empowered to vote on all Board business.

Section 5

Attendance and Failure to Object. Any director may participate in a regular or special meeting by and through the use of any means of communication by which all directors may simultaneously hear each other during the meeting. Attendance of a director at a meeting shall constitute a waiver of notice to such director of the meeting, except, as otherwise provided in these Bylaws. A director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be deemed to have assented to the action taken unless: (i) he or she objects at the beginning of the meeting or promptly upon his or her arrival to holding it or transacting such specified business at the meeting; or (ii) he or she votes against, or affirmatively abstains from, the action taken.

Section 6

Special Voting Requirements. A vote of a majority of all voting directors then in office shall be required to adopt, amend or repeal these Bylaws or to adopt a resolution dissolving the corporation.

Section 7

Action Without a Meeting. Any action may be taken without a meeting if one or more written consents setting forth the action are signed either before or after such action by all of the voting directors in office and filed with the minutes of the proceedings of the Board of Directors.

Article VIII

Committees

In order to facilitate NMTC's governance and to assist the Board of Directors in discharging its duties and responsibilities, there shall be the following committees:

Section 1

Standing Committees: There shall be four (4) standing committees:



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- 1. *Executive Committee.*** The Executive Committee shall consist of the Chair, Vice Chair, Secretary and Treasurer. The President & CEO attends as a non-voting member. During the intervals between meetings of the Board of Directors, subject to such limitations as may be prescribed by resolution of the Board of Directors, the Executive Committee shall have and may exercise all of the authority of the Board of Directors, including the power to authorize the seal of NMTC to be affixed to all papers that may require it, but shall not have the authority to amend the Articles of Incorporation, to adopt a plan to merger or consolidation, to approve the sale, lease, exchange or other disposition of all or substantially all of the property and assets of NMTC, to approve the voluntary dissolution of NMTC or to amend these Bylaws of NMTC. The Executive Committee may also formulate and recommend to the Board of Directors approval of general policies regarding the management of the business and affairs of NMTC.
- 2. *Finance Committee.*** The Finance Committee shall consist of the Treasurer, who will lead the Committee, and 3 other directors. This committee shall be responsible for preparing the annual budget of NMTC for approval by the Board of Directors. The Committee shall have oversight responsibility over matters of finance and finance review, including the analysis of expenditures against the budget and the recommendations of revisions to the budget. The Committee shall report monthly to the Board of Directors on the financial status of NMTC.
- 3. *Personnel Committee.*** The Personnel Committee shall consist of the Chair, who will lead the Committee, and 2 other directors. This committee shall provide the Board of Directors with recommendations regarding all major human resource decisions, the hiring, firing and compensation structures for the President & CEO and any other support roles. The Personnel Committee shall be responsible for developing the performance objectives, conducting the review of the incumbents against contract objectives.
- 4. *Nominating Committee.*** The Nominating Committee shall consist of 3 directors. This committee shall carry out its responsibilities as described in Article VI of these bylaws.

Section 2

Select Committees: There shall be five (5) select committees. These committees aid and assist the Board of Directors in executing the mission of NMTC. They are composed of directors and volunteer members who possess interest and skill sets in the area of committee focus. Select Committees must include at minimum two directors who serve for periods as determined by the Board of Directors or the Officer who appointed them.

All Select Committees shall submit reports to the Board of Directors. No Select Committee shall take any action to commit NMTC as to policy, except as such power may be delegated to it by the Board of Directors. The Committee members attending a duly called meeting of any select Committee shall constitute a quorum.

- 1. *Membership Committee.*** The leader of the Membership Committee shall be appointed



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annually by the Chair of the Board of Directors. The Membership Committee is responsible for ongoing efforts to ensure that the membership of NMTC can be maintained and expanded. This committee shall organize and carry out an active Member recruiting and retention program.

- 2. *Fund Development Committee.*** The leader of the Fund Development Committee shall be appointed annually by the Chair of the Board of Directors. This Committee shall assist the President & CEO in meeting the fund development objectives for NMTC
- 3. *Policy Committee.*** The leader of the Policy Committee shall be appointed annually by the Chair of the Board of Directors. This Committee shall drive all NMTC efforts related to policy, regulations and legislation that impact the technology business environment in New Mexico.
- 4. *Program Committee.*** The leader of the Program Committee shall be appointed annually by the Chair of the Board of Directors. This Committee develops, schedules, and supports NMTC events and activities.
- 5. *Marketing & Communications Committee.*** The leader of the Marketing & Communications Committee shall be appointed annually by the Chair of the Board of Directors. This Committee is responsible for the development and maintenance of NMTC's communication plan and its Marketing strategy and plan; ensures that the appropriate publicity is achieved for the organization; and develops the necessary collateral to achieve this.

Section 3

Task Forces. On occasion the Board of Directors may appoint a team to address specific, time bound projects. These teams may be established by a majority vote of the Board of Directors. The leader of the team must be a director. No task force shall take or make public any formal action, resolution, or in any way commit NMTC to a question of policy without first receiving approval of the Board of Directors or the Executive Committee. Task Forces shall be discharged by the Chair of the Board of Directors when their work has been completed and their reports accepted, or when, in the opinion of the Chair of the Board of Directors, it is deemed appropriate to discontinue the committee.

Section 4

Peer and Interest Groups. On occasion the Board of Directors, Program Committee, or President & CEO may establish a peer or interest group associated with NMTC programs and interest areas. These groups may be led by a Board Member or other NMTC Member. No peer or interest group shall take or make public any formal action, resolution, or in any way commit NMTC to a question of policy without first receiving approval of the Board of Directors or the Executive Committee.



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Article IX

Fees and Dues

Section 1

Fees. The Board of Directors shall have the power to prescribe fees for Members, as a condition to becoming or remaining a Member, as it may deem appropriate to provide for the operation of NMTC. All members of the Board of Directors must pay an annual fee of service at the start of each fiscal year, in addition to their membership dues.

Section 2

Dues. The Board of Directors shall have the power to prescribe dues for Members, as the Board of Directors may from time to time deem appropriate for the operation of NMTC.

Article X

Indemnification of Directors

Section 1

To the full extent permitted by the New Mexico Nonprofit Corporation Act, as it exists on the date hereof or may hereafter be amended, no director or officer of NMTC shall be liable to NMTC for monetary damages.

Section 2

To the full extent permitted and in the manner prescribed by the New Mexico Nonprofit Corporation Act and any other applicable law, NMTC shall indemnify a director or officer of NMTC who is or was a party to any proceeding by reason of the fact that he or she is or was such a director or officer or is or was serving at the request of NMTC as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any director or officer.

Section 3

The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause NMTC to indemnify or contract in advance to indemnify any person not specified in subsection (b) of this Article X who was or is a party to any proceeding, by reason of the fact that he or she is or was an employee or agent of NMTC, or is or was serving at the request of NMTC as director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in this Section 3 of Article X.

Section 4

NMTC may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article X and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a



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director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted or incurred by such person in any such capacity or arising from his status as such, whether or not NMTC would have power to indemnify him or her against such liability under the provisions of this Article X.

Section 5

In the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to subsection (b) of this Article X shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnity. If the Board of Directors and the proposed indemnities are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnities each shall select a nominee, and the nominees shall select such special legal counsel.

Section 6

The provisions of this Article X shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment modification or repeal of this Article X shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

Section 7

Reference in this Article X to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

Article XI

Miscellaneous Provisions

Section 1

Fiscal Year. The fiscal year of NMTC shall be July 1 to June 30.

Section 2

Distribution of Assets Upon Dissolution. In the event of the dissolution of NMTC, any assets remaining after all debts and other liabilities of NMTC have been paid or otherwise provided for shall be contributed by NMTC as determined by the Board of Directors, but subject to the requirements of the Internal Revenue Code for Section 501(c)(6), to such other active nonprofit organizations which have as a purpose the support, encouragement and development of technology enterprises in the State.



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Section 3

Written Notice.

In any situation where these Bylaws require or permit the giving of written notice, waiver, request, or consent, such notice, waiver, request or consent may be personally delivered or sent by mail, facsimile transmission, or electronic mail.

The undersigned officers hereby certify that the foregoing Bylaws were duly adopted by the New Mexico Information Technology and Software Association by its Board of Directors on October 20, 2016.

**New Mexico Information Technology and
Software Association dba New Mexico Technology Council**

By: _____

Lisa J. Adkins

Its Chair

AND

By: _____

Marquita L. Bacon

Its Secretary